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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)**

### **POSSIBLE DISPOSAL OF A JOINTLY-CONTROLLED ENTITY; POSSIBLE PROFIT WARNING; AND RESUMPTION OF TRADING**

This announcement is made by the Company pursuant to Rule 17.10 of the GEM Listing Rules and the provisions of inside information under Part XIVA of the Securities and Futures Ordinance.

#### **POSSIBLE DISPOSAL AND POSSIBLE PROFIT WARNING**

The Company has received an offer from the Offeror on 3rd May 2013 (after trading hours) for the possible acquisition of the Company's total equity interest in Coland, a 40% jointly-controlled entity engaged in refining and sale of fish oil, processing and sale of fishmeal and manufacturing and sale of aquatic feed products.

Negotiation of the terms and conditions including, inter alia, the consideration of the Offer is ongoing and no binding agreement has been entered as at the date of this announcement. The Offer, if accepted in its current proposal, is expected to incur a significant impairment loss of approximately HK\$58 million for the Company, as compared to an unaudited consolidated net profit of approximately HK\$15 million recorded for the nine months ended 31st December 2012.

The estimates contained in this announcement are only a preliminary assessment by the Board based on the information currently available and the unaudited consolidated management accounts of the Company, which have not been reviewed by the Company's audit committee.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

\* *For identification purpose only*

## **RESUMPTION OF TRADING**

Pending the release of this announcement, trading in the shares of the Company on the Stock Exchange has been halted with effect from 9:00 a.m. on 6th May 2013 at the request of the Company. An application has been made by the Company to the Stock Exchange for resumption of trading in the shares of the Company with effect from 9:00 a.m. on 8th May 2013.

This announcement is made by North Asia Strategic Holdings Limited (the “Company”) pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM Listing Rules”) of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) and the provisions of inside information under Part XIVA of the Securities and Futures Ordinance (Cap.571, Laws of Hong Kong).

## **POSSIBLE DISPOSAL**

The board of directors (the “Board”) of the Company announces that the Company has received an offer from an offeror (the “Offeror”) on 3rd May 2013 (after trading hours) for the possible acquisition of the Company’s interest in Coland Group Limited (“Coland”) for US\$16 million (equivalent to approximately HK\$124 million) (the “Offer”). As at the date of this announcement, the Company is interested in 40% of the total equity interest in Coland through 100,000,000 convertible preferred shares held through Good Tactics Limited, a wholly-owned subsidiary of the Company. Coland is engaged in refining and sale of fish oil, processing and sale of fishmeal and manufacturing and sale of aquatic feed products.

To the best knowledge, information and belief of the directors of the Company, having made all reasonable enquiries, the Offeror is a third party independent of the Company and its connected persons (as defined under the GEM Listing Rules).

The Board considers the Offer is inadequate and will continue to negotiate with the Offeror for improvements. The Offer, if accepted, would likely be a notifiable transaction of the Company under Chapter 19 of the GEM Listing Rules and the Company would have to comply with the relevant disclosure and/or shareholders’ approval requirement accordingly where appropriate.

## **POSSIBLE PROFIT WARNING**

The Board wishes to inform the shareholders and potential investors of the Company that negotiation of the terms and conditions including, inter alia, the consideration of the Offer is ongoing and no binding agreement has been entered as at the date of this announcement. However, if the Company accepts the Offer in its current proposal, it is expected to incur a significant impairment loss of approximately HK\$58 million from the proposed disposal, as compared to an unaudited consolidated net profit of approximately HK\$15 million for the nine months ended 31st December 2012.

The estimates contained in this announcement are only a preliminary assessment by the Board based on information currently available and the unaudited consolidated management accounts of the Company, which have not been reviewed by the Company's audit committee.

**Shareholders and potential investors of the Company are advised to exercise caution when dealing in the shares of the Company.**

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By Order of the Board  
**NORTH ASIA STRATEGIC HOLDINGS LIMITED**  
**Ding Yi**  
*Chairman and Executive Director*

Hong Kong, 7th May 2013

*As at the date of this announcement, the Board comprises Mr. Ding Yi (Chairman and Executive Director), Mr. James Tsiolis (Deputy Chairman and Non-Executive Director), Mr. Joseph Chan Nap Kee (Non-Executive Director); and Mr. Stephen Luk Kai Ming, Mr. Kenneth Kon Hiu King and Mr. Joseph Liang Hsien Tse (being Independent Non-Executive Directors).*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in the compliance with the Rules Governing the Listing of Securities on the GEM of the Stock Exchange 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 the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://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](http://www.nasholdings.com).*