



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/06/2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer North Asia Resources Holdings Limited

Date Submitted 2 July 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 (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>77,452,700,000</u>	<u>HK\$0.01</u>	<u>HK\$774,527,000.00</u>
Increase/(decrease)	<u>(547,638,384)</u>		<u>(5,476,383.84)</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 (State currency)	Authorised share capital (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 (<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. Class A Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>Convertible Preference Shares</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>0</u>	<u>N/A</u>	<u>0</u>	
Increase/(decrease)	<u>547,638,384</u>		<u>HK\$5,476,383.84</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>1,318,261,636</u>	<u>-</u>	<u>1,927,864,203</u>	<u>0</u>
Increase/ (decrease) during the month	<u>1,438,728,076</u>	<u>-</u>	<u>(368,382,000)</u>	<u>547,638,384</u>
Balance at close of the month	<u>2,756,989,712</u>	<u>-</u>	<u>1,559,482,203</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. Grant date						
Exercise price						
Ordinary shares (Note 1)						
2. Grant date						
Exercise price						
Ordinary shares (Note 1)						
3. Grant date						
Exercise price						
Ordinary shares (Note 1)						
4. Grant date						
Exercise price						
Ordinary shares (Note 1)						
5. Grant date						
Exercise price						
Ordinary shares (Note 1)						
6. Grant date						
Exercise price						
Ordinary shares (Note 1)						

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		
7. Grant date						
Exercise price						
Ordinary shares						
(Note 1)						
			Total A. (Ordinary shares)		0	
			(Preference shares)		0	
			(Other class)		0	
Total funds raised during the month from exercise of options (State currency)				0		

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. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
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)		(/ /)				
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 (CPS)						
(Conversion Ratio =						
1 CPS : 1.1363636363636 Ord Shares)	N/A	1,927,864,203	(368,382,000)	1,559,482,203	418,615,909	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)					
2. Class A Convertible Preference						
Shares (CPS)						
(Conversion Ratio =						
1 CPS : 1 Ord Shares)	N/A	0	0	547,638,384	0	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\$	0	0	15,000,000	0	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\$	0	0	3,548,271,713	0	20,872,186,547
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)					

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\$	0	0	23,000,000	0	578,709,677
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)	(/ /)					
Total C. (Ordinary shares)					418,615,909	
(Preference shares)					(368,382,000)	
(Other class)					547,638,384	

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. Allotment of shares in connection with transactions of the Very Substantial Acquisition and subscription of ordinary shares and convertible preference shares (12/04/2013) shares (Note 1)	1,020,112,167	
2. N/A (/ /) shares (Note 1)		
3. N/A (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	1,020,112,167 0 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					
1. Rights issue	At price : State currency _____	Class of shares issuable _____ (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 _____ (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 _____ (Note 1)	Issue and allotment date : (dd/mm/yyyy) (/ /)	EGM approval date: (dd/mm/yyyy) (/ /)	
4. Bonus issue		Class of shares issuable _____ (Note 1)	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 <u>N/A</u> (Note 1)			
5.	Scrip dividend	At price : State currency _____	Issue and allotment date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
		Class of shares repurchased <u>N/A</u> (Note 1)			
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
		Class of shares redeemed <u>N/A</u> (Note 1)			
7.	Redemption of shares		Redemption date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
		Class of shares issuable <u>N/A</u> (Note 1)			
8.	Consideration issue	At price : State currency _____	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			
9. Capital reorganisation	Class of shares issuable <u>N/A</u> (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 <u>N/A</u> (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)	1,438,728,076
	(2)	0
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		(368,382,000)
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		547,638,384
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)		

Remarks (if any):

Due to the Completion of (1) Very Substantial Acquisition and connected transaction in relation to the acquisition of Lexing Holdings Limited; (2) Very Substantial Disposal and connected transaction in relation to the disposal of Shares of and Shareholder's Loan due by North Asia Resources Group Limited and Good Loyal Group Limited; (3) Subscription of Ordinary Shares and Convertible Preference Shares by Business Ally Investments Limited; and (4) Alteration of Terms of the existing Convertible Bonds as mentioned in the announcement dated 7 June 2013, the Company issued (i) 547,638,384 Class A Convertible Preference Shares; (ii) HK\$3,548,271,713 Convertible Bonds; (iii) 668,989,924 Consideration Shares; and (iv) 351,122,243 Subscription Ordinary Shares.

Due to the partial completion of the Placing as mentioned in the announcement dated 24 June 2013, the Company issued US\$23,000,000 Convertible Bonds.

Submitted by: Chan Cheuk Ho

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

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.*