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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 ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING**

The Board is pleased to announce that at the General Meetings held on Monday, 23 May 2016, all the Resolutions as set out in the Notices were duly passed by the Shareholders by way of poll.

Reference are made to the circulars dated 22 April 2016 and 6 May 2016 (collectively, the “**Circulars**”), the notice of AGM dated 22 April 2016 and the notice of SGM dated 6 May 2016 (collectively the “**Notices**”) of North Asia Resources Holdings Limited (the “**Company**”) in relation to the annual general meeting (the “**AGM**”) and the special general meeting (the “**SGM**”) of the Company (collectively, the “**General Meetings**”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circulars.

#### **RESULTS OF ANNUAL GENERAL MEETING AND SPECIAL GENERAL MEETING**

The Board is pleased to announce that at the General Meetings held on Monday, 23 May 2016, all the resolutions (the “**Resolutions**”) as set out in the Notices were taken by poll. The Company’s Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, was appointed as the scrutineer at the General Meetings for the purpose of vote-taking.

As at the date of the General Meetings, the total number of issued Shares was 58,663,363,407 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the General Meetings. To the best of the Directors’ knowledge, information and belief, there were no Shares which entitled the holders thereof to attend and vote only against any Resolutions as set out in rule 13.40 of the Listing Rules and no Shareholder is required under the Listing Rules to abstain from voting on any Resolutions at the General Meetings. It is noted that no parties had indicated in the Circular their intention to vote against any Resolutions at the General Meetings.

The Board is pleased to announce that all the proposed Resolutions were duly passed by the Shareholders by way of poll at the General Meetings.

The voting results of the AGM 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 Auditor of the Company for the year ended 31 December 2015;		21,305,426,485 (99.93%)	15,825,000 (0.07%)
2.	(a)	To re-elect Mr. Zhang Sanhuo as executive Director;	21,305,421,485 (99.93%)	15,830,000 (0.07%)
	(b)	To re-elect Mr. Huang Boqi as executive Director;	21,305,421,485 (99.93%)	15,830,000 (0.07%)
	(c)	To re-elect Mr. Zou Chengjian as non-executive Director;	21,305,421,485 (99.93%)	15,830,000 (0.07%)
	(d)	To re-elect Ms. Leung Yin Fai as independent non-executive Director;	21,305,421,485 (99.93%)	15,830,000 (0.07%)
	(e)	To re-elect Mr. Leung Po Wing, Bowen Joseph, <i>GBS, JP</i> as independent non-executive Director;	21,305,421,485 (99.93%)	15,830,000 (0.07%)
	(f)	To re-elect Mr. Zhou Chunsheng as independent non-executive Director; and	21,305,421,485 (99.93%)	15,830,000 (0.07%)
	(g)	To authorise the board of Directors to fix the Directors' remuneration.	21,305,426,485 (99.93%)	15,825,000 (0.07%)
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;		21,305,426,485 (99.93%)	15,825,000 (0.07%)
4.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Company's Shares;		21,305,426,485 (99.93%)	15,825,000 (0.07%)
5.	To grant the general mandate to the Directors to repurchase the Shares;		21,305,426,485 (99.93%)	15,825,000 (0.07%)
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; and		21,305,426,485 (99.93%)	15,825,000 (0.07%)
7.	To approve the refreshment of the share option scheme mandate limit.		21,305,426,485 (99.93%)	15,825,000 (0.07%)

As more than 50% of the votes were cast in favour of each of the above Resolutions, all the Resolutions were duly passed as ordinary resolutions by the Shareholders at the AGM.

The voting results of the SGM in respect of the Resolution were as follows:

Ordinary Resolution	Number of votes (approximate %)	
	For	Against
To approve the increase in authorised share capital	21,305,421,485 (99.93%)	15,830,000 (0.07%)

As more than 50% of the votes were cast in favour of the above Resolution, the Resolution was duly passed as ordinary resolution by the Shareholders at the SGM.

By the order of the Board of  
**North Asia Resources Holdings Limited**  
**Mr. Zhang Sanhuo**  
*Chairman*

Hong Kong, 23 May 2016

*As at the date of this announcement, Mr. Zhang Sanhuo and Mr. Huang Boqi are the executive Directors, Mr. Zou Chengjian is the non-executive Director, and Ms. Leung Yin Fai, Mr. Leung Po Wing, Bowen Joseph <sub>GBS, JP</sub> and Mr. Zhou Chunsheng are the independent non-executive Directors.*