

Monthly Return of Equity Issuer on Movements in Securities

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

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> Descrip	ption :	Ordinary	Shares
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	77,452,700,000	HK\$0.01	HK\$774,527,000
Increase/(decrease)	0		0
Balance at close of the month	77,452,700,000	HK\$0.01	HK\$774,527,000
(2) Stock code : <u>N/A</u> Descrij	ption :		
	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 : N/A Descrip		ption :	ion : <u>Convertible Preference Shares</u>			
			-	reference ares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	f preceding n	nonth	2,547,3	300,000	HK\$0.01	HK\$25,473,000
Increase/(decrease)					
Balance at close of	f the month		2,547,3	300,000	HK\$0.01	HK\$25,473,000

3. Other Classes of Shares

Stock code :	N/A	_Description :		
		No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of J	preceding 1	nonth		
Increase/(decrease)			_	
Balance at close of t	he month			

Total authorised share capital at the end of the month (State
currency) :HK\$800,000,000

II. Movements in Issued Share Capital

	No. of ordir	nary shares	No. of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	851,390,960		2,338,710,400	
Increase/ (decrease) during the month	-			
Balance at close of the month	851,390,960		2,338,710,400	

III. Details of Movements in Issued Share Capital

Share Options	under Share	Option	Schemes	of the Issuer)
onuic options	under ondre	opuon	Senemes	or the issuer,

Particulars of share option scheme		Schemes of the			No. of new shares of issuer issued during	No. of new shares of issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ing the month		thereto	as at close of the month
(dd/mm/yyyy) and			6		_	
class of shares		F • 1		т.,		
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Grant date						
16/04/2007						
Exercise price						
HK\$3.55						
(30/05/2005)						
Ordinary shares						60,822
(Note 1)						
2.Grant date						
09/07/2007						
Exercise price						
HK\$6.51						
(25/05/2007)						
Ordinary shares						7,257,686
(Note 1)						
3.Grant date						
20/11/2007						
Exercise price						
HK\$3.75						
(25/05/2007)						
Ordinary shares						818,649
(Note 1)						
4.Grant date						
13/03/2008						
Exercise price						
HK\$2.40						
(20/02/2008)						
Ordinary shares						6,649,872
(Note 1)						,
5.Grant date						
15/08/2008						
Exercise price						
HK\$1.00						
(28/05/2008)						
Ordinary shares						300,000
(Note 1)						
6.Grant date						
22/12/2009						
Exercise price						
HK\$2.34						
(27/05/2009)						
Ordinary shares						8,500,000
(Note 1)						, ,

Share Options (under	Share Option	Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement duri	ng the month		thereto	as at close of the month
(dd/mm/yyyy) and —					·	
class of shares	Cuental	F actoria d	Concelled	Tanaad		
issuable	Granted	Exercised	Cancelled	Lapsed		
7.Grant date						
18/10/2010						
Exercise price						
HK\$1.49						
(31/05/2010)						
Ordinary shares						8,800,000
(Note 1)						
		Тс	otal A. (Ordin	ary shares)	0	
			(Prefere	nce shares)	0	
			(0	Other class)	0	
Total funds raised duri	ing the month	ı from exercise o	of			
options (State currenc	y)			0		

For Main Board and GEM listed issuers

Warrants to Issue Shares of the Issuer which are to be Listed	Warrants to	Issue S	hares of	the Issuer	which a	re to be	Listed
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Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of Nominal value a nominal close of value preceding month	during the	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
<u>1. N/A</u>					
(/ /) Stock code (if listed) Class of shares issuable (<i>Note 1</i>) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)					
<u>2. N/A</u>		_			
(/ /) Stock code (if listed) Class of shares issuable (Note 1)					
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 3. N/A	(/ /)	_			
(/ /) Stock code (if listed) Class of shares issuable (Note 1)					
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)	(/ /)	_			
	Tot	(Prefere	nary shares) ence shares) Other class)	0	

For Main Board and GEM listed issuers

No. of new No. of new shares of shares of issuer which issuer issued during the may be issued month pursuant pursuant thereto as at Currency of Amount at close Converted Amount at thereto close of the amount of preceding during the close of the month Class and description outstanding month month 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 (Note 1) Ordinary Shares Subscription price HK\$0.44 EGM approval date (if applicable) (dd/mm/yyyy) (10 / 11 / 2009) 2. Convertible Bonds due 2013 30,000,000 30,000,000 136,764,705# US\$ 0 0 Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$1.70[#] EGM approval date (if applicable) (dd/mm/yyyy) 1 3. Convertible Bonds due 2013 10,000,000 US\$ 0 10,000,000 0 59,615,384 Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$1.30^{*} EGM approval date (if applicable) (dd/mm/yyyy) 1 1 4. Convertible Bonds due 2013 3,000,000 3,000,000 0 0 17,884,615* US\$ Stock code (if listed) Class of shares issuable (Note 1) Ordinary Shares Subscription price HK\$1.30^{*} EGM approval date (if applicable) (dd/mm/yyyy) (//) Total C. (Ordinary shares) (Preference shares) 0 0 (Other class)

- # 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.

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. <u>N/A</u>		
shares (Note 1)		<u> </u>
2. N/A		
shares (Note 1)		
3. <u>N/A</u>		
shares (Note 1)		
Total D. (Ordinary shares)	0	
(Preference shares)	0	- -
(Other class)	0	<u>.</u>

				shares of issuer issued during the month pursuant thereto	shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue				
			Class of shares issuable N/A (Note 1)	_	
1.	Rights issue	At price : State	Issue and allotment date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
			Class of shares issuable N/A (Note 1)	-	
2.	Open offer	At price : State currency	Issue and allotment date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
			Class of shares issuable N/A (Note 1)	_	
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
			Class of shares issuable N/A (Note 1)	_	
4.	Bonus issue		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				
			Class of shares issuable N/A (Note 1)	-	
5.	Scrip dividend	At price : State	Issue and allotment date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
			Class of shares N/A repurchased (Note 1)	-	
6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
			Class of shares N/A redeemed (<i>Note 1</i>)	-	
7.	Redemption of shares		Redemption date : (dd/mm/yyyy) (/ /)		
			EGM approval date: (dd/mm/yyyy) (/ /)		
			Class of shares issuable <u>N/A</u> (<i>Note 1</i>)	_	
8.	Consideration issue	At price : State currency ———	- 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		(<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) (/	N/A /) /)		
10.	Other (Please specify)	At price : State	EGM approval date:	N/A /) /)		
			(Preferen	ary share nce share Other clas	s) 0	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	0	
	(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:	Kwok Mei Fan		
Title:	Company Secretary		
(Director, Se			
(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.