



香港交易所

### Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/11/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer North Asia Resources Holdings Limited

Date Submitted 2 December 2013

#### I. Movements in Authorised Share Capital

##### 1. Ordinary Shares

|                                     |           |                        |                               |                                              |  |
|-------------------------------------|-----------|------------------------|-------------------------------|----------------------------------------------|--|
| (1) Stock code :                    | <u>61</u> | Description :          | <u>Ordinary Shares</u>        |                                              |  |
|                                     |           | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |  |
| Balance at close of preceding month |           | <u>76,905,061,616</u>  | <u>HK\$0.01</u>               | <u>HK\$769,050,616.16</u>                    |  |
| Increase/(decrease)                 |           | <u>-</u>               |                               | <u>-</u>                                     |  |
| Balance at close of the month       |           | <u>76,905,061,616</u>  | <u>HK\$0.01</u>               | <u>HK\$769,050,616.16</u>                    |  |

  

|                                     |            |                        |                               |                                              |  |
|-------------------------------------|------------|------------------------|-------------------------------|----------------------------------------------|--|
| (2) Stock code :                    | <u>N/A</u> | Description :          |                               |                                              |  |
|                                     |            | No. of ordinary shares | Par value<br>(State currency) | Authorised share capital<br>(State currency) |  |
| Balance at close of preceding month |            | <u></u>                | <u></u>                       | <u></u>                                      |  |
| Increase/(decrease)                 |            | <u></u>                |                               | <u></u>                                      |  |
| Balance at close of the month       |            | <u></u>                | <u></u>                       | <u></u>                                      |  |

## 2. Preference Shares

|                                     |            |                             |                                        |                                                       |
|-------------------------------------|------------|-----------------------------|----------------------------------------|-------------------------------------------------------|
| Stock code :                        | <u>N/A</u> | Description :               | <u>Convertible Preference Shares</u>   |                                                       |
|                                     |            | No. of preference shares    | Par value<br>( <i>State currency</i> ) | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month |            | <u>2,547,300,000</u>        | <u>HK\$0.01</u>                        | <u>HK\$25,473,000.00</u>                              |
| Increase/(decrease)                 |            | <u>-</u>                    |                                        | <u>-</u>                                              |
| Balance at close of the month       |            | <u><b>2,547,300,000</b></u> | <u><b>HK\$0.01</b></u>                 | <u><b>HK\$25,473,000.00</b></u>                       |

## 3. Other Classes of Shares

|                                     |            |                                |                                                |                                                       |
|-------------------------------------|------------|--------------------------------|------------------------------------------------|-------------------------------------------------------|
| Stock code :                        | <u>N/A</u> | Description :                  | <u>Convertible Preference Shares (Class A)</u> |                                                       |
|                                     |            | No. of other classes of shares | Par value<br>( <i>State currency</i> )         | Authorised share capital<br>( <i>State currency</i> ) |
| Balance at close of preceding month |            | <u>547,638,384</u>             | <u>HK\$0.01</u>                                | <u>HK\$5,476,383.84</u>                               |
| Increase/(decrease)                 |            | <u>-</u>                       |                                                | <u>-</u>                                              |
| Balance at close of the month       |            | <u><b>547,638,384</b></u>      | <u><b>HK\$0.01</b></u>                         | <u><b>HK\$5,476,383.84</b></u>                        |

Total authorised share capital at the end of the month (*State currency*) :

**HK\$800,000,000.00**

## II. Movements in Issued Share Capital

|                                       | No. of ordinary shares      |                 | No of preference shares     | No of preference shares (Class A) |
|---------------------------------------|-----------------------------|-----------------|-----------------------------|-----------------------------------|
|                                       | (1)                         | (2)             |                             |                                   |
| Balance at close of preceding month   | <u>2,896,989,712</u>        | <u>-</u>        | <u>1,559,482,203</u>        | <u>547,638,384</u>                |
| Increase/ (decrease) during the month | <u>-</u>                    | <u>-</u>        | <u>-</u>                    | <u>-</u>                          |
| Balance at close of the month         | <u><b>2,896,989,712</b></u> | <u><b>-</b></u> | <u><b>1,559,482,203</b></u> | <u><b>547,638,384</b></u>         |

## III. Details of Movements in Issued Share Capital

## Share Options (under Share Option Schemes of the Issuer)

| Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable | Movement during the month |           |           |        | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------------------------------------------------------------------------------------|---------------------------|-----------|-----------|--------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
|                                                                                                          | Granted                   | Exercised | Cancelled | Lapsed |                                                                      |                                                                                           |
| 1.                                                                                                       |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
| ( / / )                                                                                                  |                           |           |           |        |                                                                      |                                                                                           |
| shares                                                                                                   |                           |           |           |        |                                                                      |                                                                                           |
| (Note 1)                                                                                                 |                           |           |           |        |                                                                      |                                                                                           |
| 2.                                                                                                       |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
| ( / / )                                                                                                  |                           |           |           |        |                                                                      |                                                                                           |
| shares                                                                                                   |                           |           |           |        |                                                                      |                                                                                           |
| (Note 1)                                                                                                 |                           |           |           |        |                                                                      |                                                                                           |
| 3.                                                                                                       |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
|                                                                                                          |                           |           |           |        |                                                                      |                                                                                           |
| ( / / )                                                                                                  |                           |           |           |        |                                                                      |                                                                                           |
| shares                                                                                                   |                           |           |           |        |                                                                      |                                                                                           |
| (Note 1)                                                                                                 |                           |           |           |        |                                                                      |                                                                                           |
| Total A. (Ordinary shares)                                                                               |                           |           |           |        | <u>0</u>                                                             |                                                                                           |
| (Preference shares)                                                                                      |                           |           |           |        | <u>0</u>                                                             |                                                                                           |
| (Other class)                                                                                            |                           |           |           |        | <u>0</u>                                                             |                                                                                           |
| Total funds raised during the month from exercise of options (State currency)                            |                           |           |           |        |                                                                      |                                                                                           |

## Warrants to Issue Shares of the Issuer which are to be Listed

| Description of warrants<br>(Date of expiry - dd/mm/yyyy) | Currency of<br>nominal<br>value | Nominal value at<br>close of<br>preceding month | Exercised<br>during the<br>month | Nominal value<br>at close of the<br>month | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|----------------------------------------------------------|---------------------------------|-------------------------------------------------|----------------------------------|-------------------------------------------|----------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------------------------------|
| 1.                                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 2.                                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 3.                                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| 4.                                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| (   /   /   )                                            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Stock code (if listed)                                   |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Class of shares<br>issuable ( <i>Note 1</i> )            |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| Subscription price                                       |                                 |                                                 |                                  |                                           |                                                                                        |                                                                                                                |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)     |                                 | (   /   /   )                                   |                                  |                                           |                                                                                        |                                                                                                                |
| Total B.                                                 |                                 |                                                 |                                  |                                           | (Ordinary shares)                                                                      | 0                                                                                                              |
|                                                          |                                 |                                                 |                                  |                                           | (Preference shares)                                                                    | 0                                                                                                              |
|                                                          |                                 |                                                 |                                  |                                           | (Other class)                                                                          | 0                                                                                                              |

## Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

| Class and description                             | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------------------------------|--------------------------------|------------------------------------|----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| <b>1. Convertible Preference Shares</b>           |                                |                                    |                            |                              |                                                                      |                                                                                           |
| (Conversion Ratio = 1 : 1.1363636363636 shares)   | N/A                            | 1,559,482,203                      | -                          | 1,559,482,203                | -                                                                    | 1,772,138,866                                                                             |
| Stock code (if listed)                            |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )        | Ordinary Shares                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                | HK\$0.44                       |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)    | (10 / 11 / 2009)               |                                    |                            |                              |                                                                      |                                                                                           |
| <b>2. Convertible Preference Shares (Class A)</b> |                                |                                    |                            |                              |                                                                      |                                                                                           |
| (Conversion Ratio = 1:1 share)                    | N/A                            | 547,638,384                        | -                          | 547,638,384                  | -                                                                    | 547,638,384                                                                               |
| Stock code (if listed)                            |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )        | Ordinary Shares                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                | HK\$0.17                       |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)    | (12 / 04 / 2013)               |                                    |                            |                              |                                                                      |                                                                                           |
| <b>3. Convertible Bonds due 2016</b>              |                                |                                    |                            |                              |                                                                      |                                                                                           |
|                                                   | US\$                           | 15,000,000                         | -                          | 15,000,000                   | -                                                                    | 430,555,555                                                                               |
| Stock code (if listed)                            |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )        | Ordinary Shares                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                | HK\$0.27                       |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)    | (23 / 02 / 2011)               |                                    |                            |                              |                                                                      |                                                                                           |
| <b>4. Convertible Bonds due 2017</b>              |                                |                                    |                            |                              |                                                                      |                                                                                           |
|                                                   | HK\$                           | 3,524,471,712                      | -                          | 3,524,471,712                | -                                                                    | 20,732,186,541                                                                            |
| Stock code (if listed)                            |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )        | Ordinary Shares                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                                | HK\$0.17                       |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy)    | (12 / 04 / 2013)               |                                    |                            |                              |                                                                      |                                                                                           |

For Main Board and GEM listed issuers

| Class and description                          | Currency of amount outstanding | Amount at close of preceding month | Converted during the month | Amount at close of the month | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|------------------------------------------------|--------------------------------|------------------------------------|----------------------------|------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 5. Convertible Bonds due 2016                  |                                |                                    |                            |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                            |                              |                                                                      |                                                                                           |
|                                                |                                |                                    |                            |                              |                                                                      |                                                                                           |
|                                                | US\$                           | 30,000,000                         | -                          | 30,000,000                   | -                                                                    | 754,838,709                                                                               |
| Stock code (if listed)                         |                                |                                    |                            |                              |                                                                      |                                                                                           |
| Class of shares issuable ( <i>Note 1</i> )     | Ordinary Shares                |                                    |                            |                              |                                                                      |                                                                                           |
| Subscription price                             | HK\$0.31                       |                                    |                            |                              |                                                                      |                                                                                           |
| EGM approval date (if applicable) (dd/mm/yyyy) | (12/04/2013)                   |                                    |                            |                              |                                                                      |                                                                                           |
| Total C. (Ordinary shares)                     |                                |                                    |                            |                              | 0                                                                    |                                                                                           |
| (Preference shares)                            |                                |                                    |                            |                              | 0                                                                    |                                                                                           |
| (Other class)                                  |                                |                                    |                            |                              | 0                                                                    |                                                                                           |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

| Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable: | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|---------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. N/A                                                                                                  |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
| ( / / )                                                                                                 |                                                                      |                                                                                           |
| shares ( <i>Note 1</i> )                                                                                |                                                                      |                                                                                           |
| 2. N/A                                                                                                  |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
| ( / / )                                                                                                 |                                                                      |                                                                                           |
| shares ( <i>Note 1</i> )                                                                                |                                                                      |                                                                                           |
| 3. N/A                                                                                                  |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
|                                                                                                         |                                                                      |                                                                                           |
| ( / / )                                                                                                 |                                                                      |                                                                                           |
| shares ( <i>Note 1</i> )                                                                                |                                                                      |                                                                                           |
| Total D. (Ordinary shares)                                                                              | 0                                                                    |                                                                                           |
| (Preference shares)                                                                                     | 0                                                                    |                                                                                           |
| (Other class)                                                                                           | 0                                                                    |                                                                                           |

## Other Movements in Issued Share Capital

| Type of Issue   |                                 |                                            |                                         | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|-----------------|---------------------------------|--------------------------------------------|-----------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 1. Rights issue | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            |                                         | _____                                                                | _____                                                                                     |
| 2. Open offer   | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            |                                         | _____                                                                | _____                                                                                     |
| 3. Placing      | At price : State currency _____ | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            |                                         | _____                                                                | _____                                                                                     |
| 4. Bonus issue  |                                 | Class of shares issuable _____<br>(Note 1) | Issue and allotment date : (dd/mm/yyyy) | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            | EGM approval date: (dd/mm/yyyy)         | ( / / )                                                              |                                                                                           |
|                 |                                 |                                            |                                         | _____                                                                | _____                                                                                     |

|                         |                              |                                                                                                                                                                                       | No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new<br>shares of<br>issuer which<br>may be<br>issued<br>pursuant<br>thereto as at<br>close of the<br>month |
|-------------------------|------------------------------|---------------------------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------------------------|-------------------------------------------------------------------------------------------------------------------|
| Type of Issue           |                              |                                                                                                                                                                                       |                                                                                        |                                                                                                                   |
| 5. Scrip dividend       | At price : State<br>currency | <div>_____</div> <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div> | _____                                                                                  | _____                                                                                                             |
| 6. Repurchase of shares |                              | <div>Class of shares repurchased (Note 1) _____</div> <div>Cancellation date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                          | _____                                                                                  | _____                                                                                                             |
| 7. Redemption of shares |                              | <div>Class of shares redeemed (Note 1) _____</div> <div>Redemption date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                               | _____                                                                                  | _____                                                                                                             |
| 8. Consideration issue  | At price : State<br>currency | <div>Class of shares issuable _____<br/>(Note 1)</div> <div>Issue and allotment date : (dd/mm/yyyy) ( / / )</div> <div>EGM approval date: (dd/mm/yyyy) ( / / )</div>                  | _____                                                                                  | _____                                                                                                             |

## For Main Board and GEM listed issuers

| Type of Issue              |                                                                                                                                                                    | No. of new shares of issuer issued during the month pursuant thereto | No. of new shares of issuer which may be issued pursuant thereto as at close of the month |
|----------------------------|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------------------------------|
| 9. Capital reorganisation  | Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy)                                    |                                                                      |                                                                                           |
| 10. Other (Please specify) | At price : State currency _____<br>Class of shares issuable _____<br><i>(Note 1)</i><br>Issue and allotment date : (dd/mm/yyyy)<br>EGM approval date: (dd/mm/yyyy) |                                                                      |                                                                                           |
| Total E.                   |                                                                                                                                                                    | (Ordinary shares) 0                                                  |                                                                                           |
|                            |                                                                                                                                                                    | (Preference shares) 0                                                |                                                                                           |
|                            |                                                                                                                                                                    | (Other class) 0                                                      |                                                                                           |

|                                                                                                                         |     |   |
|-------------------------------------------------------------------------------------------------------------------------|-----|---|
| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                                 | (1) | 0 |
|                                                                                                                         | (2) | 0 |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):                               |     | 0 |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):                         |     | 0 |
| <i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i> |     |   |

Remarks (if any):

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Submitted by: Chan Cheuk Ho

Title: Company Secretary  
(Director, Secretary or other duly authorised officer)

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*Notes :*

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*