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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 ADJOURNED SPECIAL GENERAL MEETING

The Board is pleased to announce that at the Adjourned SGM held on 18 April 2011, the resolutions proposed at the Adjourned SGM approving the Supplemental Agreement and the Specific Mandate to allot and issue all the US\$30M CB Conversion Shares have been duly passed by the Shareholders by way of poll.

Reference is made to the circular of the Company dated 2 February 2011 (the “**First Circular**”) in relation to, among others, the alterations to the terms of the US\$30M Convertible Bonds and the proposed Specific Mandate to allot and issue all the US\$30M CB Conversion Shares. Reference is also made to the supplemental circular (the “**Supplemental Circular**”) of the Company dated 31 March 2011 relating to, among others, the change in circumstances since the despatch of the First Circular. Capitalised terms used in this announcement shall have the same meaning as those defined in the First Circular and the Supplemental Circular unless defined otherwise.

POLL RESULTS OF THE ADJOURNED SPECIAL GENERAL MEETING

The Board is pleased to announce that at the Adjourned SGM held on 18 April 2011, the resolutions (the “**Resolutions**”) approving the Supplemental Agreement and the Specific Mandate to allot and issue all the US\$30M CB Conversion Shares have been duly passed by the Shareholders by way of poll.

As at the date of the Adjourned SGM, the total number of issued Shares in the Company was 851,390,960 Shares.

As at the date of the Adjourned SGM, 155,350,000 Shares (representing approximately 18.25% of the issued share capital of the Company) and 70,820,000 Shares (representing approximately 8.32% of the issued share capital of the Company) are held by each of Mountain Sky and Ultra Asset respectively. Mountain Sky is beneficially owned as to 81.19% by Ultra Asset. Therefore, Mountain Sky, Ultra Asset and their respective associates had abstained from voting at the SGM. As at the date of the Adjourned SGM, Mr. Tse, an executive Director, was interested in 11,531,642 Shares and Mr. Lim, an independent non-executive Director was interested in 839,178 Shares respectively. As such, both Mr. Tse and Mr. Lim had abstained from voting on the Resolutions to approve the Proposed Alterations and the Specific Mandate at the Adjourned SGM.

To the best of the Directors' knowledge, information and belief, save for Mountain Sky, Ultra Asset, Mr. Tse, Mr. Lim and their respective associates, none of the other Shareholders has any material interests in the transactions contemplated under the Supplemental Agreement and the Specific Mandate, who will be required to abstain from voting on the Resolutions at the Adjourned SGM.

The total number of Shares entitling the Shareholders to attend and vote for or against the Resolutions at the Adjourned SGM was 117,054,800 Shares. There was no Share entitling the holder to attend and vote only against the Resolutions at the Adjourned SGM.

The branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the Adjourned SGM for the purpose of vote taking. The voting results in respect of the Resolutions are as follows:

| Ordinary Resolutions | Number of Votes (%) | |
|---|---------------------------------------|----------------------------------|
| | For | Against |
| 1. To approve the Supplemental Agreement and the transactions contemplated thereunder | 116,833,800 (approximately 99.81%) | 221,000 (approximately 0.19%) |
| 2. To approve the allotment and issue of up to 178,846,153 ordinary shares of HK\$0.01 each in the share capital of the Company, being the total number of conversion shares which may be issued by the Company upon full exercise of the conversion rights attaching to the US\$30M Convertible Bonds based on the adjusted conversion price of HK\$1.30 per conversion share. | 116,833,800 (approximately 99.81%) | 221,000 (approximately 0.19%) |

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

Hong Kong, 18 April 2011

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.