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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 THE SPECIAL GENERAL MEETING HELD ON 15 FEBRUARY 2016

POLL RESULTS OF THE SGM

The Board is pleased to announce that the resolution approving the Placing and the transactions contemplated thereunder as set out in the Notices contained in the Circulars was duly passed by the Shareholders by way of poll at the SGM held on 15 February 2016.

As less than 75% of the votes were cast in favour of each of the resolutions numbered 1 and 2 approving the Capital Reorganisation and the Share Premium Cancellation and the transactions contemplated thereunder, these resolutions were not passed as special resolutions of the Company.

Reference is made to the circular dated 31 December 2015 (the “**Circular**”) and the supplemental circular dated 20 January 2016 (together, the “**Circulars**”) of North Asia Resources Holdings Limited (the “**Company**”) in relation to, among other things, the Placing, the Capital Reorganisation and the Share Premium Cancellation. Capitalised terms used herein shall have the same meanings as those defined in the Circulars unless otherwise specified.

POLL RESULTS OF THE SGM

The Board is pleased to announce that the resolution approving the Placing and the transactions contemplated thereunder as set out in the notice of the SGM dated 31 December 2015 and supplemental notice of the SGM dated 20 January 2016 (together, the “**Notices**”) contained in the Circulars was duly passed by the Shareholders by way of poll at the SGM held on 15 February 2016.

As less than 75% of the votes were cast in favour of each of the resolutions numbered 1 and 2 approving the Capital Reorganisation and the Share Premium Cancellation and the transactions contemplated thereunder, these resolutions were not passed as special resolutions of the Company.

As at the date of the SGM, there were 20,663,363,407 Shares in issue, which was the total number of Shares entitling the Shareholders to attend and vote for or against all the resolutions at the SGM.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, there were no Shares entitling the Shareholders thereof to attend and abstain from voting in favour of any of the resolutions at the SGM pursuant to Rule 13.40 of the Listing Rules and no Shareholder was required under the Listing Rules to abstain from voting on any of the resolutions at the SGM. No Shareholder had stated his intention in the Circulars to vote against or to abstain from voting on any of the resolutions at the SGM.

Tricor Tengis Limited, the branch share registrar and transfer office of the Company in Hong Kong, acted as the scrutineer for vote-taking at the SGM. The poll results in respect of each of the resolutions are as follows:

Special Resolutions <i>(Note)</i>		Number of Shares <i>(approximate % of total number of votes cast)</i>	
		For	Against
1.	To approve the Capital Reorganisation and the transactions contemplated thereunder.	5,996,961,349 (54.77%)	4,953,036,015 (45.23%)
2.	To approve the cancellation and transfer of the amount standing to the credit of the share premium account of the Company to the contributed surplus account of the Company.	5,996,962,249 (54.77%)	4,953,036,015 (45.23%)
Ordinary Resolution <i>(Note)</i>		Number of Shares <i>(approximate % of total number of votes cast)</i>	
		For	Against
3.	To approve the Placing Agreement dated 3 December 2015 (as amended and supplemented by the supplemental placing agreement dated 23 December 2015 and the supplemental letter dated 15 January 2016) and the transactions contemplated thereunder.	10,071,736,236 (91.98%)	878,262,028 (8.02%)

Note: The full text of each of the special resolutions and ordinary resolution is set out in the Notices contained in the Circulars.

As less than 75% of the votes were cast in favour of each of the resolutions numbered 1 and 2, these resolutions were not passed as special resolutions of the Company.

As more than 50% of the votes were cast in favour of the resolution numbered 3, this resolution was duly passed as an ordinary resolution of the Company.

As the conditions of the Capital Reorganisation and the Share Premium Cancellation cannot be fulfilled, the Capital Reorganisation and the Share Premium Cancellation will not become effective. The board lot size of the Shares will not change accordingly.

By Order of the Board
North Asia Resources Holdings Limited
Zhang Sanhuo
Chairman

Hong Kong, 15 February 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 GBS, JP and Mr. Zhou Chunsheng are the independent non-executive Directors.