



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2014

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer North Asia Resources Holdings Limited

Date Submitted 1 April 2014

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 (<i>State currency</i>) |
| | | | | Authorised share capital (<i>State currency</i>) |
| 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 (<i>State currency</i>) |
| | | | | Authorised share capital (<i>State currency</i>) |
| Balance at close of preceding month | <u></u> | | <u></u> | <u></u> |
| Increase/(decrease) | <u></u> | | <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 (<i>State currency</i>) | Authorised share capital (<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> 2,547,300,000 </u> | <u> HK\$0.01 </u> | <u> HK\$25,473,000.00 </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 (<i>State currency</i>) | Authorised share capital (<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> 547,638,384 </u> | <u> HK\$0.01 </u> | <u> HK\$5,476,383.84 </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>2,946,989,712</u> | <u>-</u> | <u>1,559,482,203</u> | <u>547,638,384</u> |
| Increase/ (decrease) during the month | <u>162,945,454</u> | <u>-</u> | <u>(118,400,000)</u> | <u>-</u> |
| Balance at close of the month | <u>3,109,935,166</u> | <u>-</u> | <u>1,441,082,203</u> | <u>547,638,384</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 (Date of expiry - dd/mm/yyyy) | Currency of nominal value | Nominal value at close of preceding month | Exercised during the month | Nominal value 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 |
|---|---------------------------------|---|----------------------------------|---|--|--|
| 1. _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 2. _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 3. _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (dd/mm/yyyy) _____ (/ /) | | | | | | |
| 4. _____ _____ _____ (/ /) | _____ | _____ | _____ | _____ | _____ | _____ |
| Stock code (if listed) _____ Class of shares _____ issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date _____ (if applicable) _____ (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 |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| 1. Convertible Preference | | | | | | |
| Shares | | | | | | |
| (Conversion Ratio = | | | | | | |
| 1 : 1.13636363636 shares) | | | | | | |
| | N/A | 1,559,482,203 | 118,400,000 | 1,441,082,203 | 134,545,454 | 1,637,593,412 |
| 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) | | | | | |
| 2. Convertible Preference | | | | | | |
| Shares (Class A) | | | | | | |
| (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) | | | | | |
| 3. Convertible Bonds due 2016 | | | | | | |
| | 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) | | | | | |
| 4. Convertible Bonds due 2017 | | | | | | |
| | HK\$ | 3,515,971,712 | 4,828,000 | 3,511,143,712 | 28,400,000 | 20,653,786,541 |
| 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 |
|--|--------------------------------|------------------------------------|----------------------------|------------------------------|--|---|
| <u>5. Convertible Bonds due 2016</u> | | | | | | |
| | | | | | | |
| | | | | | | |
| | 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) | 162,945,454 | |
| | | | | (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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| 2. | Open offer | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| 3. | Placing | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |
| 4. | Bonus issue | | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____ | (/ /) | (/ /) |

| 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 | |
|---------------|----------------------|---------------------------------|--|---|-------|
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 6. | Repurchase of shares | | Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 7. | Redemption of shares | | Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |
| 8. | Consideration issue | At price : State currency _____ | Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy) | _____ | _____ |

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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /) | _____ | _____ |
| 10. Other (Please specify) | At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) 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) | 162,945,454 |
| | (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> | | |

