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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)**

## **COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE**

### **Placing Agent**



**英皇證券(香港)有限公司**  
**Emperor Securities Limited**

The Board is pleased to announce that the condition to the Placing Agreement has been fulfilled and Completion took place on 16 July 2015. A total of 1,762,300,000 Placing Shares were allotted and issued to not less than six Placees at the Placing Price of HK\$0.145 per Placing Share pursuant to the terms and condition of the Placing Agreement.

Reference is made to the announcement of North Asia Resources Holdings Limited (the “**Company**”) dated 26 June 2015 (the “**Announcement**”) in relation to, among other things, the placing of new Shares under the General Mandate. Capitalised terms used herein shall have the same meanings as those defined in the Announcement unless otherwise defined herein.

### **COMPLETION OF THE PLACING**

The Board is pleased to announce that the condition to the Placing Agreement has been fulfilled and Completion took place on 16 July 2015. A total of 1,762,300,000 Placing Shares, representing approximately 9.40% of the issued share capital of the Company as enlarged by the allotment and issue of the Placing Shares immediately after Completion and as at the date of this announcement, were allotted and issued to not less than six Placees, who and whose ultimate beneficial owners are Independent Third

Parties, at the Placing Price of HK\$0.145 per Placing Share pursuant to the terms and condition of the Placing Agreement. Upon Completion, none of the Placees becomes a substantial shareholder (as defined under the Listing Rules) of the Company as a result of the Placing.

The net proceeds from the Placing, after deducting the related placing commission, professional fees and all related expenses, are approximately HK\$252.8 million. It is expected that the net proceeds from the Placing are intended to be used for general working capital (including settlement of interest expenses and reduction of debts) and/or for future investments of the Group.

## EFFECT ON THE SHAREHOLDING OF THE COMPANY FOLLOWING COMPLETION

Set out below is the table of the shareholdings in the Company immediately before and after Completion:

Name of Shareholders:	Immediately before Completion		Immediately after Completion	
	Shares	%	Shares	%
China OEPC Limited <sup>(Note 1)</sup>	4,554,492,662	26.80	4,554,492,662	24.28
Mr. Tse Michael Nam <sup>(Note 2)</sup>	1,531,642	0.01	1,531,642	0.01
Other Shareholders <sup>(Note 3)</sup>	152,409,023	0.90	152,409,023	0.81
<i>Public:</i>				
Placees	-	-	1,762,300,000	9.40
Other public Shareholders	12,285,213,755	72.29	12,285,213,755	65.50
<b>Total</b>	<b>16,993,647,082</b>	<b>100.00</b>	<b>18,755,947,082</b>	<b>100.00</b>

Notes:

1. The Shares are beneficially owned by Best Growth Enterprises Limited, which is in turn beneficially owned by Mr. Zhang Sanhuo, the Chairman and executive Director of the Company.
2. Mr. Tse Michael Nam, being the executive Director, is interested in 1,531,642 Shares
3. The Shares are held as to 1,996 Shares by Baofa Industrial Limited; 58,823,529 Shares by Mr. Guo Min (the beneficial owner of Baofa Industrial Limited); 19,638,498 Shares by New HongFa Industrial Limited; 42,745,000 Shares by Mr. Wu Daorong (the beneficial owner of Golden Year Holdings Limited); and 31,200,000 Shares by Hwa Foo Holdings Limited, all of which are shareholders or connected persons of City Bloom Limited.

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

Hong Kong, 16 July 2015

*As at the date of this announcement, 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 <sup>(GBS, JP)</sup> and Mr. Zhou Chunsheng are the independent non-executive Directors.*