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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)**

#### **RESULT OF SPECIAL GENERAL MEETING**

The Board is pleased to announce that at the SGM held on Monday, 2 March 2015, the Resolution proposed at the SGM approving the adjustment of Conversion Price of the Remaining US\$15M Convertible Bonds and the Specific Mandate for the allotment and issue of the Additional Conversion Shares has been duly passed by the Shareholders by way of poll.

Reference is made to the circular (the “**Circular**”) of the Company dated 6 February 2015 in relation to, among other matters, the adjustment of Conversion Price of the Remaining US\$15M Convertible Bonds and the Specific Mandate for the allotment and issue of the Additional Conversion Shares. Capitalised terms used in this announcement shall have the same meaning as those defined in the Circular unless defined otherwise.

#### **RESULT OF SPECIAL GENERAL MEETING**

The Board is pleased to announce that at the SGM held on Monday, 2 March 2015, the resolution (the “**Resolution**”) approving, among other matters, the adjustment of Conversion Price of the Remaining US\$15M Convertible Bonds from HK\$0.21 per Conversion Share to HK\$0.17 per Conversion Share and the Specific Mandate for the allotment and issue of the Additional Conversion Shares has been duly passed by the Shareholders by way of poll.

As at the date of the SGM, the total number of issued Shares in the Company was 6,082,036,845 Shares.

To the best of the Directors’ knowledge, information and belief, no Shareholders other than Business Ally and its associates, being the holder of the Remaining US\$15M Convertible Bonds, have a material interest in the adjustment of Conversion Price and the Specific Mandate and accordingly, no Shareholders other than Business Ally and its associates were required to abstain from voting for the Resolution at the SGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolution at the SGM was 5,598,719,602 Shares and holders of a total of 2,010,632,512 Shares voted in the SGM. There was no Share entitling the holder thereof to attend and vote only against the Resolution at the SGM as set out in rule 13.40 of the Listing Rules and no party had stated their intention in the Circular to vote against the Resolution.

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

The voting result for the Resolution is as follows:

Ordinary Resolution		No. of votes (%)	
		For	Against
1.	To approve, confirm and ratify the Adjustment (as defined below) and the allotment and issue of any additional conversion shares (the “ <b>Additional Conversion Shares</b> ”) of HK\$0.01 each in the share capital of the Company as a result of the adjustment (the “ <b>Adjustment</b> ”) to the conversion price of the convertible bonds with the principal amount of US\$15,000,000 issued by the Company and held by Business Ally Investments Limited as bondholder (the “ <b>Remaining US\$15M Convertible Bonds</b> ”) from HK\$0.21 per conversion share to HK\$0.17 per conversion share and to authorize the Directors, as a specific mandate, to allot, issue and otherwise deal with the Additional Conversion Shares which may be allotted and issued by the Company upon the exercise of the conversion right attaching to the Remaining US\$15M Convertible Bonds.*	2,010,632,512 (100%)	0 (0%)

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

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

Hong Kong, 2 March 2015

*As at the date of this announcement, Mr. Zhang Sanhuo, Mr. Huang Boqi and Mr. Tse Michael Nam 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.*

\* *The full text of the Resolution is set out in the Notice of SGM.*