

## Monthly Return of Equity Issuer on Movements in Securities

## For the month ended (dd/mm/yyyy) : 31/12/2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	North Asia Resources Holdings Limited
Date Submitted	3 January 2012

## I. Movements in Authorised Share Capital

## 1. Ordinary Shares

(1) Stock code : <u>61</u> Descrip	ption :	tion : Ordinary Shares			
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month	77,452,700,000	HK\$0.01	HK\$774,527,000		
Increase/(decrease)	0		0		
Balance at close of the month	77,452,700,000	HK\$0.01	HK\$774,527,000		
(2) Stock code : <u>N/A</u> Descrij	ption :				
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)		
Balance at close of preceding month					
Increase/(decrease)					
Balance at close of the month					

## 2. Preference Shares

Stock code :	N/A	Descrip	ption :	Convertib	le Preference	Shares
			-	reference ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	f preceding n	nonth	2,547,3	300,000	HK\$0.01	HK\$25,473,000
Increase/(decrease	)					
Balance at close of	f the month		2,547,3	300,000	HK\$0.01	HK\$25,473,000

# 3. Other Classes of Shares

Stock code :	N/A	_Description :		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of J	preceding 1	nonth		
Increase/(decrease)			_	
Balance at close of t	he month			

Total authorised share capital at the end of the month (State<br/>currency) :HK\$800,000,000

# II. Movements in Issued Share Capital

	No. of ordin	nary shares	No. of preference No. of other cla		
	(1)	(2)	shares	of shares	
Balance at close of preceding month	1,138,007,578		2,086,487,776		
Increase/ (decrease) during the month					
Balance at close of the month	1,138,007,578		2,086,487,776		

## III. Details of Movements in Issued Share Capital

Share Options	under Share	Option	Schemes	of the Issuer)
onuic options	under ondre	opuon	Senemes	or the issuer,

Particulars of share option scheme		Schemes of the	Issuel)		No. of new shares of issuer issued during	No. of new shares of issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ing the month		thereto	as at close of the month
(dd/mm/yyyy) and -		We venient dur	ing the month		_	
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Grant date						
16/04/2007						
Exercise price						
HK\$3.55						
(30/05/2005)						
Ordinary shares						60,822
(Note 1)						
2.Grant date						
09/07/2007						
Exercise price						
HK\$6.51						
(25/05/2007)						
Ordinary shares						7,257,686
(Note 1)						
3.Grant date						
20/11/2007						
Exercise price						
HK\$3.75						
(25/05/2007)						
Ordinary shares						818,649
(Note 1)						
4.Grant date						
13/03/2008						
Exercise price						
HK\$2.40						
(20/02/2008)						
Ordinary shares						6,649,872
(Note 1)			,			
5.Grant date						
08/10/2008						
Exercise price						
HK\$1.00						
(28/05/2008)						
Ordinary shares						300,000
(Note 1)						
6.Grant date						
22/12/2009						
Exercise price						
HK\$2.34						
(27/05/2009)						
Ordinary shares						8,500,000
(Note 1)						· · · · ·

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and —			-			
class of shares	~ .		~			
issuable	Granted	Exercised	Cancelled	Lapsed		
7.Grant date						
18/10/2010						
Exercise price						
HK\$1.49						
(31/05/2010)						
Ordinary shares						3,400,000
(Note 1)						
		Тс	otal A. (Ordin	ary shares)	0	
			(Prefere	nce shares)	0	
			(0	Other class)	0	
Total funds raised duri	ing the month	ı from exercise o	,f			
options (State currenc	y)			0		

#### For Main Board and GEM listed issuers

Warrants to Issue Shares of the Issuer which are to be Listed	Warrants to	Issue S	hares of	the Issuer	which a	re to be	Listed
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Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value a nominal close of value preceding month	during the	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
<u>1. N/A</u>					
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)					
<u>2. N/A</u>		_			
( / / ) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	( / / )	_			
( / / ) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4. N/A	( / / )	_			
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price		 _			
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )	_			
	Tot	(Prefere	nary shares) ence shares) Other class)	0	

#### For Main Board and GEM listed issuers

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new No. of new shares of shares of issuer which issuer issued during the may be issued month pursuant pursuant thereto as at Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month month 1. Convertible Preference Shares (CPS) (Conversion Ratio = 1 CPS : 1.13636363636 Ord Shares) N/A 2,086,487,776 2,086,487,776 0 0 2,371,008,836 Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$0.44 EGM approval date (if applicable) (dd/mm/yyyy) (10 / 11 / 2009) 2. Convertible Bonds due 2013 30,000,000 30,000,000 US\$ 0 0 178,846,153 Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$1.30 EGM approval date (if applicable) (dd/mm/yyyy) 1 3. Convertible Bonds due 2013 US\$ 10,000,000 0 10,000,000 0 59,615,384 Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$1.30 EGM approval date (if applicable) (dd/mm/yyyy) 1 4. Convertible Bonds due 2013 3,000,000 0 3,000,000 0 17,884,615 US\$ Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$1.30 EGM approval date (if applicable) (dd/mm/yyyy) (//) Total C. (Ordinary shares) (Preference shares) 0 0 (Other class)

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. <u>N/A</u>	-	
	-	
shares (Note 1)		
2. <u>N/A</u>		
shares (Note 1)		
3. <u>N/A</u>		
	-	
shares (Note 1)		
Total D. (Ordinary shares)	0	
(Preference shares)	0	-
(Other class)	0	-

Other Movements	in Issued Share Capital		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
Type of Issue				
		Class of shares issuable <u>N/A</u> ( <i>Note 1</i> )		
1. Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy) ( / / )		
		EGM approval date: (dd/mm/yyyy) ( / / )		
		Class of shares issuable <u>N/A</u> ( <i>Note 1</i> )		
2. Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy) ( / / )		
		EGM approval date: (dd/mm/yyyy) ( / / )		
		Class of shares issuable <u>N/A</u> (Note 1)		
3. Placing	At price : State	Issue and allotment date : (dd/mm/yyyy) ( / / )		
		EGM approval date: (dd/mm/yyyy) ( / / )		
		Class of shares issuable <u>N/A</u> (Note 1)		
4. Bonus issue		Issue and allotment date : (dd/mm/yyyy) ( / / )		
		EGM approval date: (dd/mm/yyyy) ( / / )		

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

Type of Issue	No. of new shares ofNo. of new shares ofNo. of new shares ofissuer issued during thewhich may be issued pursuant monthwhich may be thereto as at pursuantclose of the thereto
9. Capital reorganisation	Class of shares issuable N/A (Note 1) 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 N/A (Note 1) 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)	0	
Total increase ( decrease) in ordinary shares during the month (i.e. Total of Prio 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	
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)			

Remarks (if any):

Submitted by:	NG Jenna Bee Ching	_	
Title:	Company Secretary		
(Director, Sec			
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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.