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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)

POLL RESULTS OF SPECIAL GENERAL MEETING

The Board is pleased to announce that at the SGM held on 28 January 2011, the resolution proposed at the SGM approving the Deed of Amendment have been duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of the Company dated 11 January 2011 relating to, among others, the Proposed Alteration. Capitalised terms used herein shall have the same meaning as ascribed thereto in the Circular unless the context defines otherwise.

POLL RESULTS OF SPECIAL GENERAL MEETING

The Board is pleased to announce that at the SGM held on 28 January 2011, the resolution (the “**Resolution**”) approving the Deed of Amendment and the transactions contemplated thereunder has been duly passed by the Shareholders by way of poll.

As at the date of the SGM, the total number of issued Shares in the Company was 851,390,960 Shares.

As at the date of the SGM, 155,350,000 Shares (representing approximately 18.25% of the existing issued share capital of the Company) and 70,820,000 Shares (representing approximately 8.32% of the existing issued share capital of the Company) are held by each of Mountain Sky and Ultra Asset respectively; and 1,500,987,376 Convertible Preference Shares, 693,500,400 Convertible Preference Shares and 144,222,624 Convertible Preference Shares are held by each of Mountain Sky, Ultra Asset and Treerun Investments Ltd. respectively. Each of Mountain Sky, Ultra Asset, Mr. King, Mr. Chan, Mr. Yu and the CPS holders has agreed, and has agreed to procure its associates, to abstain from voting for the resolution to approve the Proposed Alteration at the SGM. To the best of the Directors' knowledge, information and belief, Mr. Yu holds 60% of Ultra Asset through Extra Right Group Limited. Ultra Asset, in turn, holds 81.19% of Mountain Sky. The remaining 18.81% of Mountain Sky is held by Mountain Sky Resources Holdings Limited, which, in turn, is beneficially owned as to 40% by Mr. Chan and as to 40% by M&S Investment Consultants Limited which in turn is wholly and beneficially owned by Ms. Kung Lui, wife of Mr. King. Ms. Kung is also interested in 100,000 share options granted under the share option scheme of the Company. Save as disclosed, there are no other Shares held by Mr. Yu, Mr. King and Mr. Chan.

To the best of the Directors' knowledge, information and belief, save for Mountain Sky, Ultra Asset, Mr. King, Mr. Chan, Mr. Yu and the CPS holders and their respective associates, none of the other Shareholders has any material interests in the transactions contemplated under the Proposed Alteration, who will be required to abstain from voting for the resolution to approve the Proposed Alteration at the SGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the SGM was 625,220,960 Shares. There were no Shares entitling any holders of which to attend and vote only against the Resolution at the SGM.

The branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

The poll results are as follows:

Ordinary Resolution	No. of votes (%)	
	For	Against
1. To approve the Deed of Amendment and the transactions contemplated thereunder.	130,889,620 (100%)	0 (0%)

By order of the Board

North Asia Resources Holdings Limited

Tse Michael Nam

Executive Director

Hong Kong, 28 January 2011

As at the date of this announcement, Mr. Tse Michael Nam and Mr. Yang Xiaoqi are the executive Directors, Mr. Wu Chi Chiu is the non-executive Director and Mr. Lim Yew Kong, John, Mr. Mak Ping Leung and Mr. Leung Po Wing, Bowen Joseph, GBS, JP are the independent non-executive Directors.