

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this 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 announcement.*

## **NORTH ASIA STRATEGIC HOLDINGS LIMITED**

**北亞策略控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8080)**

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING  
HELD ON 25 MARCH 2019**

**(2) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE  
AND**

**(3) ADJUSTMENTS TO OUTSTANDING OPTIONS**

**Financial adviser to the Company**



YU MING INVESTMENT MANAGEMENT LIMITED  
禹銘投資管理有限公司

The Board is pleased to announce that the proposed resolution at the SGM held on 25 March 2019 was duly passed by the Shareholders by way of poll.

All the conditions precedent of the Share Consolidation have been fulfilled and the Share Consolidation will become effective on 26 March 2019.

Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will be changed from 8,000 Existing Shares to 4,000 Consolidated Shares.

The exercise price and the number of Shares subject to the Outstanding Options granted by the Company pursuant to the Share Option Scheme will be adjusted as a result of the Share Consolidation (details of the adjustment are set out below).

References are made to the circular (the “**Circular**”) of North Asia Strategic Holdings Limited (the “**Company**”) and the notice of special general meeting (the “**SGM Notice**”) dated 6 March 2019 in relation to the Share Consolidation and Change in Board Lot Size. Unless otherwise defined, capitalised terms herein shall have the same meanings as those defined in the Circular.

\* *For identification purpose only*

## POLL RESULTS OF THE SGM

The Board is pleased to announce that the proposed resolution at the SGM held on 25 March 2019 was duly passed by the Shareholders by way of poll.

As at the date of the SGM, there were a total of 2,725,808,054 Existing Shares in issue, which was the total number of Existing Shares entitling the Shareholders to attend and vote on the proposed resolution at the SGM. To the best of the Directors' knowledge, information and belief, none of the Shareholders were required to abstain from voting at the SGM under the GEM Listing Rules. In addition, there were no Shares entitling the holders to attend and abstain from voting in favour of the resolution at the SGM as set out in Rule 17.47A of the GEM Listing Rules.

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, was appointed as the scrutineer for the purpose of counting the votes at the SGM.

The poll results in respect of the proposed resolution are set out as follows:

Ordinary resolution	No. of votes cast and percentage of total no. of votes cast	
	For	Against
To approve the Share Consolidation. <sup>#</sup>	1,827,688,823 (100%)	0 (0%)

<sup>#</sup> *The full text of the ordinary resolution is set out in the SGM Notice.*

Since more than 50% of the votes were cast in favour of the above resolution, the resolution was duly passed as an ordinary resolution of the Company.

## SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE

All conditions precedent of the Share Consolidation have been fulfilled as at 25 March 2019. Pursuant to the expected timetable set out in the Circular, the Share Consolidation will take effect on Tuesday, 26 March 2019, which is also the first day for the free exchange of existing share certificates for the Existing Shares for new share certificates for the Consolidated Shares. The last day for the free exchange of existing share certificates for the Existing Shares for new share certificates for the Consolidated Shares will be Tuesday, 7 May 2019. Shareholders may between 9:00 a.m. and 4:30 p.m. on any business day during the aforesaid period submit share certificates for the Existing Shares to the Registrar at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong to exchange for new share certificates for the Consolidated Shares at the expense of the Company. The new share certificates will be issued in pink colour in order to distinguish them from existing share certificates which are in yellow colour.

Upon the Share Consolidation becoming effective, the board lot size for trading on the Stock Exchange will be changed from 8,000 Existing Shares to 4,000 Consolidated Shares. Please refer to the expected timetable set out in the Circular for details of the trading arrangement.

## **ADJUSTMENTS TO OUTSTANDING OPTIONS**

As at the date of this announcement, there are Outstanding Options entitling the holders thereof to subscribe for up to an aggregate of 73,232,000 Existing Shares under the Share Option Scheme.

Pursuant to the terms of the Share Option Scheme, adjustments are required to be made to the exercise price and the number of Consolidated Shares subject to the Outstanding Options granted by the Company pursuant to the Share Option Scheme as a result of the Share Consolidation. In accordance with the terms of the Share Option Scheme and the supplementary guidance issued by the Stock Exchange on 5 September 2005 (the “**Supplementary Guidance**”) regarding adjustment of share options under Rule 23.03(13) of the GEM Listing Rules, the exercise price and the number of Consolidated Shares subject to the Outstanding Options will be adjusted with effect from 26 March 2019, being the date on which the Share Consolidation becomes effective, in the following manner:

<b>Date of grant</b>	<b>Before adjustment</b>		<b>After adjustment</b>	
	<b>Number of Existing Shares to be issued upon full exercise of the Outstanding Options</b>	<b>Exercise price per Existing Share</b>	<b>Adjusted number of Consolidated Shares to be issued upon full exercise of the Outstanding Options</b>	<b>Adjusted exercise price per Consolidated Share</b>
16 August 2017	73,232,000	HK\$0.115	7,323,200	HK\$1.150

The aforesaid adjustment in relation to the Outstanding Options will take effect on Tuesday, 26 March 2019. The independent financial adviser appointed by the Company has reviewed the above adjustments and has certified in writing that the adjustments have been made in accordance with terms and conditions of the Share Option Scheme and in compliance with the GEM Listing Rules and the Supplementary Guidance.

Save for the above adjustments, all other terms and conditions of the Outstanding Options granted under the Share Option Scheme remain unchanged.

By order of the Board  
**North Asia Strategic Holdings Limited**  
**Law Wai Fai**  
*Company Secretary*

Hong Kong, 25 March 2019

*As at the date of this announcement, the Board comprises Ms. Zhang Yifan (Chairlady and Executive Director) and Mr. Pierre Tsui Kwong Ming (Executive Director); Mr. Joseph Liang Hsien Tse, Mr. Joseph Chan Nap Kee and Mr. Kenneth Kon Hiu King (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 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 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 Announcements” 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).*