

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended  
(dd/mm/yyyy) :

31/08/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer

North Asia Resources Holdings Limited

Date Submitted

5 September 2017

### 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>196,905,061,616</u>	<u>HK\$0.01</u>	<u>HK\$1,969,050,616.16</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month*	<u>20,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$2,000,000,000.00</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	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

## 2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>Convertible Preference Shares (“CPS”)</u>	
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
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>(2,547,300,000)</u>		<u>(HK\$25,473,000.00)</u>	
Balance at close of the month*	<u>-</u>	<u>-</u>	<u>-</u>	

## 3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>CPS (Class A)</u>	
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
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>(547,638,384)</u>		<u>(HK\$5,476,383.84)</u>	
Balance at close of the month*	<u>-</u>	<u>-</u>	<u>-</u>	

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

HK\$2,000,000,000.00\*

## II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>72,967,463,002</u>	<u>-</u>	<u>0</u>	<u>0</u>
Increase/ (decrease) during the month	<u>(65,670,716,702)</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at close of the month*	<u>7,296,746,300</u>	<u>-</u>	<u>0</u>	<u>0</u>



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 (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
2. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
3. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ ( / / )	_____	_____	_____	_____	_____	_____
4. _____ _____	_____	_____	_____	_____	_____	_____
( / / ) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ 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 Bonds due 2017 (due on 6 June 2018)*	HK\$	419,101,004	-	419,101,004	-	598,715,720
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.70					
EGM approval date (if applicable) (dd/mm/yyyy)	(12 / 04 / 2013)					
2. Convertible Bonds due 2020 (due on 9 July 2020)*	US\$	50,000,000	-	50,000,000	-	1,192,660,550
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.327					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
3.	_____					
_____	_____					
_____	_____					
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
4.	_____					
_____	_____					
_____	_____					
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	( / / )					
				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 (Note 1)		
2. N/A _____ _____ _____ ( / / ) shares (Note 1)		
3. N/A _____ _____ _____ ( / / ) shares (Note 1)		
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 )	_____	_____



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)	<u>0</u>
		(Preference shares)	<u>0</u>
		(Other class)	<u>0</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>(65,670,716,702)</u>
	(2)	<u>0</u>
Total increase / (decrease) in CPS during the month (i.e. Total of A to E):		<u>0</u>
Total increase / (decrease) in CPS (Class A) during the month (i.e. Total of A to E):		<u>0</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>0</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

\* Reference is made to the announcements of the Company dated 10 July 2017 and 25 August 2017 and the circular of the Company dated 28 July 2017 in relation to, among others, the Capital Reorganisation which has become effective on 28 August 2017. From the effective date, the authorised share capital of the Company is HK\$2,000,000,000.00 divided into 20,000,000,000 shares of HK\$0.10 each.

As a result of the Capital Reorganisation and pursuant to (i) the terms and conditions of the Convertible Bonds and; (ii) the terms of the Share Options and the share option scheme adopted by the Company, the conversion prices and the number of conversion shares upon conversion of the Convertible Bonds and the exercise price and the number of option shares upon exercise of the outstanding Share Options have been adjusted.

For the details of the above adjustments, please refer to the announcement of the Company dated 5 September 2017.

Submitted by: Shek Wing Wa

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.*