



NORTH ASIA RESOURCES HOLDINGS LIMITED

北亞資源控股有限公司

(Incorporated in Bermuda with limited liability)

(Stock Code: 61)

REVISED PROXY FORM

Revised form of proxy for use by the shareholders of North Asia Resources Holdings Limited (the "Company") at the annual general meeting (the "Meeting") to be convened 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. (or any adjournment thereof).

I/We ^(note a) _____
of _____
being the holder(s) of _____ ^(note b) shares (the "Shares") of HK\$0.01 each of the
Company hereby appoint the chairman (the "Chairman") of the Meeting or _____
of _____

to act as my/our proxy ^(note c) at the Meeting 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. and at any adjournment thereof and to vote on my/our behalf as directed below.

Please make a mark in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(note d).

ORDINARY RESOLUTIONS		FOR	AGAINST
1.	to receive and consider the audited consolidated financial statements and the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 December 2014;		
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;		
	(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;		
3.	to re-appoint Shinewing (HK) CPA Limited as the auditors of the Company and to authorise the board of Directors to fix their remuneration;		
4.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Company's Shares		
5.	To grant the general mandate to the Directors to repurchase the Shares		
6.	To extend the general mandate granted to the Directors to allot, issue and deal with additional Shares by addition of the nominal amount of the Shares repurchased		
7.	To terminate the Existing Share Option Scheme and adopt the New Share Option Scheme		

Dated the _____ day of _____ 2015

Shareholder's signature _____ ^(notes e, f, g and h)

Notes:

- a. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
- b. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares in the capital of the Company registered in your name(s).
- c. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "the Chairman of the Meeting or" and insert the name and address of the person appointed proxy in the space provided.
- d. If you wish to vote for any of the resolutions set out above, please tick ("✓") the boxes marked "For". If you wish to vote against any resolutions, please tick ("✓") the boxes marked "Against". If this form returned is duly signed but without specific direction on any of the proposed resolutions, the proxy will vote or abstain at his/her discretion in respect of all resolutions; or if in respect of a particular proposed resolution there is no specific direction, the proxy will, in relation to that particular proposed resolution, vote or abstain at his/her discretion. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- e. In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
- f. The form of proxy must be signed by a shareholder of the Company, or his/her attorney duly authorised in writing, or if the shareholder is a corporation, either under its common seal or under the hand of an officer or attorney so authorised.
- g. To be valid, this revised form of proxy together with any power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting.
- h. Any alteration made to this form should be initialled by the person who signs the form.

IMPORTANT: A Shareholder who has already lodged the proxy form which was sent together with the notice of the meeting dated 24 April 2015 (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 this 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"), this 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.