



Monthly Return of Equity Issuer on Movements in Securities (Revised)

For the month ended (dd/mm/yyyy) : 30 / 11 / 2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer North Asia Resources Holdings Limited

Date Submitted 6 December 2010

I. Movements in Authorised Share Capital

1. Ordinary Shares

| | | | |
|--|------------------------|-------------------------------|--|
| (1) Stock code : <u>61</u> Description : <u>Ordinary Shares (Note)</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</u> |
| Increase/(decrease) | <u>0</u> | | <u>0</u> |
| Balance at close of the month | <u>77,452,700,000</u> | <u>HK\$0.01</u> | <u>HK\$774,527,000</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 | _____ | _____ | _____ |
| Increase/(decrease) | _____ | | _____ |
| Balance at close of the month | _____ | _____ | _____ |

2. Preference Shares

| | | | | |
|-------------------------------------|------------|--------------------------|---|---|
| Stock code : | <u>N/A</u> | Description : | <u>Convertible Preference Shares (Note)</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</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</u> |

3. Other Classes of Shares

| | | | | |
|-------------------------------------|------------|--------------------------------|----------------------------------|---|
| Stock code : | <u>N/A</u> | Description : | <u></u> | |
| | | No. of other classes of 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> |

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

HK\$800,000,000

Note:

As disclosed in the circular of the Company dated 23 October 2009, the authorised share capital of the Company will be re-designated and re-classified into (a) 77,452,700,000 ordinary shares of HK\$0.01 each ("Ordinary Shares"); and (b) 2,547,300,000 convertible preference shares of HK\$0.01 each ("CPS"). The resolution approving the re-designation and re-classification of the authorised share capital was duly passed by the independent shareholders of the Company at the special general meeting of the Company held on 10 November 2009. As such, the authorised share capital of the Company should have been changed to comprising of 77,452,700,000 Ordinary Shares and 2,547,300,000 CPS with effect from 10 November 2009.

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>822,981,870</u> | <u>-</u> | <u>2,363,710,400</u> | <u>-</u> |
| Increase/ (decrease) during the month | <u>28,409,090</u> | <u>-</u> | <u>(25,000,000)</u> | <u>-</u> |
| Balance at close of the month | <u>851,390,960</u> | <u>-</u> | <u>2,338,710,400</u> | <u>-</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 16/04/2007 Exercise price HK\$3.55 (30/05/2005) Ordinary shares (Note 1) | | | | | | 60,822 |
| 2. Grant date 09/07/2007 Exercise price HK\$6.51 (25/05/2007) Ordinary shares (Note 1) | | | | | | 7,257,686 |
| 3. Grant date 20/11/2007 Exercise price HK\$3.75 (25/05/2007) Ordinary shares (Note 1) | | | | | | 818,649 |
| 4. Grant date 13/03/2008 Exercise price HK\$2.40 (20/02/2008) Ordinary shares (Note 1) | | | | | | 6,649,872 |
| 5. Grant date 15/08/2008 Exercise price HK\$1.00 (28/05/2008) Ordinary shares (Note 1) | | | | | | 300,000 |
| 6. Grant date 22/12/2009 Exercise price HK\$2.34 (27/05/2009) Ordinary shares (Note 1) | | | | | | 8,500,000 |

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 | | |
| <u>7. Grant date</u> | | | | | | |
| <u>18/10/2010</u> | | | | | | |
| <u>Exercise price</u> | | | | | | |
| <u>HK\$1.49</u> | | | | | | |
| <u>(31/05/2010)</u> | | | | | | |
| <u>Ordinary shares</u> | | | | | | 9,000,000 |
| <i>(Note 1)</i> | | | | | | |
| | | | 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) | | | | | <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. 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 : 1.13636363636 Ord Shares) | N/A | 2,363,710,400 | (25,000,000) | 2,338,710,400 | 28,409,090 | 2,657,625,454 |
| 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 Bonds due 2013 | | | | | | |
| | | | | | | |
| | | | | | | |
| | US\$ | 0 | 0 | 30,000,000 | 0 | 136,764,705 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Subscription price | HK\$1.70 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 3. Convertible Bonds due 2013 | | | | | | |
| | | | | | | |
| | | | | | | |
| | US\$ | 0 | 0 | 10,000,000 | 0 | 45,588,235 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Subscription price | HK\$1.70 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| 4. Convertible Bonds due 2013 | | | | | | |
| | | | | | | |
| | | | | | | |
| | US\$ | 0 | 0 | 3,000,000 | 0 | 13,676,470 |
| Stock code (if listed) | | | | | | |
| Class of shares issuable (<i>Note 1</i>) | Ordinary Shares | | | | | |
| Subscription price | HK\$1.70 | | | | | |
| EGM approval date (if applicable) (dd/mm/yyyy) | (/ /) | | | | | |
| | | | | | Total C. (Ordinary shares) | 28,409,090 |
| | | | | | (Preference shares) | (25,000,000) |
| | | | | | (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

| 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 <u>N/A</u> (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 <u>N/A</u> (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 <u>N/A</u> (Note 1) | Issue and allotment date : (dd/mm/yyyy) (/ /) | | |
| | | | | EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 4. | Bonus issue | | Class of shares issuable <u>N/A</u> (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 | | | | | | |
| 5. | Scrip dividend | At price : State currency _____ | Class of shares issuable _____ (Note 1) | Issue and allotment date : (dd/mm/yyyy) (/ /) | | |
| | | | | EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 6. | Repurchase of shares | | Class of shares repurchased _____ (Note 1) | Cancellation date : (dd/mm/yyyy) (/ /) | | |
| | | | | EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 7. | Redemption of shares | | Class of shares redeemed _____ (Note 1) | Redemption date : (dd/mm/yyyy) (/ /) | | |
| | | | | EGM approval date: (dd/mm/yyyy) (/ /) | | |
| 8. | Consideration issue | At price : State currency _____ | 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 | | | |
| 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) <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>28,409,090</u> |
| | (2) | <u>0</u> |
| Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): | | <u>(25,000,000)</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> | | |

