
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker, or other licensed securities dealer, bank manager, solicitors, professional accountant or other professional adviser.

If you have sold or transferred all your shares in North Asia Resources Holdings Limited (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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NORTH ASIA RESOURCES HOLDINGS LIMITED

北亞資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 61)

(1) PROPOSED CAPITAL REORGANISATION
(2) PROPOSED CHANGE OF COMPANY NAME
AND
(3) CHANGE OF BOARD LOT SIZE

A notice convening a special general meeting of the Company to be held at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 25 August 2017 at 11:00 a.m. is set out on page 15 to 17 of this circular. A form of proxy for use at the special general meeting is enclosed.

Whether you are able or not to attend the special general meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event at or before 11:00 a.m. on 23 August 2017 (or not less than 48 hours before the time appointed for holding the special general meeting or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting in person at the special general meeting or any adjournment thereof should you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

28 July 2017

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“Bye-laws”	the Bye-laws adopted by the Company and as amended from time to time, and “Bye-law” shall mean a bye-law of the Bye-laws
“Capital Reorganisation”	the proposed reorganisation of the share capital of the Company involving the Share Consolidation and the Diminution and Increase
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change of Company Name”	the proposed change of the English name of the Company from “North Asia Resources Holdings Limited” to “Green Leader Holdings Group Limited” and the proposed change of its secondary name in Chinese from “北亞資源控股有限公司” to “綠領控股集團有限公司”
“Change of Board Lot Size”	the proposed change of board lot size of the shares of the Company for trading on the Stock Exchange from 5,000 Existing Shares to 10,000 New Shares after the Capital Reorganisation becoming effective
“Class A Preference Shares”	the existing authorised but unissued convertible preference shares (class A) of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“Company”	North Asia Resources Holdings Limited, a company incorporated in Bermuda with limited liability and the issued Shares of which are listed on the Main Board of the Stock Exchange
“Diminution and Increase”	subject to and conditional upon the Share Consolidation taking effect, the proposed cancellation of all the authorised but unissued share capital of the Company (which shall include the Class A Preference Shares, the Preference Shares and the fractional New Share arising from the Share Consolidation) in its entirety and forthwith upon such cancellation, the proposed increase in the authorised share capital of the Company to HK\$2,000,000,000 divided into 200,000,000,000 New Shares
“Director(s)”	director(s) of the Company
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Capital Reorganisation becoming effective
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	25 July 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“New Share(s)”	ordinary share(s) of HK\$0.10 each in the share capital of the Company immediately after the Capital Reorganisation becoming effective
“PRC”	the People’s Republic of China
“Preference Shares”	the existing authorised but unissued convertible preference shares of HK\$0.01 each in the share capital of the Company

DEFINITIONS

“SGM”	the special general meeting of the Company to be held for the purpose of considering and, if thought fit, approving the Capital Reorganisation and the Change of Company Name and the transactions contemplated thereunder
“Shareholder(s)”	holder(s) of the issued Shares
“Share(s)”	the Existing Share(s) or the New Share(s) (as the case may be)
“Share Consolidation”	the proposed consolidation of every ten (10) issued Existing Shares into one (1) New Share
“Share Options” or “Options”	the share options granted under the share option scheme adopted by the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation, the Diminution and Increase and the Change of Board Lot Size is set out below. The expected timetable is subject to the results of the SGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

Event	Date
Latest time for lodging forms of proxy for the SGM.	11:00 a.m. on 23 August 2017
Date and time of the SGM	11:00 a.m. on 25 August 2017
Announcement of voting results of the SGM	25 August 2017
Effective date of the Capital Reorganisation	28 August 2017
Dealing in the Consolidated Shares commences	9:00 a.m. on 28 August 2017
Original counter for trading in the Existing Shares in board lots of 5,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on 28 August 2017
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on 28 August 2017
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares.	28 August 2017
Original counter for trading in the Consolidated Shares in board lots of 10,000 Consolidated Shares (in the form of new share certificates for the Consolidation Shares) re-opens	9:00 a.m. on 11 September 2017
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidated Shares and existing share certificates) commences	9:00 a.m. on 11 September 2017

EXPECTED TIMETABLE

Event	Date
Designed broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares	9:00 a.m. on 11 September 2017
Temporary counter for trading in the Consolidated Shares in board lots of 500 Consolidated Shares (in the form of existing share certificates) closes	4:00 p.m. on 29 September 2017
Parallel trading in the Consolidated Shares (in the form of new share certificates for the Consolidation Shares and existing share certificates) ends	4:00 p.m. on 29 September 2017
Designed broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares	4:00 p.m. on 29 September 2017
Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares.	4 October 2017

LETTER FROM THE BOARD



NORTH ASIA RESOURCES HOLDINGS LIMITED **北亞資源控股有限公司**

(Incorporated in Bermuda with limited liability)

(Stock Code: 61)

Executive Directors:

Mr. Zhang Sanhuo (*Chairman*)
Mr. Huang Boqi (*Deputy Chairman*)
Mr. Tse Michael Nam (*Chief Executive Officer*)

Registered office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Non-executive Director:

Mr. Zou Chengjian

*Head office and Principal places of
business in Hong Kong:*

Units 2001-2, 20th Floor
Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

Independent non-executive Directors:

Ms. Leung Yin Fai
Mr. Leung Po Wing, Bowen Joseph *GBS, JP*
Mr. Zhou Chunsheng

28 July 2017

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED CAPITAL REORGANISATION
(2) PROPOSED CHANGE OF COMPANY NAME
AND
(3) CHANGE OF BOARD LOT SIZE

INTRODUCTION

References are made to (i) the announcements of the Company dated 29 June 2017 and 10 July 2017 in respect of the proposed Capital Reorganisation; and (ii) the announcement of the Company dated 11 July 2017 in respect of the Change of Company Name.

LETTER FROM THE BOARD

PROPOSED CAPITAL REORGANISATION

The Company proposes to implement the Capital Reorganisation which involves the following:

Proposed Share Consolidation

The Board proposes to effect the Share Consolidation pursuant to which every ten (10) issued Existing Shares will be consolidated into one (1) New Share and the total number of the New Shares in the issued share capital of the Company immediately following the Share Consolidation will be rounded down to a whole number by cancelling the fraction in the issue share capital of the Company arising from the Share Consolidation.

Proposed Diminution and Increase

The Board proposes that immediately following the Share Consolidation taking effect, all the authorised but unissued share capital of the Company (which shall include the Class A Preference Shares, the Preference Shares and the fractional New Share arising from the Share Consolidation) will be cancelled in its entirety and forthwith upon such cancellation, the authorised share capital of the Company will be increased to HK\$2,000,000,000 by the creation of such number of additional New Shares as shall be sufficient to increase the authorised share capital of the Company to HK\$2,000,000,000 divided into 20,000,000,000 New Shares.

Effects of the Capital Reorganisation

As at the Latest Practicable Date, there are 72,967,463,002 Existing Shares in issue which are fully paid or credited as fully paid. Assuming no further Shares will be issued from the Latest Practicable Date up to the effective date of the Capital Reorganisation, upon the Capital Reorganisation becoming effective, there will be 7,296,746,300 New Shares in issue which are fully paid or credited as fully paid.

Upon the Capital Reorganisation becoming effective, the New Shares shall rank *pari passu* in all respects with each other.

Other than the expenses to be incurred in relation to the Capital Reorganisation, the implementation of the Capital Reorganisation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders.

LETTER FROM THE BOARD

Conditions of the Capital Reorganisation

The implementation of the Capital Reorganisation is conditional upon:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Capital Reorganisation and the transactions contemplated thereunder;
- (ii) the Stock Exchange granting the listing of, and permission to deal in, the New Shares in issue and to be issued upon the Capital Reorganisation becoming effective and the New Shares which may fall to be allotted and issued upon exercise of the Share Options outstanding and to be granted under the share option scheme of the Company and upon conversion of the Convertible Bonds (as defined below);
- (iii) the compliance with the relevant procedures and requirements under the laws of Bermuda and the Listing Rules to effect the Capital Reorganisation; and
- (iv) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Capital Reorganisation.

Subject to satisfaction of the above conditions, it is anticipated that the Capital Reorganisation will become effective on the next Business Day immediately following the date of the SGM.

Listing Application

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the New Shares in issue and to be issued upon the Share Consolidation becoming effective and the New Shares which may fall to be allotted and issued upon exercise of the Share Options outstanding and to be granted under the share option scheme of the Company and upon conversion of the Convertible Bonds (as defined below).

LETTER FROM THE BOARD

Subject to the granting of the listing of, and permission to deal in, the New Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the New Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the New Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Capital Reorganisation becomes effective, the New Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there are outstanding options (the “**Options**”) and convertible bonds (the “**Convertible Bonds**”) issued by the Company. The proposed Capital Reorganisation may cause adjustments to the exercise prices of the Options and the conversion price of the Convertible Bonds and the number of New Shares to be issued under the outstanding Options pursuant to the terms and conditions of the Options and under the terms and conditions of the share option scheme of the Company granting such Options and the number of conversion Shares to be issued upon conversion of the Convertible Bonds. Further announcement will be made in respect of the said adjustments as and when appropriate.

As at the Latest Practicable Date, the Company has (i) an aggregate 1,418,674,000 outstanding Options with exercise prices of HK\$0.15 and HK\$0.0352 respectively entitling the holders thereof to subscribe for 1,418,674,000 Existing Shares; (ii) Convertible Bonds with outstanding principal amount of HK\$419,101,004 with conversion price of HK\$0.07 per Share convertible into 5,987,157,200 Existing Shares; and (iii) Convertible Bonds with outstanding principal amount of US\$50,000,000 with conversion price of HK\$0.0327 convertible into 11,926,605,505 Existing Shares.

Save as disclosed above, as at the Latest Practicable Date, the Company has no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Shares.

LETTER FROM THE BOARD

PROPOSED CHANGE OF BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on the Stock Exchange in board lots of 5,000 Existing Shares. It is proposed that, subject to the Capital Reorganisation becoming effective, the board lot size for trading on the Stock Exchange be changed from 5,000 Existing Shares to 10,000 New Shares.

Based on the closing price of HK\$0.03 per Existing Share as quoted on the Stock Exchange as at the Latest Practicable Date, the value of each board lot of 10,000 New Shares, assuming the Capital Reorganisation had already been effective, would be HK\$3,000

REASONS FOR THE CAPITAL REORGANISATION AND THE CHANGE OF BOARD LOT SIZE

The proposed Capital Reorganisation (which involves Share Consolidation) will reduce the total number of Shares currently in issue. As such, it is expected that the Capital Reorganisation (which involves the Share Consolidation) will bring about a corresponding upward adjustment in the trading price of the Shares. The closing prices of the Existing Shares were below HK\$0.1 in a number of trading days. Moreover, as the market value of each board lot upon the Capital Reorganisation becoming effective will be higher than the market value of each existing board lot, the transaction cost as a proportion of the market value of each board lot will be lower. Accordingly, the Board is of the view that the Capital Reorganisation is beneficial to the Company, the Shareholders and investors as a whole.

Save for the necessary professional expenses for the implementation of the Capital Reorganisation, the implementation of the Capital Reorganisation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders

The Board considers that the Capital Reorganisation is essential to achieve the above-mentioned purpose. Taking into account of the potential benefits and the insubstantial amount of costs to be incurred, the Board is of the view that the Capital Reorganisation and the Change of Board Lot Size are in the best interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

OTHER ARRANGEMENTS

Fractional entitlement to New Shares following the Share Consolidation

Fractional New Shares following the Share Consolidation will be disregarded and will not be issued to the Shareholders but all such fractional New Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional New Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares of the Company regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the New Shares, the Company will delegate Tricor Tengis Limited, the Company's Hong Kong branch share registrar and transfer office, as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the New Shares to make up a full board lot, or to dispose of their holding of odd lots of the New Shares. The Company has agreed to procure KCG Securities Asia Limited to arrange for matching services regarding the sale and purchase of odd lots of Consolidated Shares from 28 August 2017 to 29 September 2017 (both days inclusive). Shareholders of odd lots of the Consolidated Shares may contact Ms. Kwan Wai Sheung (telephone number: 2842 1822) or Mr. Lau Ka Chun (telephone number: 2842 1836) of KCG Securities Asia Limited during normal business hours in the aforesaid period.

Holders of odd lots of the New Shares should note that the matching of the sale and purchase of odd lots of the New Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

Exchange of certificates for New Shares

Subject to the Capital Reorganisation becoming effective, which is currently expected to be 28 August 2017, being the Business Day immediately after the date of the SGM, Shareholders may on or after 28 August 2017 and until 4 October 2017 (both days inclusive), submit their existing share certificates in green colour for the Existing Shares to the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for exchange for share certificates in grey colour for the New Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the share registrar for exchange of share certificates.

LETTER FROM THE BOARD

With effect from 29 September 2017, trading will only be in New Shares which share certificates will be issued in grey colour. Existing share certificates in green colour for the Existing Shares will cease to be valid for trading and settlement purpose, but will remain valid and effective as documents of title.

PROPOSED CHANGE OF COMPANY NAME

As disclosed in the announcement of the Company dated 11 July 2017, the Board proposed, subject to the fulfillment of conditions set out herein, to change the English name of the Company from “North Asia Resources Holdings Limited” to “Green Leader Holdings Group Limited” and to change its secondary name in Chinese from “北亞資源控股有限公司” to “綠領控股集團有限公司”.

Conditions of the proposed Change of Company Name

The Change of Company Name is conditional upon the following conditions having been satisfied:

- (i) the passing of a special resolution by the Shareholders at the SGM to approve the Change of Company Name; and
- (ii) the granting of approval for the Change of Company Name by the Bermuda Registrar of Companies.

The relevant filings with the Bermuda Registrar of Companies will be made after passing of the relevant special resolution at the SGM. Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name.

The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong and will submit all relevant documents to the Stock Exchange.

In addition, subject to the confirmation of the Stock Exchange, the stock short name for trading in the Shares on the Stock Exchange will also be changed after the Change of Company Name having become effective.

LETTER FROM THE BOARD

REASONS FOR THE CHANGE OF COMPANY NAME

Since the second half of 2016, the Group has been gradually expanding and developing its business by using cassava as a raw material to produce starch and biofuels and its recyclable by-product business, striving to build green recycling industry chain so as to make the Company a leader in bio-clean energy and recyclable natural resources. As such, in order to reflect the principal business development and strategic direction of the Group and to refresh the image of the Company, the Board proposes the Change of Company Name so as to provide the Company with a more appropriate corporate image and identity to meet the best interests of the Company and the Shareholders as a whole.

EFFECTS OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the existing Shareholders. Other than the change to the English stock short name and the Chinese stock short name to be announced by the Company following the Change of Company Name becoming effective, the trading arrangements for the Shares on the Stock Exchange will remain unchanged. Share certificates of the company which are issued after the Change of Company Name having become effective will be in the new name of the Company. All existing share certificates of the Company in issue bearing the existing name of the Company will, after the Change of Company Name becomes effective, remain to be evidence of title to the Shares and will continue to be valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates bearing the new names of the Company. The Company's website and logo will also be revamped and changed.

The Company will make further announcement regarding details of the change in stock short name as and when appropriate.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

SGM

A notice convening the SGM at which resolutions will be proposed to the Shareholders to consider and, if thought fit, to approve the proposed Capital Reorganisation and Change of Company Name is set out on pages 15 to 17 of this circular.

To the best knowledge of the Directors, no Shareholders have a material interest in the Capital Reorganisation and/or the Change of Company Name and accordingly, no Shareholders will have to abstain from voting at the SGM.

Whether or not you intend to attend the SGM, you are requested to complete and return the form of proxy accompanying with this circular in accordance with the instructions printed thereon as soon as possible and in any event at or before 11:00 a.m. on 23 August 2017 (or not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof). Completion and return of the form of proxy will not preclude you from attending and voting at the SGM or any adjournment thereof in person if you so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

RECOMMENDATION

The Directors consider that the Capital Reorganisation and the Change of Company Name are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolutions at the SGM

By the order of the Board of
North Asia Resources Holdings Limited
Zhang Sanhuo
Chairman

NOTICE OF SGM



NORTH ASIA RESOURCES HOLDINGS LIMITED

北亞資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 61)

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of North Asia Resources Holdings Limited (the “**Company**”) will be held at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Friday, 25 August 2017 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions, as special resolutions of the Company:

SPECIAL RESOLUTIONS

1. “**THAT** subject to and conditional upon, among others, (i) the granting by The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below), (ii) the compliance with the relevant procedures and requirements under the laws of Bermuda to effect the Capital Reorganisation (as defined below); and (iii) the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required to effect the Capital Reorganisation (as defined below), with effect from 9:00 a.m. (Hong Kong time) on the first business day immediately following the date on which this resolution is passed or the above conditions are fulfilled (whichever is the later):
 - (a) every ten (10) issued shares of HK\$0.01 each in the existing share capital of the Company be and are consolidated (the “**Share Consolidation**”) into one (1) share of HK\$0.10 each (the “**New Shares**”) and the total number of New Shares in the issued share capital of the Company immediately following the Share Consolidation be and is rounded down to a whole number by cancelling any fraction in the issued share capital of the Company arising therefrom;

NOTICE OF SGM

- (b) subject to and forthwith upon the Share Consolidation taking effect, all the authorised but unissued share capital of the Company (which shall include the authorised but unissued convertible preference shares (class A) of HK\$0.01 each in the share capital of the Company, the authorised but unissued convertible preference shares of HK\$0.01 each in the share capital of the Company and the fractional New Shares arising from the Share Consolidation) will be cancelled in its entirety and) forthwith upon such cancellation, the authorised share capital of the Company will be increased to HK\$2,000,000,000 by the creation of such number of additional New Shares as shall be sufficient to increase the authorised share capital of the Company to HK\$2,000,000,000 divided into 20,000,000,000 New Shares (“**Diminution and Increase**”, together with the Share Consolidation, the “**Capital Reorganisation**”); and
- (c) the directors of the Company or a committee thereof be and are hereby authorised to do all such acts and things and execute all such documents on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to or in connection with the implementation of the Capital Reorganisation involving the Share Consolidation and the Diminution and Increase.”
2. “**THAT** subject to the entry of “Green Leader Holdings Group Limited” as the new English name and the entry of “綠領控股集團有限公司” as the new secondary name in Chinese of the Company in the register maintained by the Registrar of Companies in Bermuda and the issue of a certificate of incorporation on change of name and a certificate of secondary name by the Registrar of Companies in Bermuda, the English name of the Company be changed from “North Asia Resources Holdings Limited” to “Green Leader Holdings Group Limited” and the secondary name in Chinese of the Company from “北亞資源控股有限公司” to “綠領控股集團有限公司” with effect from the date of registration as set out in the certificate of incorporation on change of name and the certificate of secondary name issued by the Registrar of Companies in Bermuda; and any one director of the Company be and is hereby authorised generally to do such acts and things and execute all documents (whether by hand, under seal or as a deed) or make such arrangements as he/she may consider necessary or expedient to effect the aforesaid change of name of the Company.”

By order of the Board
North Asia Resources Holdings Limited
Zhang Sanhuo
Chairman

Hong Kong, 28 July 2017

NOTICE OF SGM

Registered office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Head office and principal place

of business in Hong Kong:
Units 2001-2, 20th Floor
Li Po Chun Chambers
189 Des Voeux Road Central
Hong Kong

Notes:

1. Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him. A proxy needs not be a member of the Company.
2. In order to be valid, the form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong at or before 11:00 a.m. on 23 August 2017 (or not less than 48 hours before the time for holding the Meeting or any adjournment thereof). Completion and return of a form of proxy will not preclude a member from attending in person and voting at the Meeting or any adjournment thereof, should he/she/it so wish and in such case, the form of proxy previously submitted shall be deemed to be revoked.

As at the date of this notice, Mr. Zhang Sanhuo, Mr. Huang Boqi and Mr. Tse Michael Nam are the executive Directors, Mr. Zou Chengjian is the non-executive Director, and Ms. Leung Yin Fai, Mr. Leung Po Wing, Bowen Joseph GBS, JP and Mr. Zhou Chunsheng are the independent non-executive Directors.