



**NORTH ASIA RESOURCES HOLDINGS LIMITED**  
**北亞資源控股有限公司**

*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 61)**

**PROXY FORM**

Form of proxy for use by the shareholders of North Asia Resources Holdings Limited (the "Company") at the special 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, 3 April 2014 at 11:00 a.m. (or any adjournment thereof).

I/We (note a) \_\_\_\_\_  
of \_\_\_\_\_  
being the holder(s) of \_\_\_\_\_ (note b) 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, 3 April 2014 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 RESOLUTION		FOR	AGAINST
1.	To approve, confirm and ratify the Adjustment (as defined below) and the allotment and issue of any additional conversion shares (the "Additional Conversion Shares") of HK\$0.01 each in the share capital of the Company as a result of the adjustment (the "Adjustment") to the conversion price of the convertible bonds with the principal amount of US\$15,000,000 issued by the Company and held by Business Ally Investments Limited as bondholder (the "Remaining US15M Convertible Bonds") from HK\$0.27 per conversion share to HK\$0.21 per conversion share and to authorize the Directors, as a specific mandate, to allot, issue and otherwise deal with the Additional Conversion Shares which may be allotted and issued by the Company upon the exercise of the conversion right attaching to the Remaining US\$15M Convertible Bonds.*		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2014

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 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 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong (which will be relocated to Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong with effect from 31 March 2014) 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.
- \* The full text of the resolution is set out in the Notice of Meeting.