

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this joint announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this joint announcement.

NORTH ASIA STRATEGIC HOLDINGS LIMITED

LU YING

北亞策略控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8080)

JOINT ANNOUNCEMENT

**(1) CLOSE OF THE
UNCONDITIONAL MANDATORY CASH GENERAL OFFER BY**



廣發證券(香港)經紀有限公司
GF SECURITIES (HONG KONG) BROKERAGE LIMITED

**FOR AND ON BEHALF OF THE OFFEROR
TO ACQUIRE ALL THE ISSUED SHARES IN THE CAPITAL OF
NORTH ASIA STRATEGIC HOLDINGS LIMITED
(OTHER THAN THOSE ALREADY OWNED OR AGREED TO BE ACQUIRED BY
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH HER); AND
(2) RESULTS OF THE OFFER**

Financial Adviser to the Offeror



廣發融資(香港)有限公司
GF CAPITAL (HONG KONG) LIMITED

Independent Financial Adviser to the Independent Board Committee

VEDA | CAPITAL
智略資本

CLOSE OF THE OFFER

The Offeror and the Company jointly announces that the Offer closed at 4:00 p.m. on Friday, 10 June 2016 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Friday, 10 June 2016, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror received valid acceptances in respect of a total of 47,818,132 Offer Shares (representing approximately 2.50% of the total number of Shares in issue as at the date of this joint announcement).

* *for identification purpose only*

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of acceptances of the Offer) payable for the Offer Shares will be despatched to the accepting Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven Business Days after the date of receipt of a duly completed acceptance in accordance with the Takeovers Code.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately after the close of the Offer and taking into account the valid acceptances in respect of the 47,818,132 Offer Shares, the Offeror and parties acting in concert with her are interested in an aggregate of 1,016,876,428 Shares (representing approximately 53.10% of the total number of Shares in issue as at the date of this joint announcement).

PUBLIC FLOAT

Immediately after the close of the Offer, 895,675,520 Shares, representing approximately 46.77% of the entire issued share capital of the Company, are held by the public (as defined in the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the minimum public float requirement as set out under Rule 11.23(7) of the GEM Listing Rules is satisfied.

Reference is made to the composite offer and response document dated 20 May 2016 jointly issued by the Offeror and the Company pursuant to the Takeovers Code (the "**Composite Document**"). Terms used herein shall have the same meanings as those defined in the Composite Document unless the context otherwise requires.

CLOSE OF THE OFFER

The Offeror and the Company jointly announces that the Offer closed at 4:00 p.m. on Friday, 10 June 2016 and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on 10 June 2016, being the latest time and date for acceptance of the Offer as set out in the Composite Document, the Offeror received valid acceptances in respect of a total of 47,818,132 Offer Shares (representing approximately 2.50% of the total number of Shares in issue as at the date of this joint announcement).

Remittances in respect of the cash consideration (after deducting the seller's ad valorem stamp duty in respect of the acceptance of the Offer) payable for the Offer Shares will be despatched to the accepting Shareholders by ordinary post at their own risk as soon as possible, but in any event within seven Business Days after the date of receipt of a duly completed acceptance in accordance with the Takeovers Code.

SHAREHOLDING STRUCTURE OF THE COMPANY

Immediately prior to the commencement of the Offer Period, the Offeror and parties acting in concert with her held the Offeror Shares and the Convertible Bonds. Save for the Offeror Shares and the Convertible Bonds as mentioned, none of the Offeror or parties acting in concert with her held, controlled or had direction over any Shares or any voting rights or any rights over Shares immediately prior to the Offer Period.

As at the date of this joint announcement there has not been any conversion or exercise of any conversion rights by the Offeror of any part of the Convertible Bonds (which upon full conversion will result in the issuance of an aggregate of 240,000,000 Shares at the initial conversion price of HK\$0.25 per Share (subject to adjustment)).

Immediately after the close of the Offer and taking into account the valid acceptances in respect of 47,818,132 Offer Shares, the Offeror and parties acting in concert with her are interested in an aggregate of 1,016,876,428 Shares, representing approximately 53.10% of the total number of Shares in issue as at the date of this joint announcement.

Save for the valid acceptances under the Offer as set out in this joint announcement, none of the Offeror or persons acting in concert with her has acquired or agreed to acquire any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company or any rights over the Shares during the Offer Period. The Offeror has not borrowed or lent any Shares or any other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of the Company during the Offer Period.

Set out below is the shareholding structure of the Company (i) immediately before the commencement of the Offer Period; and (ii) immediately after the close of the Offer and as at the date of this joint announcement:

	(i) Immediately before the commencement of the Offer Period		(ii) Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>
The Offeror and parties acting in concert with her	969,058,296	50.60	1,016,876,428	53.10
<i>Director</i>				
Zhang Yifan	2,445,296 <i>(Note 1)</i>	0.13	2,445,296 <i>(Note 1)</i>	0.13

	(i) Immediately before the commencement of the Offer Period		(ii) Immediately after the close of the Offer and as at the date of this joint announcement	
	<i>Number of Shares</i>	<i>Approximate %</i>	<i>Number of Shares</i>	<i>Approximate %</i>

Other shareholders

C.L Davids Fond og Samling	106,178,010	5.54	106,178,010	5.54
Other Public Shareholders	<u>837,315,642</u>	<u>43.72</u>	<u>789,497,510</u>	<u>41.23</u>
Total	<u><u>1,914,997,244</u></u>	<u><u>100.00</u></u>	<u><u>1,914,997,244</u></u>	<u><u>100.00</u></u>

Note 1: These Shares are beneficially held by Mr. Ding. Accordingly, Ms. Zhang Yifan, being the wife of Mr. Ding, is deemed to be interested in these Shares under the SFO.

PUBLIC FLOAT

Immediately after the close of the Offer and subject to the due registration by the Registrar of the transfer of the Offer Shares (in respect of which valid acceptances have been received), 895,675,520 Shares, representing approximately 46.77% of the total number of Shares in issue, are held by the public (as defined in the GEM Listing Rules). Accordingly, as at the date of this joint announcement, the minimum public float requirement as set out under Rule 11.23(7) of the GEM Listing Rules is satisfied.

By Order of the Board
North Asia Strategic Holdings Limited

LU Ying

Zhang Yifan
Executive Director

Hong Kong, 10 June 2016

As at the date of this joint announcement, the Board comprises Ms. Zhang Yifan and Mr. Pierre Tsui Kwong Ming (being Executive Directors); Mr. Joseph Liang Hsien Tse, Mr. Joseph Chan Nap Kee and Mr. Kenneth Kon Hiu King (being Independent Non-executive Directors).

The Directors of the Company jointly and severally accept full responsibility for the accuracy of the information contained in this joint announcement (other than that relating to the Offeror) and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this joint announcement (other than those expressed by the Offeror) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

The Offeror accepts full responsibility for the accuracy of information contained in this joint announcement (other than that relating to the Group and the Directors) and confirm, having made all reasonable inquiries, that to the best of her knowledge, opinions expressed in this joint announcement (other than that relating to the Group and the Directors) have been arrived at after due and careful consideration and there are no other facts not contained in this joint announcement, the omission of which would make any statement in this joint announcement misleading.

This joint 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.

The English text of this joint announcement shall prevail over its Chinese text.