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NORTH ASIA STRATEGIC HOLDINGS LIMITED

北亞策略控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8080)

VERY SUBSTANTIAL ACQUISITION AND RESUMPTION OF TRADING

Financial adviser to North Asia Strategic Holdings Limited



SOMERLEY LIMITED

On 16th October 2006, the Company, Good Tactics, the Existing Target Shareholders and the Target entered into the Agreement, pursuant to which Good Tactics has conditionally agreed to subscribe for the Target Preferred Shares to be issued by the Target at an aggregate subscription price of HK\$143,333,333.0.

The Target Group is principally engaged in the processing and sale of fishmeal, the refining and sale of fish oil, the manufacturing and sale of aquatic feed products and the trading of other raw materials relating to aquatic feeds in the PRC.

The Target Preferred Shares are convertible into Target Shares at the initial conversion ratio of one Target Preferred Share for one Target Share (subject to customary adjustments). Upon full conversion of the Target Preferred Shares into the Target Shares at the initial conversion ratio of one to one, Good Tactics will become interested in 40% of the enlarged issued Target Shares.

The Subscription constitutes a very substantial acquisition for the Company under the GEM Listing Rules and is subject to approval of the Shareholders. No Shareholders is required to abstain from voting on the resolution to be proposed at the Special General Meeting to approve the Agreement and the Subscription. A circular containing, among other things, details of the Agreement, the financial information of the NAS Group and the Target Group and a notice of the Special General Meeting will be despatched to the Shareholders as soon as practicable.

Trading in the Shares on the Stock Exchange has been suspended from 9:30 a.m. on 17th October 2006 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the Shares from 9:30 a.m. on 20th October 2006.

* *for identification purpose only*

The Board is pleased to announce that the Company, Good Tactics, the Existing Target Shareholders and the Target have on 16th October 2006 entered into the Agreement in relation to the Subscription. Details of the Agreement are set out below.

THE AGREEMENT

Date: 16th October 2006

Parties:

Subscriber: Good Tactics, a wholly-owned subsidiary of the Company

Issuer: the Target

Guarantors: the Company, as guarantor for the obligations of Good Tactics under the Agreement; and the Existing Target Shareholders, as guarantors for the obligations of the Target under the Agreement

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Target and the Existing Target Shareholders and their respective associates are Independent Third Parties. As at the date of the Agreement, the Target was wholly owned by the Existing Target Shareholders.

Securities to be subscribed:

Subject to the terms and conditions of the Agreement, the Target shall issue and Good Tactics shall subscribe for a total of 100,000,000 Target Preferred Shares at a total subscription price of HK\$143,333,333.0 (equivalent to approximately HK\$1.43 per Target Preferred Share).

The principal terms of the Target Preferred Shares are as follows:

Redemption and conversion: The Target Preferred Shares are not redeemable.

The Target Preferred Shares shall be automatically converted into the Target Shares at the initial conversion ratio of one Target Preferred Share to one Target Share, subject to customary adjustments, on the earlier of (i) the first day on which the Target Shares are capable of being traded on the Stock Exchange, the Singapore Exchange Securities Trading Limited, The NASDAQ Stock Market, AIM or such other stock exchange as may be approved by the holder(s) of the Target Preferred Shares pursuant to a qualified initial public offering; and (ii) the date approved by affirmative votes of the holder(s) of the Target Preferred Shares holding in aggregate at least 50% of the Target Preferred Shares. Holder(s) of the Target Preferred Shares shall also have the right to convert the Target Preferred Shares into Target Shares at any time prior to conversion pursuant to the aforesaid events at the then prevailing conversion ratio.

Adjustment for conversion ratio will arise as a result of certain changes in the share capital of the Target including, among other things, capital reorganisation involving consolidation, sub-division or re-classification of shares, bonus issue by way of capitalisation of profits or reserves, capital distributions and subsequent issue of rights, options, warrants and other convertible securities in the Target.

The Target Shares, when issued, shall rank *pari passu* in all respects with all other Target Shares then in issue on the date of conversion including the right to any dividends or other distributions declared, made or paid, the record date of which falls on a date on or after the date of conversion.

Upon full conversion of the Target Preferred Shares at the initial conversion ratio of one Target Preferred Share for one Target Share, an aggregate of 100,000,000 Target Shares will be issued to Good Tactics, representing approximately 66.7% of the total issued Target Shares as at the date of this announcement and 40% of the issued share capital of Target as enlarged by the Target Shares to be issued upon conversion of all the Target Preferred Shares.

Upon full conversion of the Target Preferred Shares at the initial conversion ratio of one Target Preferred Share for one Target Share, the Existing Target Shareholders will be interested in 60% of the issued share capital of Target as enlarged by the Target Shares to be issued upon conversion of all the Target Preferred Shares.

Transferability: The Target Preferred Shares are transferable subject to the provisions of the Shareholders' Agreement as detailed in the section headed "Shareholders' Agreement" below.

Voting: Holder(s) of the Target Preferred Shares will be entitled to vote at general meetings of the Target prior to conversion of the Target Preferred Shares into the Target Shares on an as if fully converted basis. The holder(s) of the Target Preferred Shares shall vote together with the holders of the Target Shares and not as a separate class or series.

Ranking: Dividends or other distributions, if any, of the Target shall be distributed proportionately amongst the holders of the Target Shares and the Target Preferred Shares, and each Target Preferred Share shall for such purpose be deemed to be equal to the number of the Target Shares into which it is convertible on the record date for such distribution.

In the event of liquidation, winding up, dissolution, consolidation, merger, reorganisation, other form of disposal of the whole or substantially the whole of the business and assets of the Target Group, or any person or group of persons acting in concert purchases or otherwise acquires or obtains not less than 60% in nominal value of the Target Shares, the holder(s) of the Target Preferred Shares shall be entitled to receive, prior and in preference to any distribution of any of the assets or surplus funds of the Target to the holders of the Target Shares or any other class or series of shares by reason of their ownership thereof, an amount equal to

100% of the initial issue price of each Target Preferred Share held, together with the amount of any arrears of declared but unpaid dividends in respect of such Target Preferred Shares and the amount such holder of the Target Preferred Shares would receive if the Target Preferred Shares were converted into the Target Shares.

If a surplus remains after a distribution to the holders of the Target Preferred Shares as described above, the balance of such assets and retained profits shall be distributed proportionately among the holders of the Target Shares and the Target Preferred Shares, on the basis that each Target Preferred Share being deemed for such purpose to be equal to the number of the Target Shares into which such Target Preferred Share is convertible on the date of such event.

Other than the Target Preferred Shares to be issued pursuant to the Agreement, there are no other outstanding convertible securities of the Target in issue as at the date of this announcement.

Subscription price:

The aggregate subscription price for the Target Preferred Shares is HK\$143,333,333.0 and shall be payable as to:

- (i) HK\$71,666,666.5 at Completion; and
- (ii) the balance of HK\$71,666,666.5 in one or more payment(s) as may be required by the Target to finance its business plan, monthly budget and schedule for the use of funds as set out in condition (v) below after the utilisation (including the application of part of the proceeds for re-financing or replacement or releasing cash or property security provided by the Existing Target Shareholders to secure the banking facilities of the Target Group) in full of proceeds paid in (i) above, provided that all unpaid amounts shall be paid on the first anniversary of the date of Completion (or if it is not a business day, the next following business day).

Each of the Existing Target Shareholders and the Target warrants that if the unaudited consolidated profit after taxation of the Target for the eight months ended 31st August 2006 (the “Actual August NPT”) is less than 95% of HK\$34,686,000.0, they shall jointly and severally on demand of Good Tactics pay to Good Tactics an amount equal to 5 times 40% of the difference between the Actual August NPT and HK\$34,686,000.0, subject to a maximum of HK\$14,333,333.0.

The subscription price for the Target Preferred Shares was determined after arm’s length negotiations between the Company and the Target after considering the historical profitability of the Target Group and the prospects of the industry in which the Target Group operates. In determining the aggregate subscription price of the Target Preferred Shares, the Directors have made reference to the growth trend in the industry as evidenced by the increase in production of aquatic feed in the PRC from approximately 4.9 million metric tonnes in 2000 to approximately 9.8 million metric tonnes in 2005 according to statistics contained in ChinaFeedOnline.com and 全國飼料工業統計資料 (National Feed Industry Statistics), representing a compound annual growth rate of approximately 14.9%. Based on the above, the Directors are confident about the demand for aquaculture in the PRC. Having considered the future prospects of the aquatic feed market and the proven profitable track record of the Target Group as mentioned in paragraph headed “Information on the Target Group” below, the Directors are of the view that the terms of the Subscription including the subscription price to be fair and reasonable.

Conditions:

Completion is subject to the following conditions being fulfilled or waived (as the case may be) on or before 31st January 2007 (or such later date as the parties to the Agreement may agree):

- (i) the adoption by the Target of the new memorandum and bye-laws, the alteration of the Target's authorised share capital to HK\$50,000,000 divided into 500,000,000 Target Shares and HK\$10,000,000 divided into 100,000,000 Target Preferred Shares, the completion of all applicable filing and/or registration requirements in connection therewith and the approval (if required) of the Agreement and the transactions contemplated thereunder including the issue and allotment of the Target Preferred Shares by the shareholders of the Target;
- (ii) all necessary regulatory and government consents, licences and approvals for the transactions contemplated under the Agreement having been obtained;
- (iii) completion of the due diligence review by Good Tactics and Good Tactics being satisfied with such review in all respects in its sole discretion;
- (iv) the approval (if required) of the Agreement and the transactions contemplated thereunder by the shareholders of Good Tactics and/or the Shareholders in the manner required by the GEM Listing Rules;
- (v) a business plan, the monthly budget and a schedule showing the use and timing of the use of funds from the proceeds of the Subscription by the Target Group, each prepared in English and submitted by the Target to Good Tactics covering the business and operations of the Target Group for a period commencing from a date which falls on or before Completion to 31st December 2008 all having been mutually agreed by Good Tactics and the Existing Target Shareholders (such approval not to be unreasonably withheld by Good Tactics or the Existing Target Shareholders);
- (vi) the Target and the Existing Target Shareholders having delivered to Good Tactics in English (a) a certified true copy of the audited consolidated financial statements of the Target Group for the three financial years ended 31st December 2005; and (b) a copy of each of the unaudited proforma consolidated accounts of the Target Group and the unaudited accounts of each subsidiary for the period commencing 1st January 2006 and ended on 31st August 2006 certified as true and accurate by a director of the Target;
- (vii) the audited consolidated profit after taxation of the Target for the year ended 31st December 2005 as shown in the audited accounts is not less than 95% of HK\$37,331,000.0 and the audited consolidated profit after taxation of the Target for the six months ended 30th June 2006 is not less than 90% of HK\$31,000,000.0; and
- (viii) each member of the Target Group having entered into service agreement with their key management staff.

Good Tactics may, at its absolute and sole discretion by notice in writing to the Target, waive any or all of the above conditions before 31st January 2007 (or such later date as the parties to the Agreement may agree). Good Tactics will not waive condition (iv) and does not at present have any intention to waive any

other conditions as mentioned above. If any of the above conditions are not fulfilled or waived by Good Tactics on or before 31st January 2007 (or such later date as the parties to the Agreement may agree), the Agreement shall terminate and none of the parties thereto shall have any liabilities to the others save for any antecedent breaches and obligations which are expressed in the Agreement to survive.

Completion:

Completion shall take place on the 7th business day after the fulfillment or waiver of the above conditions (or such other date as Good Tactics and the Target may agree in writing).

Rescission rights of Good Tactics:

If at any time prior to Completion:

- (i) there is any matter or event showing that any of the representations and warranties given by the Target and the Existing Target Shareholders under the Agreement to be untrue or misleading or any of the representations and warranties having been breached in any respect; or
- (ii) any of the Target or the Existing Target Shareholders is in breach of any obligations on its part under the Agreement; or
- (iii) the performance of the terms of the Agreement and the transactions contemplated thereunder by any party to the Agreement and/or any members of the Target Group is or may, in the opinion of Good Tactics, be affected by an event or series of events including, without limitation, acts of government, strikes, lock-outs, fire, explosion, flooding, civil commotion, acts of war, acts of God or accident, any new law or regulation or change in existing laws or regulations or any change in the interpretation or application thereof by any court or other competent authority or any change or development occurs involving a change in taxation or exchange control (or the implementation or deregulation of any exchange control); or
- (iv) if a liquidator or receiver or other person carrying out any similar function is appointed in respect of any part of assets or undertakings of any member of the Target Group or if an order is made or a resolution is passed for the winding up of any member of the Target Group; or
- (v) there occurs any material adverse change in the financial markets in Hong Kong, any outbreak of hostilities or escalation thereof including, without limitation, as a result of terrorist attacks or other calamity or crisis or any change or development involving a prospective change in national or international political, financial or economic conditions, or currency exchange rates or exchange controls, in each case the effect of which is such as to make it, in the judgment of Good Tactics, impracticable or inadvisable to subscribe for the Target Preferred Shares; or
- (vi) there occurs in the opinion of Good Tactics, acting reasonably, any material adverse change in the financial and trading position or prospects of the Target Group whether or not as a result of the consummation of the transactions contemplated under the Agreement; or

- (vii) there is any material breach of any of the representations and warranties given by the Target and the Existing Target Shareholders under the Agreement or other terms of the Agreement by the Target and the Existing Target Shareholders,

then Good Tactics may without any liability to the Target elect not to complete the Subscription by giving notice of the same in writing to the Target.

SHAREHOLDERS' AGREEMENT

At Completion, Good Tactics, the Target, the Existing Target Shareholders and the Company shall enter into the Shareholders' Agreement to regulate the respective shareholders' rights of Good Tactics and the Existing Target Shareholders in the Target.

The board of directors of the Target now consists of three members, including the Existing Target Shareholders. Pursuant to the Shareholders' Agreement, the board of directors of the Target following Completion shall consist of not more than five directors. The Existing Target Shareholders will be entitled to appoint not more than three representatives, while Good Tactics will be entitled to appoint such number of directors in proportion to its interests in the issued share capital of the Target on an as if fully converted basis, rounded up to the nearest integral number of directors. Accordingly, Good Tactics shall be entitled to appoint two representatives if there are five directors on the board of Target.

In addition, Good Tactics agrees that, subject to compliance with all applicable regulatory requirements and if requested by the lenders of the existing banking facilities of the Target Group, Good Tactics and/or the Company shall provide corporate guarantees, provided that (i) the maximum aggregate liability to be guaranteed by Good Tactics and/or the Company does not exceed its pro rata share of shareholding in the total issued share capital of Target on a fully diluted basis as if the Target Preferred Shares have been fully converted; and (ii) the Existing Target Shareholders jointly or severally also provide comfort required by the lender of that relevant banking facility in respect of their pro rata share of liability equal to their percentage shareholding in the total issued share capital of the Target on a fully diluted basis as if the Target Preferred Shares have been fully converted. In the event such guarantees are required from Good Tactics and/or the Company, the Company shall comply with the relevant provisions of the GEM Listing Rules. As at the date of this announcement, none of the lenders of the existing banking facilities of the Target Group has made such request.

The Shareholders' Agreement shall also contain provisions which give Good Tactics first right of refusal over sales of shares in the Target by the Existing Target Shareholders and vice versa. In addition, Good Tactics also has (i) a tag along right to require the Existing Target Shareholders to procure the purchaser for their shares also purchase shares from Good Tactics on no less favourable terms; and (ii) for so long as the Existing Target Shareholders will hold not less than 51% of the Target Shares in issue, the first right to participate (in proportion to its interest in the Target Shares on an as if converted basis) in future new issues of securities by the Target.

INFORMATION ON THE TARGET GROUP

The Target Group is principally engaged in the processing and sale of fishmeal, the refining and sale of fish oil, the manufacturing and sale of aquatic feed products and the trading of other raw materials relating to aquatic feeds in the PRC. The production base of the Target Group is located in Fuzhou, the

PRC, with capability to process a diversified range of fishmeal products and refine fish oil with raw materials mainly imported from overseas countries. The aquatic feed products produced by the Target Group include eel feed, freshwater fish feed, marine fish feed, shrimp feed and frog feed; and the fish oil is mainly used as a nutritional additive to various types of aquatic feed. Products of the Target Group are sold primarily to aquatic feed distributors, feed manufacturers and aquaculture farms in the PRC through the Target Group's distribution network comprising eight branch offices in the PRC.

According to the audited accounts of the Target Group prepared in accordance with accounting principles generally accepted in Hong Kong, the Target Group recorded net profit before tax and extraordinary items of approximately HK\$47.0 million and HK\$43.4 million respectively for each of the two years ended 31st December 2004 and 2005. The net profit after tax and extraordinary items for each of the two years ended 31st December 2004 and 2005 were approximately HK\$40.5 million and HK\$37.3 million respectively. The audited consolidated net asset value of the Target Group attributable to the shareholders of the Target as at 31st December 2005 was approximately HK\$126.9 million.

The proceeds from the Subscription are intended to be used by the Target Group to finance the expansion of the existing or new fish oil products production and storage facilities and expansion of existing or building of new aquatic feed plant(s), expansion into the seafood processing business and future merger and acquisition activities in accordance with the business plan, monthly budget and schedule for the use of funds as agreed by Good Tactics and the Target as mentioned in condition (v) in the paragraph headed "Conditions" above. Subject to the approval of the board of the Target at any time after Completion to do so, the Target may also apply up to HK\$23,000,000 of the proceeds for re-financing or replacement or release of cash or property security provided by the Existing Target Shareholders to secure the banking facilities of the Target Group.

REASONS FOR THE SUBSCRIPTION

The NAS Group is principally engaged in the trading of steel products, provision of procurement services for steel products, operation of an e-commerce vertical portal for the provision of online steel trading services and ancillary services. On 11th August 2006, the Company announced that it entered into a conditional agreement on 2nd August 2006 to acquire the entire issued share capital of American Tec Company Limited and Autron India Private Limited, both of which are principally engaged in the business of trading of surface mount technology and printed circuit board assembly equipment, machinery and spare parts and the provision of related installation, training, repair and maintenance services. The aforesaid acquisition has not been completed as at the date of this announcement. Details of the aforesaid acquisition are set out in the circular of the Company dated 13th October 2006.

In view of the rapid growth of the PRC economy and the improvement in living standards, the demand for aquaculture and livestock in the PRC have seen continuous growth in recent years. In particular, production of aquatic feed has increased from approximately 4.9 million metric tonnes in 2000 to approximately 9.8 million metric tonnes in 2005 according to statistics contained in ChinaFeedOnline.com and 全國飼料工業統計資料 (National Feed Industry Statistics). The Board is positive about the aquatic feed industry in the PRC as a whole. Given its established position as one of the largest fish meal importers in the PRC and the experience of the management team, the Board believes the Target Group has competitive niche to capture the growth potential in the aquatic feed industry. Part of the proceeds

from the Subscription are intended to be used by the Target Group to finance the expansion of the existing or new fish oil products production and storage facilities and expansion of existing or building of new aquatic feed plant(s), expansion into the seafood processing business and future merger and acquisition activities. Having considered the future prospects of the aquatic feed market, the proven profitable track record of the Target Group and the business plan of the Target Group after the Subscription, the Board considers that the Subscription is in the interests of the Company and the Shareholders as a whole and the terms of the Agreement are fair and reasonable.

The Company has since February 2006 completed Placements of convertible preference shares raising approximately HK\$1,266.9 million (net of expenses) new capital. The new capital are intended to be used for the acquisition of strategic, possible controlling, stakes in companies with strong cash flow in growth sectors such as the consumer, industrial, technology, media and telecommunications businesses with a view to diversifying the operations of the NAS Group from its cyclical steel trading business. The Subscription is in line with the diversification strategy of the NAS Group as mentioned above. In accordance with the terms of the Placements, the subscription price for the Placements shall be payable in cash by the placees in four equal installments and one quarter of the subscription monies from the Placements (approximately HK\$320.1 million) has been received by the NAS Group. The Company has served notices to require the placees to accelerate payment of the second instalment of the subscription money according to the terms of the Placements to fund the acquisition of American Tec Company Limited and Autron India Private Limited and notices will also be served to the placees for funding the Subscription.

As the Company will share joint control with the Existing Target Shareholders over the strategic financial and operating decisions of the Target Group pursuant to the Shareholders' Agreement following Completion, it is expected that the Target Group will be accounted for as a jointly controlled entity by the NAS Group under Hong Kong Accounting Standard 31.

GEM LISTING RULES IMPLICATION

The Subscription constitutes a very substantial acquisition of the Company under the GEM Listing Rules and is subject to the approval of the Shareholders. As no Shareholder or its associates have interests in the Agreement which are different from the other Shareholders, no Shareholder is required to abstain from voting on the resolution to be proposed at the Special General Meeting regarding the Agreement and the Subscription.

GENERAL

A circular containing, among other things, details of the Agreement, the financial information of the NAS Group and the Target Group and a notice of the Special General Meeting will be despatched to the Shareholders as soon as practicable.

Trading in the Shares on the Stock Exchange has been suspended from 9:30 a.m. on 17th October 2006 pending the release of this announcement. An application has been made to the Stock Exchange for the resumption of trading in the Shares from 9:30 a.m. on 20th October 2006.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings:

“Agreement”	the conditional subscription agreement dated 16th October 2006 entered into among Good Tactics, the Target, the Existing Target Shareholders and the Company in relation to the Subscription
“associates”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	board of the Directors
“Company”	North Asia Strategic Holdings Limited, a company incorporated in Bermuda with limited liability whose issued Shares are listed on GEM
“Completion”	completion of the Agreement
“Director(s)”	director(s) of the Company
“Existing Target Shareholders”	the two existing shareholders, ultimate beneficial owners and co-founders of the Target, both possess substantial experience in the fishmeal and aquatic feed industry and respectively own 80% and 20% of the entire issued Target Shares as at the date of the Agreement (and 48% and 12% respectively upon full conversion of the Target Preferred Shares)
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Good Tactics”	Good Tactics Limited (佳略有限公司), a company incorporated in the British Virgin Islands with limited liability and a wholly-owned subsidiary of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Parties”	third parties independent of the Company and its connected persons (has the meaning ascribed to it under the GEM Listing Rules)
“NAS Group”	the Company and its subsidiaries
“Placements”	the placements of convertible preference shares completed by the Company in February, March and September 2006 (details of which are set out in the Company’s announcements dated 30th December 2005 and 26th July 2006, and circulars dated 24th January and 17th August 2006)

“PRC”	the People’s Republic of China, which for the sole purpose of this announcement, shall exclude Hong Kong, the Macao Special Administrative Region of the PRC and Taiwan
“Share(s)”	the ordinary share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Shareholders’ Agreement”	the shareholders’ agreement to be executed by Good Tactics, the Target, the Existing Target Shareholders and the Company upon Completion
“Special General Meeting”	the special general meeting of the Company to be held to consider and, if thought fit, approve the Agreement and the Subscription
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the proposed subscription of the Target Preferred Shares by Good Tactics pursuant to the terms and conditions of the Agreement
“Target”	Coland Group Limited, a company incorporated in Bermuda with limited liability
“Target Group”	the Target and its subsidiaries
“Target Preferred Shares”	a total of 100,000,000 convertible preferred shares of HK\$0.10 each in the share capital of the Target to be issued by the Target to Good Tactics pursuant to the terms and conditions of the Agreement
“Target Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Target
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

By Order of the Board
North Asia Strategic Holdings Limited
Savio Chow Sing Nam
Executive Director and Chief Executive Officer

Hong Kong, 19th October 2006

As at the date of this announcement, the Board comprises Mr. Göran Sture Malm (Chairman), Mr. Henry Cho Kim (Deputy Chairman), Mr. Savio Chow Sing Nam (Chief Executive Officer) and Mr. Andrew Yao Cho Fai (being the executive Directors), Mr. Philip Ma King Huen, Mr. Kenny Tam King Ching and Mr. Edgar Kwan Chi Ping (being the independent non-executive Directors).

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief that:- (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

This announcement will remain on the GEM website at www.hkgem.com on the “Latest Company Announcement” page for at least seven days from the date of its posting and on the Company’s website at www.nasholdings.com.