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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

The Board is pleased to announce that at the AGM held on Thursday, 28 May 2015, all the Resolutions as set out in the Notices were duly passed by the Shareholders by way of poll.

Reference is made to the circular, the supplemental circular (collectively, the “**Circulars**”), the notice and the supplemental notice (collectively the “**Notices**”) of North Asia Resources Holdings Limited (the “**Company**”) dated 24 April 2015 and 6 May 2015 in relation to the annual general meeting of the Company. 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

The Board is pleased to announce that at the AGM held on Thursday, 28 May 2015, 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 AGM for the purpose of vote-taking.

As at the date of the AGM, the total number of issued Shares was 16,660,150,792 Shares, which was the total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the AGM. 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 AGM. It is noted that no parties had indicated in the Circular their intention to vote against 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 Auditor of the Company for the year ended 31 December 2014	5,010,775,745 (100%)	0 (0%)
2.	(a) To re-elect Mr. Huang Boqi as executive Director	5,010,775,745 (100%)	0 (0%)
	(b) To re-elect Mr. Chen Liang as executive Director	344,518,378 (96.70%)	11,764,705 (3.30%)
	(c) To re-elect Ms. Liu Rong-Rong as executive Director	344,518,378 (96.70%)	11,764,705 (3.30%)
	(d) To re-elect Mr. Leung Po Wing, Bowen Joseph, <i>GBS, JP</i> as independent non-executive Director	4,968,775,745 (99.16%)	42,000,000 (0.84%)
	(e) To re-elect Mr. Zhou Chunsheng as independent non-executive Director	4,968,775,745 (99.16%)	42,000,000 (0.84%)
	(f) To authorise the board of Directors to fix the Directors' remuneration	5,010,775,745 (100%)	0 (0%)
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	5,010,775,745 (100%)	0 (0%)
4.	To grant the general mandate to the Directors to issue, allot and otherwise deal with the Company's Shares	5,010,775,745 (100%)	0 (0%)
5.	To grant the general mandate to the Directors to repurchase the Shares	5,010,775,745 (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	5,010,775,745 (100%)	0 (0%)
7.	To terminate the Existing Share Option Scheme and adopt the New Share Option Scheme	5,010,775,745 (100%)	0 (0%)

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 of the Company.

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

Hong Kong, 28 May 2015

As at the date of this announcement, Mr. Zhang Sanhuo, Mr. Huang Boqi, Mr. Tse Michael Nam, Mr. Chen Liang and Ms. Liu Rong-Rong 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.