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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)

PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL

The board (the “**Board**”) of directors (the “**Directors**”) of North Asia Resources Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) hereby announces the Directors propose to increase the authorised share capital of the Company from HK\$800,000,000 divided into (i) 76,905,061,616 ordinary shares (the “**Shares**”) of the Company; (ii) 2,547,300,000 convertible preference shares (the “**preference shares**”); and (iii) 547,638,384 convertible preference shares (the “**Class A preference shares**”) of HK\$0.01 each to HK\$2,000,000,000 divided into (i) 196,905,061,616 Shares; (ii) 2,547,300,000 preference shares; and (iii) 547,638,384 Class A preference shares of HK\$0.01 each (the “**Increase in Authorised Share Capital**”).

As at the date of this Announcement, the authorised share capital of the Company is HK\$800,000,000 divided into (i) 76,905,061,616 Shares; (ii) 2,547,300,000 preference shares; and (iii) 547,638,384 Class A preference shares of HK\$0.01 each, of which 58,663,363,407 Shares have been issued and fully paid or credited as fully paid and there is no outstanding preference shares in issue as at the date of this announcement.

In order to accommodate future expansion and growth of the Group and to cater for possible issue of new Shares in the future, the Directors propose to increase the authorised share capital of the Company from HK\$800,000,000 divided into (i) 76,905,061,616 Shares; (ii) 2,547,300,000 preference shares; and (iii) 547,638,384 Class A preference shares of HK\$0.01 each to HK\$2,000,000,000 divided into (i) 196,905,061,616 Shares; (ii) 2,547,300,000 preference shares; and (iii) 547,638,384 Class A preference shares of HK\$0.01 each by the creation of an additional 120,000,000,000 Shares.

The proposed Increase in Authorised Share Capital is conditional on the approval by shareholders of the Company (the “**Shareholders**”) at a special general meeting of the Company (the “**SGM**”) to be convened and held.

A circular containing further details of the Increase in Authorised Share Capital and the notice of the SGM will be despatched to the Shareholders as soon as practicable.

By the Order of the Board of
North Asia Resources Holdings Limited
Mr. Zhang Sanhuo
Chairman

Hong Kong, 29 April 2016

As at the date of this announcement, Mr. Zhang Sanhuo and Mr. Huang Boqi 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.