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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) SUPPLEMENTAL ANNOUNCEMENT
IN RELATION TO
PLACING OF NEW SHARES UNDER SPECIFIC MANDATE;
AND
(2) REVISED EXPECTED TIMETABLE RELATING TO
THE CAPITAL REORGANISATION AND
THE CHANGE IN BOARD LOT SIZE**

Placing Agent



THE SUPPLEMENTAL PLACING AGREEMENT

On 23 December 2015, the Company and the Placing Agent entered into the Supplemental Placing Agreement, pursuant to which the Long Stop Date shall be revised to 15 March 2016 (or such later date as the Placing Agent and the Company shall agree in writing).

REVISED EXPECTED TIMETABLE RELATING TO THE CAPITAL REORGANISATION AND THE CHANGE IN BOARD LOT SIZE

The revised expected timetable of the Capital Reorganisation and the change in board lot size are set out in this announcement.

Shareholders and potential investors should take note that completion of the Placing is subject to the fulfillment of the conditions precedent set out in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercised caution when dealing in the securities of the Company.

Reference is made to the announcement of the Company dated 3 December 2015 (the “**Announcement**”) in relation to, among others, the Placing, the Capital Reorganisation and the change in board lot size. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Announcement.

SUPPLEMENTAL PLACING AGREEMENT

As disclosed in the Announcement, completion of the Placing shall be subject to and conditional upon the fulfillment of the conditions of the Placing Agreement on or before 31 March 2016 (or such later date as may be agreed between the Company and the Placing Agent in writing) (the “**Long Stop Date**”).

On 23 December 2015, the Company and the Placing Agent entered into a supplemental placing agreement to the Placing Agreement (the “**Supplemental Placing Agreement**”), pursuant to which the Long Stop Date shall be revised to 15 March 2016 (or such later date as the Placing Agent and the Company shall agree in writing).

In the event the above conditions are not fulfilled on or before 15 March 2016 (or such later date as may be agreed between the parties to the Placing Agreement in writing), all rights, obligations and liabilities of the parties to the Placing Agreement shall cease and terminate and neither of the parties thereto shall have any claim against the other save for any antecedent breach under the Placing Agreement prior to such termination.

Save as disclosed above, all material terms and conditions of the Placing Agreement remain unchanged.

REVISED EXPECTED TIMETABLE RELATING TO THE CAPITAL REORGANISATION AND THE CHANGE IN BOARD LOT SIZE

The revised expected timetable of the Capital Reorganisation and the change in board lot size are set out below:

Despatch of circular which include details about, among other matters, the Capital Reorganisation.	Thursday, 31 December 2015
Publication of the notice of SGM	Thursday, 31 December 2015
Latest time for lodging the form of proxy for the SGM	10:30 a.m. on Saturday, 13 February 2016
Holding of the SGM	10:30 a.m. on Monday, 15 February 2016
Announcement of voting results of the SGM	Monday, 15 February 2016
Effective date of the Capital Reorganisation	Tuesday, 16 February 2016
Commencement of dealings in the New Shares.	9:00 a.m. on Tuesday, 16 February 2016
Original counter for trading in the Shares in board lots of 5,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 16 February 2016
Temporary counter for trading in the New Shares in board lots of 500 New Shares (in the form of existing share certificates) opens.	9:00 a.m. on Tuesday, 16 February 2016
First day of free exchange of existing certificates for the Shares (in green colour) for new certificates for the New Shares (in blue colour)	Tuesday, 16 February 2016
Effective date of change of board lot size from 5,000 Shares to 10,000 New Shares	Tuesday, 1 March 2016
Original counter for trading in the New Shares in board lots of 10,000 New Shares (in the form of new certificates for New Shares) re-opens	9:00 a.m. on Tuesday, 1 March 2016
Parallel trading in the New Shares (in the form of new certificates for the New Shares and the existing certificates for the Shares) commences.	9:00 a.m. on Tuesday, 1 March 2016

Designated broker starts to stand in the market
to provide matching services
for odd lots of the New Shares 9:00 a.m. on
Tuesday, 1 March 2016

Temporary counter for trading in the New Shares
in board lots of 500 Shares (in the form of
the existing certificates for the Shares) closes 4:00 p.m. on
Monday, 21 March 2016

Parallel trading in the New Shares (in the form of
new certificates for the New Shares and
the existing certificates for the Shares) ends 4:00 p.m. on
Monday, 21 March 2016

Designated broker ceases to stand in the market
to provide matching services
for odd lots of the New Shares 4:00 p.m. on
Monday, 21 March 2016

Last day for free exchange of the existing certificates
for the Shares (in green colour) for new certificates
for the New Shares (in blue colour). 4:30 p.m. on
Wednesday, 23 March 2016

Shareholders and potential investors should take note that completion of the Placing is subject to the fulfillment of the conditions precedent set out in the Placing Agreement. As the Placing may or may not proceed, Shareholders and potential investors are advised to exercised caution when dealing in the securities of the Company.

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

Hong Kong, 23 December 2015

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.