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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)

RESULTS OF SPECIAL GENERAL MEETING

The Board is pleased to announce that at the SGM held on Thursday, 23 February 2012, the resolutions proposed at the SGM to approve the Proposed Alteration and the Specific Mandate for the issue and allotment of the Additional Conversion Shares have been duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of the Company dated 8 February 2012 relating to, among others, the Proposed Alteration and the Specific Mandate for the issue and allotment of the Additional Conversion Shares. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless defined otherwise.

RESULTS OF SPECIAL GENERAL MEETING

The Board is pleased to announce that at the SGM held on Thursday, 23 February 2012, the resolutions (the “**Resolutions**”) to approve the Proposed Alteration, the Specific Mandate for the issue and allotment of the Additional Conversion Shares and the transactions contemplated thereunder have 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 1,138,007,578 Shares.

To the best of the Directors’ knowledge information and belief, no Shareholder has a material interest in the transactions contemplated and therefore, no Shareholder was required to abstain from voting for any of the Resolutions at the SGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the SGM was [1,138,007,578] Shares. There was no Share entitling the holder to attend and vote only against the Resolutions at the SGM.

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

The voting results for the Resolutions are as follows:

Ordinary Resolutions		No. of votes (%)	
		For	Against
1.	To approve, confirm and ratify the Second Supplemental Agreement (as defined in the Circular) and to authorize the Directors to do such things as necessary and expedient therefor.	429,656,073 (99.81%)	830,000 (0.19%)
2.	To approve, confirm and ratify the issue and allotment the Additional Conversion Shares (as defined in the Circular) and to authorize the Directors, as a specific mandate, to allot, issue and otherwise deal with the Additional Conversion Shares which may be issued by the Company upon full exercise of the conversion rights attaching to the US\$30M Convertible Bonds (as defined in the Circular).	429,656,073 (99.81%)	830,000 (0.19%)

By the order of the Board of
North Asia Resources Holdings Limited
Mr. Tse Michael Nam
Chairman

Hong Kong, 23 February 2012

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.