



NORTH ASIA RESOURCES HOLDINGS LIMITED

北亞資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 61)

REVISED PROXY FORM

Revised form of proxy for use by the shareholders (the "Shareholder(s)") of North Asia Resources Holdings Limited (the "Company") at the special general meeting (the "Meeting") to be convened at 10:30 a.m. on Monday, 15 February 2016 at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong (or any adjournment thereof (as the case may be)).

I/We (note a) _____
of _____
being the holder(s) of _____ (note b) shares of HK\$0.01 each of the Company hereby
appoint the chairman (the "Chairman") of the Meeting or _____
of _____
to act as my/our proxy (note c) at the Meeting to be held at 10:30 a.m. on Monday, 15 February 2016 at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong and at any adjournment thereof (as the case may be) and to vote on my/our behalf in respect of the resolutions set out in the notice and the supplemental notice of the Meeting of the Company as hereunder indicated, or, if no such indication is given, as my/our proxy thinks fit and on any other resolution properly put to the Meeting.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast (note d).

SPECIAL RESOLUTIONS		FOR	AGAINST
1.	To approve the Capital Reorganisation and the transactions contemplated thereunder.*		
2.	To approve the cancellation and transfer of the amount standing to the credit of the share premium account of the Company to the contributed surplus account of the Company.*		
ORDINARY RESOLUTION			
3.	To approve the Placing Agreement dated 3 December 2015 (as amended and supplemented by the supplemental placing agreement dated 23 December 2015 and the supplemental letter dated 15 January 2016) and the transactions contemplated thereunder. *		

Dated the _____ day of _____ 2016

Shareholder's signature _____ (notes e, f, g and h)

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this revised form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the chairman (the "Chairman") of the Meeting or" and insert the name and address of the person appointed as proxy in the space provided.
- If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any of the resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice of the Meeting.
- In the case of a joint holding, this revised form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- This revised form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- To be valid, this revised form of proxy together with any 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 Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- Any alteration made to this form should be initialised by the person who signs the form.

IMPORTANT: A Shareholder who has not yet lodged the proxy form which was sent together with the notice of the Meeting dated 31 December 2015 (the "First Proxy Form") with the Company's Hong Kong branch share registrar is requested to lodge this revised proxy form if the Shareholder wishes to appoint proxy/proxies to attend the SGM on its/his/her behalf. In this case, the First Proxy Form should not be lodged with the Company's Hong Kong branch share registrar. A Shareholder who has already lodged the First Proxy Form with the Company's Hong Kong branch share registrar should note that:

- if no revised proxy form is lodged with the Company's Hong Kong branch share registrar, the First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder.
The proxy/proxies so appointed by the Shareholder will be entitled to vote in accordance with the instructions previously given by the Shareholder or at its/his/her discretion or to abstain from voting (if no such instructions are given) on any resolution properly put to the SGM including the resolutions in relation to the proposed Capital Reorganisation, the share premium cancellation and the Placing Agreement;
- if this revised proxy form is lodged with the Company's Hong Kong branch share registrar not less than 48 hours prior to the time appointed for holding the SGM (the "Closing Time"), this revised proxy form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder and will revoke and supersede the First Proxy Form previously lodged by the Shareholder; and
- if this revised proxy form is lodged with the Company's Hong Kong branch share registrar after the Closing Time, or if lodged before the Closing Time but is incorrectly completed, the proxy appointment under this revised proxy form will be invalid. The First Proxy Form, if correctly completed, will be treated as a valid proxy form lodged by the Shareholder. The proxy/proxies so appointed by the Shareholder under the First Proxy Form will be entitled to vote in the manner as mentioned in (i) above as if no revised proxy form was lodged with the Company's Hong Kong branch share registrar.

* The full text of the resolution is set out in the notice of Meeting dated 31 December 2015 and the supplemental notice of Meeting dated 20 January 2016.