



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 / 10 / 2010

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer North Asia Resources Holdings Limited

Date Submitted 4 November 2010

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>80,000,000,000</u>		<u>HK\$0.01</u>	<u>HK\$800,000,000</u>
Increase/(decrease)	<u>0</u>			<u>0</u>
Balance at close of the month	<u>80,000,000,000</u>		<u>HK\$0.01</u>	<u>HK\$800,000,000</u>
(2) Stock code :	<u>N/A</u>	Description :	<u></u>	
			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 : _____		
	No. of preference shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month	<u>2,363,710,400</u>	<u>-</u>	<u>-</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>2,363,710,400</u>	<u>-</u>	<u>-</u>

3. Other Classes of Shares

Stock code : <u>N/A</u>	Description : _____		
	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	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the 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 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>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Balance at close of the month	<u>822,981,870</u>	<u>-</u>	<u>2,363,710,400</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		
7. Grant date						
18/10/2010						
Exercise price						
HK\$1.49						
(adopted on 30/05/2002 and refreshed on 31/05/2010)						
Ordinary shares	9,000,000					9,000,000
(Note 1)						
			Total A. (Ordinary shares)		0	
			(Preference shares)		0	
			(Other class)		0	
Total funds raised during the month from exercise of options (State currency)					0	

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	

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

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) (/ /)		

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 _____ <u>N/A</u> <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
6.	Repurchase of shares		Class of shares _____ <u>N/A</u> repurchased <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	_____	_____
7.	Redemption of shares		Class of shares _____ <u>N/A</u> 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 _____ <u>N/A</u> <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 <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>		

Remarks (if any):

On 29 October 2010, the Company entered into two subscription agreements in respect of the issues of (i) the convertible bonds in the principal amount of US\$3,000,000 due three years from the issue date convertible into 13,676,470 new ordinary shares of HK\$0.01 each at the initial conversion price of HK\$1.70 per share; and (ii) the convertible bonds in the principal amount of US\$10,000,000 due three years from the issue date convertible into 45,588,235 new ordinary shares of HK\$0.01 each at the initial conversion price of HK\$1.70 per share. The new shares to be issued by the Company upon the exercise of the conversion rights attaching to the said convertible bonds shall be issued under the general mandate granted to the directors by the shareholders of the Company at the special general meeting of the Company held on 22 October 2010.

Submitted by: Kwok Mei Fan

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.*