

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

## For the month ended (dd/mm/yyyy): 31/01/2015

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | North Asia Resources Holdings Limited |
|----------------|---------------------------------------|
| Date Submitted | 2 February 2015                       |

I. Movements in Authorised Share Capital

| 1. Ordinary Shares     |              |                           |                                  |   |
|------------------------|--------------|---------------------------|----------------------------------|---|
| (1) Stock code :       | <u>61</u>    | Description :             | Ordinary                         | / Shares  |
|                        |              | No. of ordinary shares    | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of pr | receding mor | th <u>76,905,061,616</u>  | HK\$0.01                         | HK\$769,050,616.16                              |
| Increase/(decrease)    |              |                           | _                                |   |
| Balance at close of th | e month      | 76,905,061,616            | <u>HK\$0.01</u>                  | <u>HK\$769,050,616.16</u>                       |
| (2) Stock code :       | N/A [        | Description :             |                                  |   |
|                        |              | No. of ordinary<br>shares | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |
| Balance at close of pr | receding mor | th                        |                                  |   |
| Increase/(decrease)    |              |                           | _                                |   |
| Balance at close of th | e month      |                           |                                  |   |

# 2. Preference Shares

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

### 3. Other Classes of Shares

| Stock code :                        | k code : <u>N/A</u> Description |             |                   | ion : Convertible Preference Shares (Class A |                                  |   |  |  |
|-------------------------------------|---------------------------------|-------------|-------------------|--|----------------------------------|---|--|--|
|                                     |                                 |             | No. of classes of |  | Par value<br>(State<br>currency) | Authorised share<br>capital<br>(State currency) |  |  |
| Balance at close of preceding month |                                 | 547,638,384 |                   | HK\$0.01                                     | HK\$5,476,383.84                 |   |  |  |
| Increase/(decrease)                 | )                               |             |                   |  |                                  | <u> </u>  |  |  |
| Balance at close of                 | the month                       |             | 547,63            | 8,384  | HK\$0.01                         | HK\$5,476,383.84                                |  |  |

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 ordi   | nary shares | No of preference | No of preference |  |  |
|--|---------------|-------------|------------------|------------------|--|--|
|  | (1)           | (2)         | shares           | shares (Class A) |  |  |
| Balance at close of preceding month      | 6,034,978,023 |             | 1,441,082,203    | 547,638,384      |  |  |
| Increase/ (decrease)<br>during the month | 47,058,822    |             |                  | <u> </u>         |  |  |
| Balance at close of the month            | 6,082,036,845 |             | 1,441,082,203    | 547,638,384      |  |  |

III. Details of Movements in Issued Share Capital

| Share Options (under                                   | Share Option | Schemes of the   | Issuer)        |              |  |  |
|--|--------------|------------------|----------------|--------------|--|--|
| Particulars of share<br>option scheme<br>including EGM |              |                  |                |              | No. of new shares of<br>issuer issued during<br>the month pursuant | No. of new shares of<br>issuer which may be<br>issued pursuant thereto |
| approval date  |              | Movement duri    | ng the month   |              | thereto  | as at close of the month   |
| (dd/mm/yyyy) and -<br>class of shares                  |              |                  |                |              |  |  |
| issuable   | Granted      | Exercised        | Cancelled      | Lapsed       |  |  |
| 1.   | Grunted      | Exclused         | Culleened      | Lupsed       |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
| shares   |              |                  |                |              |  |  |
| $\frac{\text{shares}}{(Note 1)}$                       |              |                  |                |              |  |  |
| (1000 1)   |              |                  |                |              |  |  |
| 2.   |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
| shares   |              |                  |                |              |  |  |
| (Note 1)   |              |                  |                |              |  |  |
| (10010-1)  |              |                  |                |              |  |  |
| 3.   |              |                  |                |              |  |  |
| <u> </u>   |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
|  |              |                  |                |              |  |  |
| shares   |              |                  |                |              |  |  |
| (Note 1)   |              | ·                |                |              |  |  |
| (INDIE I)  |              | Т                | otal A. (Ordin | ary charge)  | 0  |  |
|  |              | П                |                | nce shares)  | 0  |  |
|  |              |                  |                | Other class) | 0  |  |
| Tatal for de select 1-1                                |              | £                |                | Julei (1855) | 0  |  |
| Total funds raised dur<br>options (State currence      |              | from exercise of | 1              |              |  |  |
| options (State current                                 | · y )        |                  |                |              |  |  |
|  |              |                  |                |              |  |  |

| Description of warrants<br>(Date of expiry - dd/mm/yyyy)<br>1.   | Currency of Nominal value at<br>nominal close of<br>value preceding month | Exercised Nominal value<br>during the at close of the<br>month month |   | 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 |
|--|---|--|---|--|
|  |   |  |   |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)<br>Subscription price<br>EGM approval date |   |  |   |  |
| (if applicable)<br>(dd/mm/yyyy)  | ( / / )   |  |   |  |
| 2.   |   |  |   |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable (Note 1)  |   |  |   |  |
| Subscription price<br>EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>3.                                     | ( / / )   |  |   |  |
| 5.   |   |  |   |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price             |   |  |   |  |
| EGM approval date<br>(if applicable)<br>(dd/mm/yyyy)<br>4.   | ( / / )   |  |   |  |
|  |   |  |   |  |
| ( / / )<br>Stock code (if listed)<br>Class of shares<br>issuable ( <i>Note 1</i> )<br>Subscription price             |   |  |   |  |
| EGM approval date (if applicable)  | ( / / )   |  |   |  |
|  | Total   | B. (Ordinary shares)<br>(Preference shares)<br>(Other class)         | 0 |  |

For Main Board and GEM listed issuers

| Convertibles (i.e. Convertible in   | to Shares of the I          | ssuer which are to                       |                                  | For Main Board                     | and GEM liste  | d issuers  |
|---|-----------------------------|--|----------------------------------|------------------------------------|--|--|
| Class and description   |                             | Amount at close<br>of preceding<br>month | Converted<br>during the<br>month | Amount at<br>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. Convertible Preference   | _                           |  |                                  |                                    |  |  |
| Shares  | _                           |  |                                  |                                    |  |  |
| (Conversion Ratio =   | _                           |  |                                  |                                    |  |  |
| <u>1 : 1.13636363636 shares</u><br>Stock code (if listed)                       | N/A                         | 1,441,082,203                            | -                                | 1,441,082,203                      | -  | 1,637,593,412  |
| 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<br>Shares (Class A)<br>(Conversion Ratio = 1:1 share) | -                           |  |                                  |                                    |  |  |
|   | N/A                         | 547,638,384                              | -                                | 547,638,384                        |  | 547,638,384  |
| Stock code (if listed)  |                             |  |                                  |                                    |  |  |
| Class of shares   | o 11 or                     |  |                                  |                                    |  |  |
| issuable ( <i>Note 1</i> )<br>Subscription price                                | Ordinary Shares<br>HK\$0.17 |  |                                  |                                    |  |  |
| EGM approval date   | ПКФ0.17                     |  |                                  |                                    |  |  |
| (if applicable)   |                             |  |                                  |                                    |  |  |
| (dd/mm/yyyy)  | (12 / 04 / 2013)            |  |                                  |                                    |  |  |
|   |                             |  |                                  |                                    |  |  |
| 3. Convertible Bonds due 2016   | _                           |  |                                  |                                    |  |  |
|   | US\$                        | 15,000,000                               | -                                | 15,000,000                         | -  | 553,571,428  |
| Stock code (if listed)  |                             |  |                                  |                                    |  |  |
| Class of shares   |                             |  |                                  |                                    |  |  |
| issuable (Note 1)   | Ordinary Shares             |  |                                  |                                    |  |  |
| Subscription price  | HK\$0.21                    |  |                                  |                                    |  |  |
| EGM approval date (if applicable)   |                             |  |                                  |                                    |  |  |
| (dd/mm/yyyy)  | (03 / 04 / 2014)            |  |                                  |                                    |  |  |
|   | (*******                    |  |                                  |                                    |  |  |
| 4. Convertible Bonds due 2017   | _                           |  |                                  |                                    |  |  |
|   | _                           |  |                                  |                                    |  |  |
|   | HK\$                        | 3,013,886,426                            | 8,000,000                        | 3,005,886,426                      | 47,058,822   | 17,681,684,858   |
| Stock code (if listed)<br>Class of shares                                       |                             |  |                                  |                                    |  |  |
| issuable ( <i>Note 1</i> )  | Ordinary Shares             |  |                                  |                                    |  |  |
| Subscription price  | HK\$0.17                    |  |                                  |                                    |  |  |
| EGM approval date   |                             |  |                                  |                                    |  |  |
| (if applicable)<br>(dd/mm/yyyy)   | (12 / 04 / 2013)            |  |                                  |                                    |  |  |

|                               |                 |                 |                | For Main Board                        | and GEM liste | d issuers     |
|-------------------------------|-----------------|-----------------|----------------|---------------------------------------|---------------|---------------|
|                               |                 |                 |                |                                       | No. of new    | No. of new    |
|                               |                 |                 |                |                                       | shares of     | shares of     |
|                               |                 |                 |                |                                       | issuer issued | issuer which  |
|                               |                 |                 |                |                                       | during the    | may be issued |
|                               |                 |                 |                |                                       | month         | pursuant      |
|                               |                 |                 |                |                                       | pursuant      | thereto as at |
|                               | Currency of     | Amount at close |                | Amount at                             | thereto       | close of the  |
|                               | amount          | of preceding    | during the     | close of the                          |               | month         |
| Class and description         | outstanding     | month           | month          | month                                 |               |               |
|                               |                 |                 |                |                                       |               |               |
| 5. Convertible Bonds due 2016 | _               |                 |                |                                       |               |               |
|                               | _               |                 |                |                                       |               |               |
|                               | _               |                 |                |                                       |               |               |
|                               | US\$            | 30,000,000      | -              | 30,000,000                            | -             | 754,838,709   |
| Stock code (if listed)        |                 |                 |                |                                       |               |               |
| Class of shares               |                 |                 |                |                                       |               |               |
| issuable (Note 1)             | Ordinary Shares |                 |                |                                       |               |               |
| Subscription price            | HK\$0.31        |                 |                |                                       |               |               |
| EGM approval date             |                 |                 |                |                                       |               |               |
| (if applicable)               |                 |                 |                |                                       |               |               |
| (dd/mm/yyyy)                  | (12/04/2013)    |                 |                |                                       |               |               |
|                               |                 |                 | Total C. (Ordi | · · · · · · · · · · · · · · · · · · · | 47,058,822    | _             |
|                               |                 |                 |                | ence shares)                          | 0             | _             |
|                               |                 |                 | (              | (Other class)                         | 0             | _             |
| 1                             |                 |                 |                |                                       |               |               |

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<br>issuer issued during<br>the month pursuant<br>thereto | No. of new shares of<br>issuer which may be<br>issued pursuant thereto<br>as at close of the month |
|---|---|--|
| 1. <u>N/A</u>   |   |  |
|   |   |  |
|   |   |  |
| shares (Note 1)   |   |  |
| 2. N/A  |   |  |
| 2. <u>IVA</u>   |   |  |
|   |   |  |
|   |   |  |
| shares (Note 1)   |   |  |
| 3. <u>N/A</u>   |   |  |
|   |   |  |
|   |   |  |
| shares (Note 1)   |   |  |
|   |   |  |
| Total D. (Ordinary shares)  | 0   |  |
| (Preference shares)   | 0   |  |
| (Other class)   | 0   |  |
|   |   |  |

|    | Type of Issue | Issued Share Capital |  |       |   | 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 |
|----|---------------|----------------------|--|-------|---|--|---|
|    |               |                      | Class of shares issuable ( <i>Note 1</i> )                     |       |   |  |   |
| 1. | Rights issue  | At price : State     | - Issue and allotment<br>date : (dd/mm/yyyy)                   | ( / / | ) |  |   |
|    |               |                      | EGM approval date:<br>(dd/mm/yyyy)                             | ( / / | ) |  |   |
|    |               |                      |  |       |   |  |   |
|    |               |                      | Class of shares issuable ( <i>Note 1</i> )                     |       |   |  |   |
| 2. | Open offer    | At price : State     | Issue and allotment<br>date : (dd/mm/yyyy)                     | ( / / | ) |  |   |
|    |               |                      | EGM approval date:<br>(dd/mm/yyyy)                             | ( / / | ) |  |   |
|    |               |                      | Class of shares issuable                                       |       |   |  |   |
| 3. | Placing       | At price : State     | ( <i>Note 1</i> )<br>_ Issue and allotment date : (dd/mm/yyyy) | ( / / | ) |  |   |
|    |               |                      | EGM approval date:<br>(dd/mm/yyyy)                             | ( / / | ) |  |   |
|    |               |                      |  |       |   |  |   |
|    |               |                      | Class of shares issuable ( <i>Note 1</i> )                     |       |   |  |   |
| 4. | Bonus issue   |                      | Issue and allotment<br>date : (dd/mm/yyyy)                     | ( / / | ) |  |   |
|    |               |                      | EGM approval date:<br>(dd/mm/yyyy)                             | ( / / | ) |  |   |
|    |               |                      |  |       |   |  |   |

|    | Type of Issue                                    | F   | For I | Main | <u>ı Boai</u> | d and GEM lis<br>No. of new<br>shares of<br>issuer issued<br>during the<br>month<br>pursuant<br>thereto | No. of new shares of |
|----|--|---|-------|------|---------------|---|----------------------|
|    |  |   |       |      |               |   | monun                |
| 5. | Scrip dividend At price : State<br>currency ———  | Class of shares issuable<br>( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) |       |      | )             |   |                      |
| 6. | Repurchase of shares                             | Class of shares<br>repurchased ( <i>Note 1</i> )<br>Cancellation date :<br>(dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy)     |       |      | )             |   |                      |
|    |  | Class of shares   |       |      |               |   |                      |
| 7. | Redemption of shares                             | redeemed ( <i>Note 1</i> )<br>Redemption date :<br>(dd/mm/yyyy)   | (     |      | )             |   |                      |
|    |  | EGM approval date:<br>(dd/mm/yyyy)  | (     | / /  | )             |   |                      |
|    |  | Class of shares issuable (Note 1)   |       |      |               |   |                      |
| 8. | Consideration issue At price : State<br>currency | - Issue and allotment<br>date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy)  |       |      | )             |   |                      |
|    |  |   |       |      |               |   |                      |

|     | For Main Board and GEM listed issuers |                  |   | sted issuers  |  |   |
|-----|---------------------------------------|------------------|---|---|--|---|
|     | Type of Issue                         |                  |   |   | 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 |
| 9.  | Capital<br>reorganisation             |                  | Class of shares issuable<br>( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) |   |  |   |
| 10. | Other<br>(Please specify)             | At price : State | Class of shares issuable<br>( <i>Note 1</i> )<br>Issue and allotment<br>date : (dd/mm/yyyy)<br>EGM approval date:<br>(dd/mm/yyyy) | ( / / )   |  |   |
|     |                                       |                  |   | Ordinary share:<br>reference share:<br>(Other class | s) 0   | -   |

| Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):                          | (1) | 47,058,822 |  |
|--|-----|------------|--|
|  | (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: | Shek Wing Wa   |
|---------------|--|
| 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.