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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 THE ANNUAL GENERAL MEETING; AND THE RETIREMENT OF A DIRECTOR

The Board is pleased to announce that at the AGM held on Thursday, 16 May 2013, all the resolutions as set out in the Notice were duly passed by the Shareholders by way of poll, except for the resolution no. 2(b) which was passed up and the Board further announces the retirement of Mr. Wu Chi Chiu as a non-executive Director at the conclusion of the AGM.

Reference is made to the circular (the “**Circular**”) of North Asia Resources Holdings Limited (the “**Company**”) and its subsidiaries and the notice (the “**Notice**”) of the annual general meeting dated 19 April 2013 and the clarification announcement dated 23 April 2013. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

RESULTS OF ANNUAL GENERAL MEETING

The Board is pleased to announce that at the AGM held on Thursday, 16 May 2013, all the resolutions as set out in the Notice were taken by poll. The Company’s Hong Kong branch share registrar, Tricor Tengis Limited, was appointed as the scrutineer at the AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued Shares was 1,280,053,031 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the AGM. A total of 464,503,685 Shares were held by the Shareholders who have attended and voted for or against the resolutions at the AGM. To the best of the Directors’ knowledge information and belief, no Shareholder was entitled to attend and vote only against any resolutions and no Shareholder is required to abstain from voting on any resolutions at the AGM.

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the AGM. The voting results in respect of the resolutions were as follows:

Ordinary Resolutions		Number of votes (approximate %)	
		For	Against
1.	To receive and consider the audited consolidated financial statements and the reports of the Directors and Auditors of the Company for the year ended 31 December 2012	419,708,685 (90.36%)	44,795,000 (9.64%)
2.	(a) To re-elect Mr. Yang Xiaoqi as an executive Director	419,708,685 (90.36%)	44,795,000 (9.64%)
	(b) To re-elect Mr. Wu Chi Chiu as a non-executive Director	N.A. (Note)	
	(c) To authorise the board of Directors to fix the Directors' remuneration	464,503,685 (100%)	0 (0%)
3.	To re-appoint the Company's auditors and authorise the board of Directors to fix their remuneration	464,503,685 (100%)	0 (0%)
4.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Shares	419,708,685 (90.36%)	44,795,000 (9.64%)
5.	To grant the general mandate to the Directors to repurchase the Shares	464,503,685 (100%)	0 (0%)
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	419,708,685 (90.36%)	44,795,000 (9.64%)

Note: Mr. Wu Chi Chiu did not offer himself for re-election as a non-executive Director at the AGM and accordingly the proposed resolution no.2 (b) was not put to the AGM for voting.

As more than 50% of the votes were cast in favour of each of the above resolutions, except for resolution 2(b)^(Note), all the resolutions were duly passed as ordinary resolutions of the Company.

The Board further announces that due to the planning of his career prospect, Mr. Wu Chi Chiu did not offer himself for re-election at the AGM and has therefore retired as a non-executive Director at the conclusion of the AGM. Mr. Wu Chi Chiu has confirmed with the Board on his retirement from the position of non-executive Director and the deputy chairman of the Company. Mr. Wu Chi Chiu also has confirmed that there is no claims whatsoever against the Company for fees, compensation for loss of office, remuneration, severance payments, pension, expenses or otherwise and there are no disagreement with one another and there are no matters relating to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to express its sincere gratitude to Mr. Wu Chi Chiu for his valuable contributions to the Company in the past.

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

Hong Kong, 16 May 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.