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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) TERMINATION OF SALE AND PURCHASE AGREEMENT
IN RELATION TO ACQUISITION OF
51% EQUITY INTEREST IN GREAT PAYMENT LIMITED;
(2) RESIGNATION OF EXECUTIVE DIRECTORS;
(3) UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS;
AND
(4) RESUMPTION OF TRADING**

TERMINATION OF SALE AND PURCHASE AGREEMENT IN RELATION TO ACQUISITION OF 51% EQUITY INTEREST IN GREAT PAYMENT LIMITED

The Board announces that on 1 June 2015 (after trading hours), the Company, Day's Holding, Mr. Zhang, Best Growth, China OEPIC, Mr. Li and Mr. Chen, being parties to the Agreement, mutually agreed to terminate the Agreement and entered into a deed of termination to record such termination. Each of the parties to the Agreement releases the others from all past, present and future duties, obligations and liabilities under the Agreement, notwithstanding any clauses of the Agreement providing otherwise.

RESIGNATION OF EXECUTIVE DIRECTORS

The Board announces that Mr. Chen Liang and Ms. Liu Rong-Rong have resigned as executive Directors with effect from 2 June 2015 in order to pursue their other business engagements and as a result of the termination of the Agreement.

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

The Board has noted the decrease in trading price of the Shares and the increase in trading volume of the Shares today. Having made such enquiry with respect to the Company as is reasonable in the circumstances, save as disclosed above and in the announcement of the Company dated 27 May 2015, the Board confirms that it is not aware of any reasons for these movements or of any information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted from 11:19 a.m. on Monday, 1 June 2015 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange from 9:00 a.m. on Tuesday, 2 June 2015.

Reference is made to the announcement of North Asia Resources Holdings Limited (the "**Company**") dated 2 April 2015 (the "**Announcement**") in relation to acquisition of 51% equity interest in Great Payment Limited. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context requires otherwise.

TERMINATION OF SALE AND PURCHASE AGREEMENT IN RELATION TO ACQUISITION OF 51% EQUITY INTEREST IN GREAT PAYMENT LIMITED

The Board announces that on 1 June 2015 (after trading hours), the Company, Day's Holding, Mr. Zhang, Best Growth, China OEPC, Mr. Li and Mr. Chen, being parties to the Agreement, mutually agreed to terminate the Agreement and entered into a deed of termination to record such termination. The parties have agreed to terminate the Agreement because they anticipate that they will not be able to obtain all necessary PRC regulatory approvals before the scheduled completion of the Agreement. Each of the parties to the Agreement releases the others from all past, present and future duties, obligations and liabilities under the Agreement, notwithstanding any clauses of the Agreement providing otherwise.

The Board considers that the termination of the Acquisition would not have any material adverse effect on the existing financial position or business operation of the Group.

RESIGNATION OF EXECUTIVE DIRECTORS

The Board announces that Mr. Chen Liang and Ms. Liu Rong-Rong have resigned as executive Directors with effect from 2 June 2015 in order to pursue their other business engagements and as a result of the termination of the Agreement.

Each of Mr. Chen Liang and Ms. Liu Rong-Rong has confirmed that there is no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there are no disagreement with the Board and there are no matters relating to his/her resignation that need to be brought to the attention of the Shareholders or the Stock Exchange.

UNUSUAL PRICE AND TRADING VOLUME MOVEMENTS

This following is made at the request of the Stock Exchange and pursuant to Rule 13.10 of the Listing Rules.

The Board has noted the decrease in trading price of the Shares and the increase in trading volume of the Shares today. Having made such enquiry with respect to the Company as is reasonable in the circumstances, save as disclosed above and in the announcement of the Company dated 27 May 2015, the Board confirms that it is not aware of any reasons for these movements or of any information which must be announced to avoid a false market in the Company's securities or of any inside information that needs to be disclosed under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

This announcement is made by the order of the Company. The Board collectively and individually accepts responsibility for the accuracy of this announcement.

RESUMPTION OF TRADING

At the request of the Company, trading in the Shares on the Stock Exchange was halted from 11:19 a.m. on Monday, 1 June 2015 pending the release of this announcement. Application has been made to the Stock Exchange for the resumption of trading in the Shares on the Stock Exchange from 9:00 a.m. on Tuesday, 2 June 2015.

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

Hong Kong, 1 June 2015

As at the date of this announcement, Mr. Zhang Sanhuo, Mr. Huang Boqi, Mr. Tse Michael Nam, Mr. Chen Liang and Ms. Liu Rong-Rong 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.