

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in North Asia Resources Holdings Limited (the "Company"), you should at once hand this supplemental circular and the accompanying revised form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)**

**SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS**  
**RELATING TO RE-ELECTION OF DIRECTORS**  
**AT ANNUAL GENERAL MEETING**  
**AND**  
**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

This supplemental circular should be read together with the circular issued by the Company to the shareholders of the Company dated 24 April 2015 (the "Circular") and the notice convening the annual general meeting of the Company to be held at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Thursday, 28 May 2015 at 11:00 a.m. (the "AGM"). A revised form of proxy (the "Revised Proxy Form") is also enclosed with this supplemental circular for use at the AGM. The Revised Proxy Form is also published on the website of The Stock Exchange of Hong Kong Limited at [www.hkex.com.hk](http://www.hkex.com.hk) and the website of the Company at [www.northasiareources.com](http://www.northasiareources.com).

The form of proxy despatched with the Circular is superseded by the Revised Proxy Form enclosed herewith. Whether or not you intend to attend and vote at the AGM, you are requested to complete and return the enclosed Revised Proxy Form in accordance with the instructions printed thereon to the Company's branch share registrar in Hong Kong, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM or any adjournment thereof. Completion and return of a valid Revised Proxy Form will not preclude you from attending and voting in person at the AGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

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## LETTER FROM THE BOARD



### NORTH ASIA RESOURCES HOLDINGS LIMITED

#### 北亞資源控股有限公司

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 61)**

*Executive Directors:*

Mr. Zhang Sanhuo (*Chairman*)

Mr. Huang Boqi (*Deputy Chairman and Chief Executive Officer*)

Mr. Tse Michael Nam

Mr. Chen Liang

Ms. Liu Rong-Rong

*Non-executive Director:*

Mr. Zou Chengjian

*Independent non-executive Directors:*

Ms. Leung Yin Fai

Mr. Leung Po Wing, Bowen Joseph, GBS, JP

Mr. Zhou Chunsheng

*Registered office:*

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

*Head office and principal place  
of business in Hong Kong:*

Units 2001-2, 20th Floor

Li Po Chun Chambers

189 Des Voeux Road Central

Hong Kong

6 May 2015

*To the Shareholders*

Dear Sir or Madam,

### **SUPPLEMENTAL CIRCULAR TO SHAREHOLDERS RELATING TO RE-ELECTION OF DIRECTORS AT ANNUAL GENERAL MEETING AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

#### **INTRODUCTION**

This supplemental circular should be read together with the circular issued by the Company to the Shareholders dated 24 April 2015 (the “**Circular**”) which contains, among others, information relating to the re-election of the retiring Directors at the AGM. Unless the context requires otherwise, capitalised terms used herein shall bear the same meanings as defined in the Circular.

## LETTER FROM THE BOARD

Reference is made to the announcement of the Company dated 30 April 2015 (the “**Announcement**”) in relation to the appointment of Mr. Chen Liang (“**Mr. Chen**”) and Ms. Liu Rong-Rong (“**Ms. Liu**”) as executive Directors of the Company with effect from 1 May 2015.

The purpose of this supplemental circular is to provide you with further information relating to the re-election of the retiring Directors, and to give you a supplemental notice of the AGM and the Revised Proxy Form (as defined below).

### RE-ELECTION OF DIRECTORS

Reference is made to the Announcement in relation to the appointment of Mr. Chen as an executive Director and Ms. Liu as an executive Director with effect from 1 May 2015. Details of such appointment have been set out in the Announcement.

According to Bye-law 115, any Director appointed to fill in a casual vacancy or as an additional Director shall hold office only until the next following general meeting of the Company and shall then be eligible for re-election at the meeting. Accordingly, Mr. Chen and Ms. Liu will retire at the AGM and being eligible, will offer each of themselves for re-election.

The biographical details of Mr. Chen and Ms. Liu are set out in Appendix I to this supplemental circular.

### SUPPLEMENTAL NOTICE OF THE AGM AND THE REVISED PROXY FORM

The AGM will be held at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Thursday, 28 May 2015 at 11:00 a.m. as originally schedule. A supplemental notice of the AGM is set out on pages 7 to 8 of this supplemental circular. The original ordinary resolution no. 2 will be amended to include the additional resolutions for re-election of Mr. Chen as an executive Director and Ms. Liu as an executive Director. Save as disclosed, all the resolutions originally proposed in the Circular will remain unchanged and the Circular remains valid.

As a result of the addition of the Directors to be retired and offered for re-election at the AGM subsequent to the despatch of the circular and the accompanying form of proxy (the “**First Proxy Form**”), a new form of proxy (the “**Revised Proxy Form**”) is prepared and is enclosed with this supplemental circular.

Special arrangements about completion and submission of the Revised Proxy Form are also set out in Appendix II to this supplemental circular. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay particular attention to the special arrangements set out therein.

Completion and return of the First Proxy Form and/or Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish.

## LETTER FROM THE BOARD

### RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors also consider that the proposed re-election of Mr. Chen and Ms. Liu as Directors as set out in this supplemental circular are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution(s) to be proposed at the AGM.

### RESPONSIBILITY STATEMENT

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

Yours faithfully  
For and on behalf of the Board of  
**North Asia Resources Holdings Limited**  
**Mr. Zhang Sanhuo**  
*Chairman*

Biographical details of Mr. Chen and Ms. Liu who are proposed to be re-elected at the forthcoming AGM are set out as follows:

**MR. CHEN LIANG (“Mr. Chen”)**

*Executive Director*

Mr. Chen, aged 44, is the founder, executive director and chief executive officer of Day’s Holding Company Limited, together with its subsidiaries (the “**Day’s Group**”). Mr. Chen has 10 years’ experience in management and operation in the third-party payment industry. He currently serves as a standing member representative of the internet payment application working committee of the Payment & Clearing Association of China (中國支付清算協會), and a member representative of the professional committee of internet financing, the mobile payment working committee as well as the prepaid card working committee, and is actively engaged in the operation of the industry association. Before establishing Day’s Group, Mr. Chen was the managing director of Shanghai Zhongwei Medical Services Limited\* (上海中衛醫療服務有限公司) from 2005 to 2006. Prior to that, Mr. Chen had been a senior sales manager at Shanghai JHJ International Transportation Co., Ltd. (上海錦海捷亞國際貨運公司) from 1995 to 2001. Mr. Chen studied at Hefei University of Technology (合肥工業大學) majoring in computer and information experiment technology.

Reference is made to the announcement of the Company dated 2 April 2015 in relation to the acquisition of 51% equity interest in Great Payment Limited, which constituted a major and connected transaction of the Company (the “Acquisition Announcement”). Mr. Chen is one of the substantial ultimate beneficial owners of Day’s Holding Company Limited, the vendor in the acquisition, and is one of the vendor’s warrantors in the relevant transaction, which involved the issuance of convertible preference shares. Please refer to the Acquisition Announcement for the details on the major and connected transaction.

Mr. Chen is appointed by way of a letter of appointment with a proposed term of service of one year. However, his appointment is subject to the rotational retirements under the Bye-laws. Mr. Chen’s remuneration is governed by the Bye-law and he will be entitled to receive (i) a monthly remuneration of HK\$60,000 which is determined by the Board based on the recommendation from the remuneration committee of the Company with reference to, among other matters, his duties and responsibilities, salaries paid by comparable companies, time commitment, employment conditions of other members of the Group and (ii) a bonus for each financial year which is subjected to the discretion of the Board.

Save as disclosed above, Mr. Chen has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Mr. Chen does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Save as disclosed above and save as disclosed in the Acquisition Announcement, Mr. Chen does not have, nor is deemed to have any interests or short positions in any shares, underlying shares or debentures (within the meaning of Part XV of the SFO) of the Company as at the Latest Practicable Date.

**MS. LIU RONG-RONG (“Ms. Liu”)***Executive Director*

Ms. Liu, aged 44, joined Day’s Group in January 2015 and is now the vice president of Day’s Group. Ms. Liu has over 15 years’ experience in private fund industry and was a business partner of Boxin (Tianjin) Equity Investment Management Partnership Enterprise (Limited Partnership)\* (博信(天津)股權投資管理合伙企業(有限合伙)) in 2013, a managing director of Vision Investment Management (Asia) Limited from 2009 to 2011, and worked for Crimson Asia Capital Holdings Ltd., Taiwan Branch from 1997 to 2009, with the last position as the person in charge of the Asia business of Crimson Asia Capital Fund. Prior to this, Ms. Liu worked for McKinsey Asia LLC, Taiwan Branch from 1992 to 1995. At the same time, Ms. Liu has been the chief consultant of the investment management committee of Landseed International Medical Group (聯新國際醫療集團) since 2012, assisting in its strategic planning and capital operation in the Greater China region. Ms. Liu obtained a master’s degree of business administration from The Wharton School of the University of Pennsylvania and a bachelor’s degree of economics from National Taiwan University.

Ms. Liu is appointed by way of a letter of appointment with a proposed term of service of one year. However, her appointment is subject to the rotational retirements under the Bye-laws. Ms. Liu’s remuneration is governed by the Bye-law and she will be entitled to receive (i) a monthly remuneration of HK\$40,000 which is determined by the Board based on the recommendation from the remuneration committee of the Company with reference to, among other matters, his duties and responsibilities, salaries paid by comparable companies, time commitment, employment conditions of other members of the Group and (ii) a bonus for each financial year which is subjected to the discretion of the Board.

Save as disclosed above, Ms. Liu has not held any directorship in any other public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years. Ms. Liu does not have any relationship with any Directors, senior management, or substantial or controlling shareholders of the Company.

Save as disclosed herein, there is no information relating to each of Mr. Chen and Ms. Liu that is required to be disclosed pursuant to Rules 13.51(2)(h) to (v) of the Listing Rules. Save as disclosed herein, there is no other matter that needs to be brought to the attention of the Shareholders and the Stock Exchange.

\* For identification purpose only

<b>APPENDIX II      SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE REVISED PROXY FORM</b>
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**SPECIAL ARRANGEMENTS ABOUT COMPLETION AND SUBMISSION OF THE  
REVISED PROXY FORM**

A Shareholder who has not yet lodged the First Proxy Form with the Company's Hong Kong branch share registrar is requested to lodge the Revised Proxy Form if the Shareholder wishes to appoint proxy/proxies to attend the AGM 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:

- (i) 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 at its/his/her discretion or to abstain from voting on any resolution properly put to the AGM including the resolutions in relation to the re-election of Mr. Chen as executive Director and Ms. Liu as executive Director;

- (ii) if the Revised Proxy Form is lodged with the Company's Hong Kong branch share registrar 48 hours prior to the time appointed for holding the AGM (the "Closing Time"), the 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
- (iii) if the 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 the 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.

Completion and return of the First Proxy Form and/or the Revised Proxy Form will not preclude you from attending and voting at the AGM if you so wish. Shareholders who have appointed or intend to appoint proxy/proxies to attend the AGM are requested to pay attention to the special arrangements set out above.





**NORTH ASIA RESOURCES HOLDINGS LIMITED**

**北亞資源控股有限公司**

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**SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

**THIS NOTICE** is supplemental to the notice of the annual general meeting ("**Notice of the AGM**") dated 24 April 2015 by North Asia Resources Holdings Limited (the "**Company**") to convene the annual general meeting of the Company (the "**AGM**") at Units 2001-2, 20th Floor, Li Po Chun Chambers, 189 Des Voeux Road Central, Hong Kong on Thursday, 28 May 2015 at 11:00 a.m..

Details of the proposed resolutions to be considered at the AGM were stated in the Notice of the AGM. Unless the context otherwise requires, capitalised terms used herein shall bear the same meanings as those defined in the circular of the Company dated 24 April 2015. Apart from the amendments stated below, all information contained in the Notice of the AGM remains valid and effective.

Due to the matters as set out in the supplemental circular of the Company dated 6 May 2015, the following resolution numbered 2 as set out in the Notice of the AGM shall be revised from:

- "2. (a) to re-elect Mr. Huang Boqi as executive Director;
- (b) to re-elect Mr. Leung Po Wing, Bowen Joseph, *GBS, JP* as independent non-executive Director; and
- (c) to re-elect Mr. Zhou Chunsheng as independent non-executive Director;
- (d) to authorise the board of Directors to fix the Directors' remuneration;"

to

- "2. (a) to re-elect Mr. Huang Boqi as executive Director;
- (b) to re-elect Mr. Chen Liang as executive Director;
- (c) to re-elect Ms. Liu Rong-Rong as executive Director;
- (d) to re-elect Mr. Leung Po Wing, Bowen Joseph, *GBS, JP* as independent non-executive Director;

## SUPPLEMENTAL NOTICE OF AGM

- (e) to re-elect Mr. Zhou Chunsheng as independent non-executive Director;  
and
- (f) to authorise the board of Directors to fix the Directors' remuneration;"

Save as set out above, all resolutions contained in the Notice of the AGM will remain to have full force and effect.

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

Hong Kong, 6 May 2015

*Registered office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

*Head office and principal place of  
business in Hong Kong:*  
Units 2001-2, 20th Floor  
Li Po Chun Chambers  
189 Des Voeux Road Central  
Hong Kong

*Notes:*

1. A revised form of proxy ("**Revised Proxy Form**") is enclosed with the supplemental circular of the Company dated 6 May 2015 ("**Supplemental Circular**"). Please refer to the appendix II to the Supplemental Circular for special arrangements about completion and submission of the Revised Proxy Form.
2. Please refer to the Notice of the AGM for details of the other ordinary resolutions to be proposed at the AGM and other relevant matters.