



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 / 01 / 2011

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer North Asia Resources Holdings Limited

Date Submitted 7 February 2011

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>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 (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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</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 (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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

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>851,390,960</u>	<u>-</u>	<u>2,338,710,400</u>	<u>-</u>
Increase/ (decrease) during the month	<u>-</u>	<u>-</u>	<u>-</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>						8,800,000
<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	2,338,710,400	0	2,338,710,400	0	2,657,625,453
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\$	30,000,000	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\$	10,000,000	0	10,000,000	0	59,615,384 [*]
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$1.30 [*]					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. Convertible Bonds due 2013						
	US\$	3,000,000	0	3,000,000	0	17,884,615 [*]
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)	Ordinary Shares					
Subscription price	HK\$1.30 [*]					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
					Total C. (Ordinary shares)	0
					(Preference shares)	0
					(Other class)	0

- # *As disclosed in the announcements of the Company dated 3 and 6 January 2011, the conversion price of the convertible bonds in the principal amount of US\$30,000,000 should have been adjusted to HK\$1.30 per share and the number of shares to be issued upon full exercise of the conversion rights attaching to the convertible bonds will be 178,846,153 shares subject to the approval of the shareholders of the Company.*
- * *As disclosed in the announcement of the Company dated 3 January 2011, the conversion price has been adjusted to HK\$1.30 per share and the number of shares to be issued upon full exercise of the conversion rights attaching to the convertible bonds in the principal amount of US\$10,000,000 and US\$3,000,000 will be 59,615,384 shares and 17,884,615 shares respectively with effect from 3 January 2011.*

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 <u> N/A </u> <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 <u> N/A </u> <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 <u> N/A </u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
4.	Bonus issue		Class of shares issuable <u> N/A </u> <i>(Note 1)</i> 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) _____ N/A	Issue and allotment date : (dd/mm/yyyy) (/ /)		
				EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
6.	Repurchase of shares		Class of shares repurchased (Note 1) _____ N/A	Cancellation date : (dd/mm/yyyy) (/ /)		
				EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
7.	Redemption of shares		Class of shares redeemed (Note 1) _____ N/A	Redemption date : (dd/mm/yyyy) (/ /)		
				EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
8.	Consideration issue	At price : State currency _____	Class of shares issuable (Note 1) _____ N/A	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 <u>N/A</u> <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 <u>N/A</u> <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>0</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 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>		

