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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**

The Board is pleased to announce that (i) the ordinary resolutions set out in the notice of the SGM to approve the Acquisition Agreement, the Disposal Agreement, the Subscription Agreement and the Third Supplemental Agreement and the transactions contemplated thereunder were duly passed by the Independent Shareholders; and (ii) the ordinary resolution set out in the notice of the SGM to approve the Placing Agreement and the Placing was duly passed by the Shareholders, by way of poll at the SGM held on 12 April 2013.

Reference is made to (i) the announcements issued by North Asia Resources Holdings Limited (the "Company") dated 8 October 2012, 14 December 2012, 13 March 2013, 8 April 2013 and 10 April 2013 relating to, among other things, (a) the acquisition of the entire issued share capital of Lexing Holdings Limited; (b) the disposal of the entire issued shares of, and the shareholder's loans due by, North Asia Resources Group Limited and Good Loyal Group Limited; (c) the subscription of ordinary shares and convertible preference shares of the Company by Business Ally Investments Limited; and (d) the alteration of the terms of the existing convertible bonds of the Company (together, the "Transactions"); (ii) the announcements of the Company dated 18 December 2012, 31 December 2012 and 1 February 2013 relating to the proposed placing of convertible bonds and promissory notes of the Company, each up to an aggregate principal amount of US\$30 million (the "Placing") under the placing agreement (the "Placing Agreement") entered into on 18 December 2012 with KCG Securities Asia Limited as the placing agent; (iii) the announcement of the Company dated 18 March 2013 in relation to the extension of long stop dates of the Acquisition Agreement, the Disposal Agreement, the Subscription Agreement, the Third Supplemental Agreement and the Placing Agreement; (iv) the announcements of the Company dated 29 November 2012 and 28 February 2013 in relation to the delay in the despatch of the circular relating to the Transactions and the Placing; and (v) the circular of the Company dated 25

March 2013 (the “Circular”) in relation to the Transactions and the Placing. Capitalised terms used herein have the same meanings as those defined in the Circular unless otherwise specified.

## **POLL RESULTS OF THE SGM**

The Board is pleased to announce that (i) the ordinary resolutions set out in the notice of the SGM to approve the Acquisition Agreement, the Disposal Agreement, the Subscription Agreement and the Third Supplemental Agreement and the transactions contemplated thereunder were duly passed by the Independent Shareholders; and (ii) the ordinary resolution set out in the notice of the SGM to approve the Placing Agreement and the Placing was duly passed by the Shareholders, by way of poll at the SGM held on 12 April 2013.

As at the date of the SGM, there were 1,280,053,031 Shares in issue. No Shareholder was entitled to attend and abstain from voting in favour of the ordinary resolutions in relation to the Transactions and the Placing (the “Ordinary Resolutions”) at the SGM under Rule 13.40 of the Listing Rules.

As at the date of the SGM, (i) Mountain Sky and its associates (including Get Best Management Ltd.) held 297,395,453 Shares which represents 23.23% of the issued share capital of the Company; and (ii) Ultra Asset and its associates held 180,547,273 Shares, which represent 14.10% of the issued share capital of the Company. The aforesaid Shareholders who were interested in an aggregate of 477,942,726 Shares were required to abstain and had abstained from voting on the ordinary resolutions relating to the Transactions at the SGM under the Listing Rules. Accordingly, the total number of Shares entitling the holders to attend and vote on the ordinary resolutions in relation to the Transactions at the SGM was 802,110,305 Shares.

No Shareholder was required under the Listing Rules to abstain and had abstained from voting on the ordinary resolution in relation to the Placing at the SGM. Accordingly, the total number of the Shares entitling the holders to attend and vote on the ordinary resolution in relation to the Placing at the SGM was 1,280,053,031 Shares.

The results of the poll in respect of the Ordinary Resolutions proposed at the SGM were as follows:

<b>Ordinary Resolutions</b>	<b>Number of votes (Approximate %)</b>	
	<b>For</b>	<b>Against</b>
1. To approve, ratify and confirm the Acquisition Agreement and the transactions contemplated thereunder including but not limited to the allotment and issue of the Consideration Shares and the Consideration Bonds and to authorise the Director(s) to do all such acts and things as he/they consider necessary, desirable or expedient in connection with the Acquisition Agreement and the transactions contemplated thereunder	331,314,378 Shares (100.00%)	0 Share (0.00)%
2. To approve, ratify and confirm the Disposal Agreement and the transactions contemplated thereunder and to authorise the Director(s) to do all such acts and things as he/they consider necessary, desirable or expedient in connection with the Disposal Agreement and the transactions contemplated thereunder	331,314,378 Shares (100.00%)	0 Share (0.00)%
3. To approve, ratify and confirm the Subscription Agreement and the transactions contemplated thereunder including but not limited to the allotment and issue of the Subscription Ordinary Shares and the Subscription CPS and to authorise the Director(s) to do all such acts and things as he/they consider necessary, desirable or expedient in connection with the Subscription Agreement and the transactions contemplated thereunder	331,314,378 Shares (100.00%)	0 Share (0.00)%
4. To approve, ratify and confirm the Third Supplemental Agreement and the transactions contemplated thereunder including but not limited to the Proposed Alteration of the Remaining US\$15M Convertible Bonds and to authorise the Director(s) to do all such acts and things as he/they consider necessary, desirable or expedient in connection with the Third Supplemental Agreement and the transactions contemplated thereunder	331,314,378 Shares (100.00%)	0 Share (0.00)%

<b>Ordinary Resolutions</b>	<b>Number of votes (Approximate %)</b>	
	<b>For</b>	<b>Against</b>
5. To approve, ratify and confirm the Placing Agreement and the transactions contemplated thereunder including but not limited to the creation and issue of the New CBs and the PNs and to authorize the Directors for and on behalf of the Company to do all such acts and things as they may in their discretion consider necessary or desirable to carry out the Placing Agreement and the transactions contemplated thereunder	684,257,104 Shares (100.00%)	0 Share (0.00)%

*Note:* Please refer to the “Notice of the SGM” contained in the Circular for the full version of the Ordinary Resolutions

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, the Ordinary Resolutions were duly passed by the Shareholders by way of poll at the SGM.

Tricor Tengis Limited, the branch share registrar and transfer office of the Company in Hong Kong, was appointed to act as the scrutineer for the vote-taking at the SGM.

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

Hong Kong, 12 April 2013

*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.*