



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer North Asia Resources Holdings Limited

Date Submitted 5 April 2016

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>76,905,061,616</u>	<u>HK\$0.01</u>	<u>HK\$769,050,616.16</u>	
Increase/(decrease)	<u>-</u>		<u>-</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>	<u></u>
Increase/(decrease)	<u></u>		<u></u>	<u></u>
Balance at close of the month	<u></u>	<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. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>Convertible Preference Shares (Class A)</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>547,638,384</u>	<u>HK\$0.01</u>	<u>HK\$5,476,383.84</u>
Increase/(decrease)		<u>-</u>		<u>-</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>20,663,363,407</u>	<u>-</u>	<u>0</u>	<u>0</u>
Increase/ (decrease) during the month	<u>38,000,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at close of the month	<u>58,663,363,407</u>	<u>-</u>	<u>0</u>	<u>0</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. Share Option Scheme 2015 granted on 14 July 15 (28/05/2015) Ordinary shares (Note 1)	-	-	-	-	-	807,000,000
2. _____ _____ _____ (/ /) shares (Note 1)						
3. _____ _____ _____ (/ /) shares (Note 1)						
			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>HK\$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 (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
2. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
3. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
4. _____ _____ _____	_____	_____	_____	_____	_____	_____
(/ /) 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
<u>1. Convertible Bonds due 2017</u>						
	HK\$	1,420,387,975.68	-	1,420,387,975.68	-	20,291,256,795
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$0.07					
EGM approval date (if applicable) (dd/mm/yyyy)	(12 / 04 / 2013)					
<u>2. Convertible Bonds due 2016</u>						
	US\$	16,500,000	-	-	-	-
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)	(12/04/2013)					
<u>3.</u>						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
<u>4.</u>						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)						
				Total C. (Ordinary shares)	0	
				(Preference shares)	0	
				(Preference shares class A)	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 <u>HK\$ 0.01</u>	Class of shares issuable <u>Ordinary Shares</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ SGM approval date: (dd/mm/yyyy) _____	(18/03/2016)	(15/02/2016)
				<u>38,000,000,000</u>	
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /)	(/ /)

For Main Board and GEM listed issuers

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 _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p>	<p>_____</p> <p>_____</p>
6.	Repurchase of shares	<p>Class of shares repurchased (Note 1) _____</p> <p>Cancellation date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p>	<p>_____</p> <p>_____</p>
7.	Redemption of shares	<p>Class of shares redeemed (Note 1) _____</p> <p>Redemption date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p>	<p>_____</p> <p>_____</p>
8.	Consideration issue At price : State currency _____	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy)</p> <p>EGM approval date: (dd/mm/yyyy)</p>	<p>_____</p> <p>_____</p>

For Main Board and GEM listed issuers

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	<p>Class of shares issuable _____ (Note 1)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (dd/mm/yyyy) (/ /)</p>		
10. Other (Please specify)	<p>Class of shares issuable _____ (Note 1)</p> <p>At price : State currency _____ Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>AGM approval date: (dd/mm/yyyy) (/ /)</p>		
		Total E. (Ordinary shares)	<u>38,000,000,000</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>38,000,000,000</u>
	(2)	<u>0</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>0</u>
Total increase / (decrease) in preference shares 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):

On 18 March 2016, the Company had redeemed all outstanding Convertible Bonds due 2016 in order to reduce the interest expenses of the Company.

Pursuant to the terms of the instruments constituting the 2017 Convertible Bonds, the conversion price of the 2017 Convertible Bonds will be adjusted from the existing conversion price of HK\$0.17 per Share to HK\$0.07 per Share as a result of the Placing with effect from 18 March 2016, and a total of 20,291,256,795 Shares will fall to be issued upon exercise in full of the conversion rights attached thereto.

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.*