

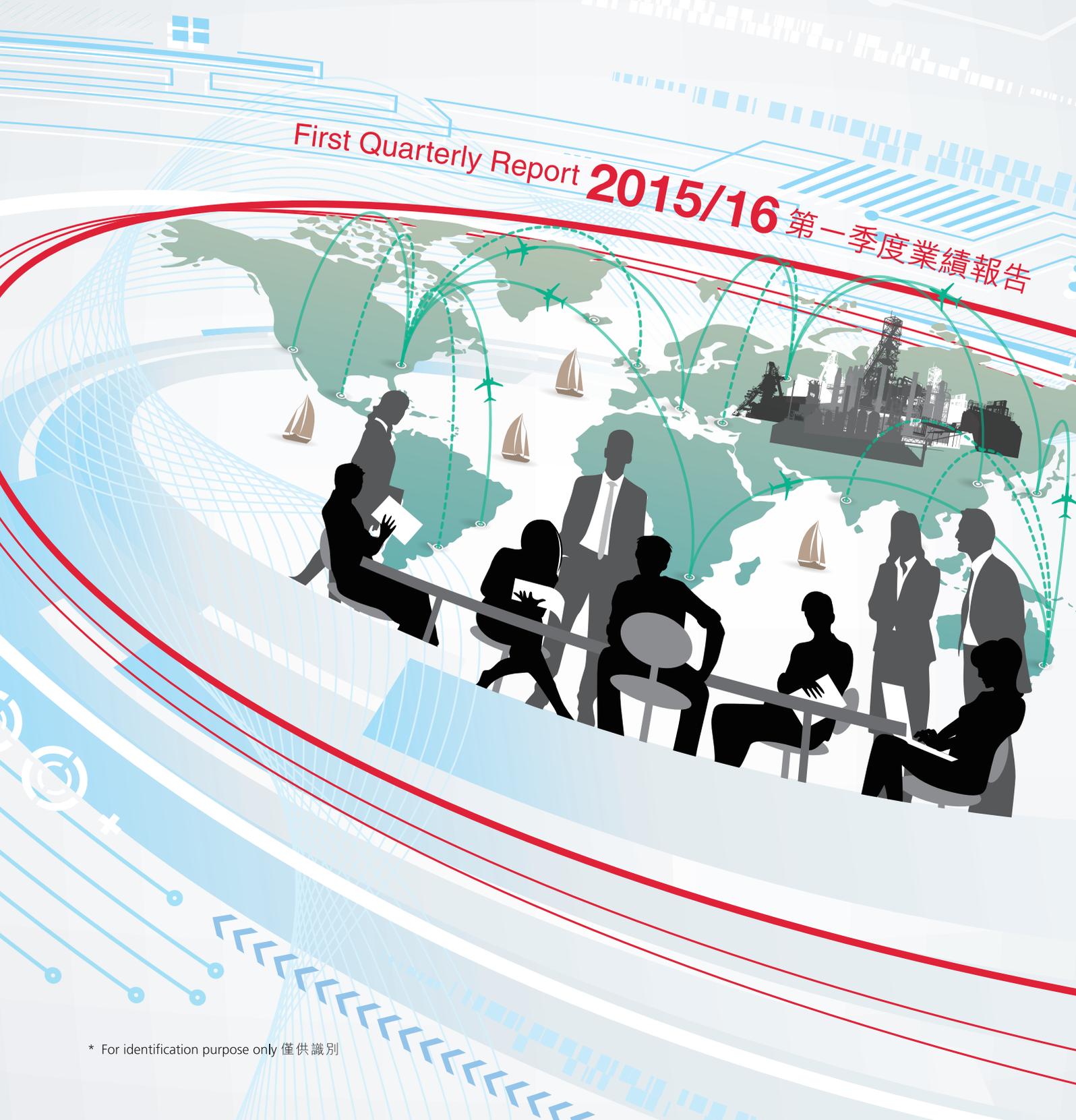
North Asia Strategic Holdings Limited 北亞策略控股有限公司*

(Incorporated in Bermuda with limited liability)

(於百慕達註冊成立之有限公司)

(Stock Code 股份代號 : 8080)

First Quarterly Report **2015/16** 第一季度業績報告



CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

Hong Kong Exchanges and Clearing Limited and the Stock Exchange take no responsibility for the contents of this report, 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 report.

This report, for which the directors (the “Directors” or the “Board”) of North Asia Strategic Holdings Limited collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) for the purpose of giving information with regard to North Asia Strategic Holdings Limited. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this report 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 report misleading.

香港聯合交易所有限公司(「聯交所」)創業板(「創業板」)之特色

創業板的定位，乃為相比起其他在聯交所上市之公司帶有較高投資風險的公司提供一個上市的市場。有意投資的人士應了解投資於該等公司的潛在風險，並應經過審慎周詳的考慮後方作出投資決定。創業板的較高風險及其他特色表示創業板較適合專業及其他老練投資者。

由於創業板上市公司新興的性質所然，在創業板買賣之證券可能會較於聯交所主板買賣之證券承受較大的市場波動風險，同時無法保證在創業板買賣之證券會有高流通量的市場。

香港交易及結算所有限公司及聯交所對本報告之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示概不就因本報告全部或任何部分內容而產生或因倚賴該等內容而引致之任何損失承擔任何責任。

本報告的資料乃遵照香港聯合交易所有限公司《創業板證券上市規則》(「創業版上市規則」)而刊載，旨在提供有關北亞策略控股有限公司的資料；北亞策略控股有限公司的董事(「董事」，或「董事會」)願就本報告的資料共同及個別地承擔全部責任。各董事在作出一切合理查詢後，確認就其所知及所信，本報告所載資料在各重要方面均屬準確完備，沒有誤導或欺詐成分，且並無遺漏任何事項，足以令致本報告或其所載任何陳述產生誤導。

RESULTS

The Board of directors (the "Board") of North Asia Strategic Holdings Limited (the "Company") presents the unaudited condensed consolidated results of the Company and its subsidiaries (the "Group") for the three months ended 30th June 2015 (the "Quarter"), together with the comparative unaudited figures of the corresponding period in 2014.

UNAUDITED CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

業績

北亞策略控股有限公司(「本公司」)董事會(「董事會」)提呈本公司及其附屬公司(「本集團」)截至二零一五年六月三十日止三個月(「本季度」)之未經審核簡明綜合業績，連同二零一四年同期之未經審核比較數字。

未經審核簡明綜合損益表

		For the three months ended 30th June	
		截至六月三十日止三個月	
		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
	Notes 附註		
Revenue	3	428,619	258,978
Cost of sales		(374,432)	(224,830)
Gross profit		54,187	34,148
Other income and gains, net		7,331	183
Selling and distribution expenses		(25,416)	(18,205)
General and administrative expenses		(22,220)	(16,720)
Operating profit/(loss)		13,882	(594)
Finance income	4	698	1,873
Finance costs	4	(849)	(11)
Profit before income tax		13,731	1,268
Income tax expense	5	(4,079)	(1,108)
PROFIT FOR THE PERIOD		9,652	160
Profit per share attributable to ordinary shareholders of the Company			
Basic	6		
— For profit for the period (HK cents)		0.52	0.01
Diluted			
— For profit for the period (HK cents)		0.47	0.01

Details of the dividend are disclosed in note 7 to this report.

股息詳情於本報告附註7披露。

**UNAUDITED CONDENSED CONSOLIDATED
STATEMENT OF COMPREHENSIVE INCOME**

未經審核簡明綜合全面收益表

		For the three months ended	
		30th June	
		截至六月三十日止三個月	
		2015	2014
		二零一五年	二零一四年
		HK\$'000	HK\$'000
		千港元	千港元
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Profit for the period	期內溢利	9,652	160
OTHER COMPREHENSIVE INCOME	其他全面收益		
Other comprehensive income to be reclassified to profit or loss in subsequent periods:	於其後期間將重新分類至損益之其他全面收益：		
Currency translation differences:	貨幣換算差額：		
Currency translation differences of foreign operations	海外業務之貨幣換算差額	(178)	(118)
OTHER COMPREHENSIVE INCOME FOR THE PERIOD, NET OF TAX OF NIL	期內其他全面收益，除所得稅零後淨額	(178)	(118)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收益總額	9,474	42

Notes:

1. General information

The Group is principally engaged in the following businesses:

- **hi-tech distribution and services:** trading of surface mount technology ("SMT") assembly equipment, machinery and spare parts and provision of related installation, training, repairs and maintenance services for SMT assembly equipment;
- **mining consulting:** provision of advisory services in mining exploration, exploitation and valuation services for mergers and acquisitions projects; and
- investment holding.

The Company is a limited liability company incorporated in Bermuda as an exempted company under the Bermuda Companies Act 1981 (the "Companies Act"). The address of its registered office is Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda and of its principal place of business is Suite 1318, 13th Floor, Two Pacific Place, 88 Queensway, Hong Kong.

The Company's ordinary shares are listed on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "Stock Exchange").

This unaudited condensed consolidated financial information is presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

This unaudited condensed consolidated financial information has been approved for issue by the Company's board of directors on 6th August 2015.

2. Basis of preparation

This unaudited condensed consolidated financial information has been prepared to comply with the disclosure requirements of the Rules Governing the Listing of Securities on The Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules").

This unaudited condensed consolidated financial information does not include all the information and disclosures required in the annual financial statements, and should be read in conjunction with the Group's annual financial statements for the year ended 31st March 2015.

附註：

1. 一般資料

本集團主要從事以下業務：

- **高科技產品分銷及服務：**表面貼裝技術（「SMT」）組裝設備、機器及零部件貿易，以及提供SMT組裝設備之相關安裝、培訓、維修及保養服務；
- **採礦諮詢：**提供礦業勘探、開採及併購項目估值服務之顧問服務；及
- 投資控股。

本公司為根據百慕達一九八一年公司法（「公司法」）於百慕達註冊成立之獲豁免有限公司。其註冊辦事處之地址為Clarendon House, 2 Church Street, Hamilton HM 11, Bermuda，而其主要營業地點之地址為香港金鐘道88號太古廣場二座13樓1318室。

本公司之普通股於香港聯合交易所有限公司（「聯交所」）創業板上市。

除另有說明外，本未經審核簡明綜合財務資料以港元（「港元」）呈列，所有價值均調整至最接近千位數。

本未經審核簡明綜合財務資料已於二零一五年八月六日經本公司董事會批准刊發。

2. 編製基準

本未經審核簡明綜合財務資料乃遵照聯交所《創業板證券上市規則》（「創業板上市規則」）之披露規定編製而成。

本未經審核簡明綜合財務資料並不包括年度財務報表之所有資料及披露要求，故應與本集團截至二零一五年三月三十一日止年度之年度財務報表一併閱覽。

2. Basis of preparation (Continued)

The accounting policies adopted in the preparation of this unaudited condensed consolidated financial information are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31st March 2015, except for the adoption of the following revised standards and interpretations for the first time for the current period's financial information:

Amendments to HKAS 19	<i>Defined Benefit Plans: Employee Contribution</i>
<i>Annual Improvements 2010-2012 Cycle</i>	<i>Amendments to a number of HKFRSs</i>
<i>Annual Improvements 2011-2013 Cycle</i>	<i>Amendments to a number of HKFRSs</i>

3. Turnover and revenue

Turnover represents sales of goods, commission and other service income, and consulting fee income. The amounts of each category of revenue recognised during the period are as follows:

2. 編製基準(續)

除於本期間之財務資料首次採納以下經修訂之準則及詮釋外，編製本未經審核簡明綜合財務資料所採納之會計政策與編製本集團截至二零一五年三月三十一日止年度之年度財務報表所依循者相符：

香港會計準則 第19號修訂本	界定福利計劃：僱員供款
二零一零年至 二零一二年週期之 年度改進	若干香港財務報告準則之 修訂本
二零一一年至 二零一三年週期之 年度改進	若干香港財務報告準則之 修訂本

3. 營業額及收入

營業額指出售貨品、佣金及其他服務收入以及諮詢費用收入。各類別收入於期內確認之金額如下：

		For the three months ended 30th June 截至六月三十日止三個月	
		2015 二零一五年	2014 二零一四年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
Sales of goods	出售貨品	420,640	256,307
Commission and other service income	佣金及其他服務收入	1,152	2,671
Consulting fee income	諮詢費用收入	6,827	—
		428,619	258,978

4. Finance income and costs

An analysis of finance income and costs as follows:

4. 財務收入及費用

財務收入及費用分析如下：

		For the three months ended 30th June 截至六月三十日止三個月	
		2015 二零一五年	2014 二零一四年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
Finance income:	財務收入：		
Interest income from bank deposits	銀行存款之利息收入	339	1,202
Interest income from notes receivable	應收票據之利息收入	117	234
Increase in discounted amounts arising from the passage of time	隨時間流逝而產生之貼現金額之利息	242	437
		698	1,873
Finance costs:	財務費用：		
Interest on bank loans wholly repayable within five years	須於五年內悉數償還之銀行貸款之利息	510	11
Interest on convertible bond redeemable within five years	須於五年內贖回之可換股債券之利息	314	—
Net foreign exchange loss on financing activities	融資活動外匯虧損淨額	25	—
		849	11

5. Income tax expense

The Company is exempted from taxation in Bermuda until 2016. Hong Kong profits tax has been calculated at the rate of 16.5% (2014: 16.5%) on the estimated assessable profit for the period.

Subsidiaries established in Mainland China are subject to Mainland China corporate income tax at the standard rate of 25% (2014: 25%).

Taxation on overseas (other than Hong Kong and Mainland China) profits has been calculated on the estimated assessable profit for the period at the applicable rates of taxation prevailing in the jurisdictions in which the Group operates.

The amounts of income tax expense recorded in the unaudited condensed consolidated statement of profit or loss represent:

5. 所得稅支出

本公司獲豁免繳納百慕達稅項直至二零一六年。香港利得稅就期內估計應課稅溢利按稅率16.5% (二零一四年：16.5%)計算。

於中國內地成立之附屬公司須按25% (二零一四年：25%)之標準稅率繳納中國內地企業所得稅。

海外(香港及中國內地以外)溢利之稅項乃就期內之估計應課稅溢利按本集團經營所在司法管轄區之現行適用稅率計算。

於未經審核簡明綜合損益表入賬之所得稅支出金額指：

		For the three months ended 30th June 截至六月三十日止三個月	
		2015 二零一五年	2014 二零一四年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
Current taxation	當期稅項		
Hong Kong profits tax	香港利得稅		
— current period	— 本期間	2,097	1,026
Mainland China enterprise income tax	中國內地企業所得稅		
— current period	— 本期間	32	82
Overseas taxation	海外稅項		
— current period	— 本期間	1,950	—
		4,079	1,108

6. Earnings per share

Basic earnings per share is calculated by dividing the Group's profit attributable to shareholders of the Company by the weighted average number of ordinary shares in issue during the period.

Diluted earnings per share amounts for the three months ended 30th June 2015 is calculated by adjusting the weighted average number of ordinary shares outstanding to assume conversion of all dilutive potential ordinary shares. The convertible bond is assumed to have been converted into ordinary shares, and the profit for the three months ended 30th June 2015 are adjusted to reflect the interest expense on convertible bond and fair value gain on derivative component of convertible bond less tax effect, if any.

No adjustment has been made to the basic earnings per share amounts presented for the three months ended 30th June 2014 in respect of a dilution as the Group had no potentially dilutive ordinary shares in issue during 30th June 2014.

6. 每股盈利

每股基本盈利乃透過將本公司股東應佔本集團之溢利除以期內已發行普通股之加權平均數計算。

截至二零一五年六月三十日止三個月之每股攤薄盈利金額乃透過就假設所有潛在攤薄普通股已獲兌換而對發行在外普通股之加權平均數作出調整而計算。可換股債券假設已獲兌換為普通股，而截至二零一五年六月三十日止三個月之溢利已作調整，以反映扣除稅務影響(如有)後之可換股債券利息開支及可換股債券衍生工具部分之公允值收益。

由於本集團於二零一四年六月三十日並無已發行潛在攤薄普通股，因此並無對就截至二零一四年六月三十日止三個月呈列之每股基本盈利金額作出攤薄調整。

		For the three months ended	
		30th June	
		截至六月三十日止三個月	
		2015	2014
		二零一五年	二零一四年
		(Unaudited)	(Unaudited)
		(未經審核)	(未經審核)
Earnings	盈利		
Profit attributable to shareholders of the Company, used in the basic earnings per share calculation (HK\$'000)	本公司股東應佔溢利，用於計算每股基本盈利(千港元)	9,652	160
Interest on convertible bond (HK\$'000)	可換股債券利息(千港元)	314	—
Profit attributable to shareholders of the Company, used in the diluted earnings per share calculation (HK\$'000)	本公司股東應佔溢利，用於計算每股攤薄盈利(千港元)	9,966	160
Shares	股份		
Weighted average number of ordinary shares in issue, used in the basic earnings per share calculation	已發行普通股之加權平均數，用於計算每股基本盈利	1,868,843,398	1,345,938,948
Effect of dilution — weighted average number of ordinary shares: Convertible bond	攤薄影響 — 普通股之加權平均數：可換股債券	240,000,000	—
Weighted average number of ordinary shares in issue, used in the diluted earnings per share calculation	已發行普通股之加權平均數，用於計算每股攤薄盈利	2,108,843,398	1,345,938,948

7. Dividend

The directors do not recommend the payment of an interim dividend for the three months ended 30th June 2015 (2014: Nil).

8. Equity

Movements in unaudited consolidated equity are as follows:

7. 股息

董事不建議派付截至二零一五年六月三十日止三個月之中期股息(二零一四年:無)。

8. 權益

未經審核綜合權益變動如下:

		(Unaudited) (未經審核)			
		Share capital 股本	Other reserves 其他儲備	Accumulated losses 累計虧損	Total 總計
		HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元	HK\$'000 千港元
Balances at 1st April 2015	於二零一五年四月一日之 結餘	16,150	1,129,598	(89,403)	1,056,345
Profit for the period	期內溢利	—	—	9,652	9,652
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(178)	—	(178)
Total comprehensive income for the period	期內全面收益總額	—	(178)	9,652	9,474
Issue of shares (note)	發行股份(附註)	3,000	27,168	—	30,168
Balances at 30th June 2015	於二零一五年六月三十日之 結餘	19,150	1,156,588	(79,751)	1,095,987
Balances at 1st April 2014	於二零一四年四月一日之 結餘	13,459	1,094,029	(114,956)	992,532
Profit for the period	期內溢利	—	—	160	160
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(118)	—	(118)
Total comprehensive income for the period	期內全面收益總額	—	(118)	160	42
Balances at 30th June 2014	於二零一四年六月三十日之 結餘	13,459	1,093,911	(114,796)	992,574

Note:

On 15th April 2015, the Company issued 300,000,000 new ordinary shares to Ms. Lu Ying, holder of the convertible bond, at a placing price of HK\$0.105 per placing share, pursuant to the placing agreement which the Company entered into on 30th March 2015 with the placing agent to place new shares on a best efforts basis. The transaction costs includes legal fees and other professional fees related to the placement was approximately HK\$1,332,000.

附註:

於二零一五年四月十五日,根據本公司於二零一五年三月三十日與配售代理為按盡力基準配售新股份而訂立之配售協議,本公司已以配售價每股配售股份0.105港元向陸穎女士(可換股債券之持有人)發行300,000,000股新普通股。交易成本包括法律費用及有關配售事項之其他專業費用約1,332,000港元。

BUSINESS REVIEW

Financial and Business Performance

For the three months ended 30th June 2015 (the “quarter”), the Group recorded an unaudited consolidated revenue of approximately HK\$428,619,000 versus an unaudited consolidated revenue of approximately HK\$258,978,000 in the corresponding period last year, representing an increase of 65.5%. During the quarter, the increase of unaudited consolidated revenue was mainly due to a significant increase of sales of the hi-tech distribution and service division by approximately 62.9% and contribution of revenue from the newly acquired mining consulting business.

During the quarter, the Group recorded an unaudited consolidated net profit of approximately HK\$9,652,000, represented an increase of 5,932.5% compared to an unaudited consolidated net profit of approximately HK\$160,000 for the corresponding period last year.

During the quarter, the Group's operating expenditures amounted to approximately HK\$47,636,000, represented an increase of approximately 36.4% from approximately HK\$34,925,000 in the corresponding period last year. The increase were mainly due to increase in staff commission, travelling expenses and other related selling and distribution expenses incurred by the hi-tech distribution and services division which were in line with the increase in its revenue in the quarter. In addition, the operating expenditures from the newly acquired mining consulting business also attributable to such increase.

The unaudited basic earnings per share in the quarter was approximately HK0.52 cents whereas the Group recorded an unaudited basic earning per share of approximately HK0.01 cents for the corresponding period last year. Furthermore, the unaudited consolidated net asset value of the Company per ordinary share was approximately HK\$0.572 as at 30th June 2015 and which reflected a decrease of HK\$0.082 from HK\$0.654 as at 31st March 2015.

Corporate Development

On 15th April 2015, 300,000,000 ordinary shares were issued at a placing price of HK\$0.105 per share pursuant to the placing of shares to Ms. Lu Ying, holder of the convertible bond at the time being, through the placing agent on a best effort basis. The placing proceed net of placing commission amounted to approximately HK\$30 million was used as general working capital of the Group.

財務回顧

財務及業務表現

截至二零一五年六月三十日止三個月（「本季度」），本集團錄得未經審核綜合收入約428,619,000港元，較去年同期的未經審核綜合收入約258,978,000港元增加65.5%。本季度內，未經審核綜合收入之增加乃主要由於高科技產品分銷及服務分部之銷售顯著增加約62.9%及新收購採礦諮詢業務之收入貢獻所致。

本季度內，本集團錄得未經審核綜合溢利淨額約為9,652,000港元，較去年同期的未經審核綜合溢利淨額約160,000港元增加5,932.5%。

本季度內，本集團之經營支出約為47,636,000港元，較去年同期約34,925,000港元增加約36.4%。增加乃主要由於高科技產品分銷及服務分部產生之員工佣金、差旅開支及其他有關銷售及分銷費用增加，與該分部於本季度之收入增加一致所致。此外，有關增加亦由於來自新收購採礦諮詢業務之經營支出所致。

本季度未經審核每股基本盈利約為0.52港仙，而本集團於去年同期錄得未經審核每股基本盈利約為0.01港仙。此外，本公司於二零一五年六月三十日之每股普通股之未經審核綜合資產淨值約為0.572港元，反映較二零一五年三月三十一日之0.654港元減少0.082港元。

企業發展

於二零一五年四月十五日，300,000,000股普通股已根據按盡力基準透過配售代理以配售價每股股份0.105港元向陸穎女士（當時為可換股債券之持有人）配售股份而發行。配售所得款項扣除配售佣金後約為30,000,000港元，已用作本集團之一般營運資金。

Hi-Tech Distribution and Services Division

The Group conducts its hi-tech distribution and services business through its wholly-owned subsidiary, American Tec Company Limited (“American Tec”). American Tec is a leader in Asia in the business of distribution, sales and service of SMT equipment, semiconductor manufacturing equipment and software on manufacturing control, with a history of more than 28 years serving its customers in the hi-technology sector. American Tec’s team of more than 250 engineers and customer care staff are located in more than 25 cities in China, South-East Asia, Vietnam and India. Customers include most of the major telecom and electronic equipment manufacturers in the world. American Tec is especially well positioned with the growing base of Chinese manufacturers. Its suppliers include leading equipment and solutions manufacturers from Asia, the United States and Europe.

During the quarter, the unaudited revenue of the division was approximately HK\$421,792,000, represented an increase of about 62.9% from approximately HK\$258,978,000 in the corresponding period last year. The significant increase in division revenue was mainly due to a strong demand for SMT equipment across the electronic manufacturing sector.

The division recorded approximately HK\$406,258,000 of direct machine sales, HK\$182,000 of software sales, HK\$14,200,000 of spare parts sales and HK\$1,152,000 of commission and other service income for the quarter, compared with approximately HK\$235,029,000 of direct machine sales, HK\$432,000 of software sales, HK\$20,846,000 of spare parts sales and HK\$2,671,000 of commission and other service income for the corresponding period last year. During the quarter, the gross profit margin of this division was approximately 11.5%, representing a 1.7% decrease from that of 13.2% for the corresponding period last year. The management has continued to keep the overall operational cost in control and align with the level of business activities. Accordingly, American Tec has managed to achieve an unaudited net profit of approximately HK\$10,347,000 for the quarter, represented an increase of 150.3% from approximately HK\$4,133,000 in the corresponding period of last year.

Mining Consulting Division

The Group conducts its mining consulting business through its wholly-owned subsidiary, Dragon Mining Consulting Limited (“Dragon Group”). Dragon Group is principally engaged in providing advisory services in the scope of exploration and valuation for various stages of mining projects. The core services are managed by a group of dedicated professionals. The senior members of management have at least 10 years of experience gained from various international mining consulting and mining companies, and proven expertise in a wide range of geological settings and deposit types. Dragon Group possesses competitive advantages in the industry due to the high barrier of entry of mining consulting business that involves highly specialised professional nature.

高科技產品分銷及服務分部

本集團透過其全資附屬公司美亞電子科技有限公司(「美亞科技」)經營高科技產品分銷及服務業務。美亞科技為亞洲SMT設備、半導體製造設備及製造過程控制軟件之分銷、銷售及服務業務之領導者，為高科技行業之客戶提供服務逾28年。美亞科技之團隊由逾250名工程師及客戶服務員工組成，分佈於中國、東南亞、越南及印度逾25個城市。客戶包括全球大部分主要電訊及電子設備製造商。隨着中國製造商不斷增加，美亞科技具備之條件尤為有利。其供應商包括來自亞洲、美國及歐洲之領先設備及解決方案製造商。

於本季度，此分部之未經審核收入約421,792,000港元，較去年同期約258,978,000港元增加約62.9%。分部收入顯著增加乃主要由於電子製造業對SMT設備之強烈需求所致。

此分部於本季度錄得直接機器銷售約406,258,000港元、軟件銷售約182,000港元、零部件銷售約14,200,000港元以及佣金及其他服務收入約1,152,000港元，而去年同期則錄得直接機器銷售約235,029,000港元、軟件銷售約432,000港元、零部件銷售約20,846,000港元以及佣金及其他服務收入約2,671,000港元。於本季度，此分部之毛利率約為11.5%，較去年同期13.2%減少1.7%。管理層亦繼續控制整體經營成本，以保持與業務活動水平一致。因此，美亞科技成功於本季度達致未經審核溢利淨額約10,347,000港元，較去年同期約4,133,000港元增加150.3%。

採礦諮詢分部

本集團透過其全資附屬公司天立礦產資源顧問有限公司(「Dragon集團」)經營其採礦諮詢業務。Dragon集團主要從事就不同階段之採礦項目提供勘探及估值範圍之顧問服務。核心服務乃由資深專家團隊管理。管理層之高級成員於不同國際採礦諮詢及採礦公司擁有至少10年經驗，並擁有對各種地質環境及礦藏種類之專業知識。Dragon集團於業界擁有競爭優勢，乃由於採礦諮詢業務之進入門檻極高，涉及極專門之專業知識。

Dragon Group began its business by providing services to a number of projects in Central and Southeast Asia since 2012. Dragon Group mainly provides services in operation management, exploration management, geological and technical field services, exploration auditing, resource modelling and estimation, and other related technical services in the Central Asia. Especially, Dragon Group has effectively established its brand in Kazakhstan with positive market feedback. In addition, Dragon Group's professional team has profound experience in exploration work in the Philippines, Cambodia and other countries of Southeast Asia and it has been engaged in laboratory operation, processing plant management, public relationship management and drilling services mainly to some copper-gold polymetallic projects in the Southeast Asia region.

During the quarter, the unaudited revenue and net profit of the division was approximately HK\$6,827,000 and HK\$3,953,000 respectively. The division's revenue was derived from projects in Central Asia, Southeast Asia and other districts including Hong Kong accounted for 88%, 11% and 1% respectively.

Business Update

Central Asia

Dragon Group is currently engaged in a gold exploration management project in Kazakhstan (the "Kazakhstan gold project") to provide operation management, exploration management, geological and technical field services, marketing and other related services. In the previous quarter, Dragon Group had already assisted this client to complete the first phase of exploration with satisfaction. However, the work progress on the exploration has slowed down during the quarter due to the continuous strength of US dollar that has put pressure on metal prices and resulted in fund raising opportunity more challenging for the gold mining industry. During the quarter, revenue recorded from Central Asia region contributed approximately HK\$6,016,000 or around 88% to revenue of the division, which represents a decrease of 66.8% from HK\$18,032,000 in the previous quarter. The decrease in revenue was resulted from temporary shrinkage and postponement of exploration activities of the Kazakhstan gold project during the first quarter of 2015.

Dragon集團於二零一二年展開其業務，為多個中亞及東南亞之項目提供服務。Dragon集團主要於中亞提供經營管理、勘探管理、地質及技術範疇服務、勘探審計、資源量建模及估計及其他有關技術服務。特別是，Dragon集團已有效地於哈薩克樹立其品牌，市場反應正面。此外，Dragon集團之專業團隊於菲律賓、柬埔寨及東南亞其他國家擁有豐富勘探經驗，其亦主要於東南亞地區向多個銅金多金屬礦項目提供實驗室操作、選礦廠管理、公共關係管理及鑽探服務。

於本季度，此分部之未經審核收入及溢利淨額分別約為6,827,000港元及3,953,000港元。此分部收入源於中亞、東南亞及其他地區(包括香港)之項目，分別佔88%、11%及1%。

業務最新進展

中亞

Dragon集團目前於哈薩克向一個金礦勘探管理項目(「哈薩克金礦項目」)提供經營管理、勘探管理、地質及技術範疇服務、行銷及其他有關服務。於上季度，Dragon集團協助其客戶完成第一階段之勘探，結果理想。然而，於本季度之勘探工序進度放緩，乃由於美元持續強勢對金屬價格造成壓力，致使金礦業更難以籌集資金。於本季度，中亞地區錄得之收入佔分部收入約6,016,000港元或約88%，較上一季度同期18,032,000港元減少66.8%。收入減少之原因是哈薩克金礦項目之勘探活動於二零一五年第一季度短暫縮減及延後。

Southeast Asia

Dragon Group was currently engaged in a copper-gold polymetallic project (the "Copper-Gold Project") and to provide laboratory operation, processing plant management and public relationship management on this Copper-Gold Project. In the year of 2014, there was a major change in the new mining regulation of Indonesia that became effective and requested mineral raw materials to be processed in Indonesia, rather than being exported in a raw state. That resulted in temporary shrinkage and postponement of exploration activities of the existing Indonesia Copper-Gold projects. During the quarter, revenue recorded from Southeast Asia region contributed approximately HK\$751,000 or around 11% to revenue of the division, which represented a decrease of 62.7% from HK\$2,012,000 in the previous quarter.

Moreover, this project has already been affected by some incidents such as shortage of water supply due to adverse drought season in the second quarter of the year 2014 and local community's concerns on the drilling activities in the first quarter of the year 2015 that led to postponement of the drilling work. Although the above concerns have been addressed and conversations with the local community are in progress, the project owner is considering re-allocating the capital and human resources from conducting exploration to resuming production in an area whose local community supports the mining activities. Dragon Group thus is expected to serve as a mining consultant by providing mining recommendations and to assist in logistics and preparation work for the production activities from the coming quarter.

Other districts including Hong Kong

Dragon Group provides technical consulting, valuation and other consulting services for customers in this region. During the quarter, revenue recorded from other districts including Hong Kong contributed approximately HK\$60,000 or around 1% to revenue of the division.

東南亞

Dragon集團目前從事於一個銅金多金屬礦項目（「銅金礦項目」），並為此銅金礦項目提供實驗室操作、選礦廠管理、公共關係管理及鑽探服務。於二零一四年，印尼新採礦法例生效帶來重大變動，其規定礦物原材料須於印尼加工，而非以原料狀態出口。新法例導致現有之印尼銅金礦項目之勘探活動短暫縮減及延後。於本季度，東南亞地區錄得之收入佔分部收入約751,000港元或約11%，較上一季度同期2,012,000港元減少62.7%。

此外，此項目受若干事故影響，如二零一四年第二季因大旱季而供水短缺，以及二零一五年第一季當地社區對鑽探活動表示關注，以致鑽探工程延後。儘管以上有關問題已經處理，亦正與當地社區進行溝通，惟該項目之擁有人正考慮將資金及人力資源從勘探工作重新分配至恢復另一當地社區支持開採活動之地區生產。因此，預期Dragon集團將由下一季度起擔任採礦諮詢顧問，提供採礦建議，並為生產活動之物流及籌備工作提供協助。

其他地區(包括香港)

Dragon集團亦向此地區之客戶提供技術諮詢、估值及其他諮詢服務。於本季度，來自其他地區（包括香港）錄得之收入佔分部收入約60,000港元或約1%。

OUTLOOK

Overall Summary

The management is confident in the underlying strength of the Hi-tech distribution and services with launch of "Industry 4.0" initiative, coupled with the China government pushed "Smart Manufacturing 2025" project. Furthermore, with the launch of China-led Asia Infrastructure Investment Bank, the OBOR set the new development road map for China and surrounding nations and regions, we expect OBOR offers enormous opportunities to our mining consulting business in the coming year. Our focus will be continued to manage cash, costs and risks and, to build our strength during this times by working with our management teams to improve capability and efficiency.

Hi-tech Distribution and Services Division

The introduction of 4G-LTE network in China had help spur demands for new mobile handsets as well as internet devices last year. However, as user base reaches maturity and replacement of feature phones and older generation 3G handsets levels out, the growth of mobile phone demand is expected to slow down in the coming year. However, as mobile phone and internet device manufacturers rolls out new models with increasing features and functions, the need for more advanced and faster machines will continue. We believe the higher speed placement machines, new generation 3D inspection systems and automation equipment to be introduced later this year by our partners will be well received by our customers. The launch of "Industry 4.0" initiative, coupled with the China government pushed "Smart Manufacturing 2025" project is expected to expedite the adoption of more automations in the manufacturing industry, creating demands for more technologically advanced machines as well as software. With this outlook, we will continue to work closely with our partners to provide more competitive product offerings and solutions to our customers and we will continue to invest in our service and support infrastructure so as to attain total customer satisfaction and customer retention. At the same time, we will also closely monitor our working capital, gross profit margin, operating cost and industry developments with a view to protect our cash flow and profitability, as well as the long term sustainability and growth of our business.

展望

整體摘要

隨着「工業4.0」戰略推展，加上中國政府「智能製造2025」項目出台，管理層對高科技產品分銷及服務分部之潛力充滿信心。此外，隨著中國牽頭推動成立之亞洲基礎設施投資銀行、一帶一路為中國及週邊國家及地區訂下新發展路線圖，我們預期一帶一路將於來年為本集團之採礦諮詢業務帶來龐大機遇。我們將繼續集中管理現金、成本及風險，並與管理團隊通力合作，把握此等時機建立優勢，以提升實力及效率。

高科技產品分銷及服務分部

上年度中國引入4G-LTE網絡，刺激新手機及互聯網裝置需求。然而，由於客戶人數漸次成熟，更換功能手機及上一代3G手機需求褪減，手機來年需求增長預期將會放緩。然而，隨着手機及互聯網裝置製造商推出特點及功能日新月異之新型號，對更先進及速度更高的機款之需求勢將持續。我們相信，本集團之夥伴將於今年稍後推出速度更高之新機款、新一代三維檢測系統及自動化設備，將受本集團客戶歡迎。「工業4.0」戰略推展，加上中國政府「智能製造2025」項目出台，預計將促進製造業進一步自動化，為更多先進技術機器及軟件創造需求。在此前景下，我們將繼續與夥伴緊密合作，為客戶提供更具競爭力之產品及解決方案選擇，我們亦將進一步投資於服務及支援基礎設施，令客戶稱心滿意，繼續支持。同時，我們亦會密切監察我們的營運資金、毛利率、經營成本及行業發展，以維護其現金流量及盈利能力，並且保持本集團業務長遠可持續經營能力及增長。

Mining Consulting Division

Policy-driven mining industry

With the launch of China-led Asia Infrastructure Investment Bank (AIIB), the “One Belt, One Road” initiative (OBOR), which was announced by China’s chairman Xi Jinping on a visit to Kazakhstan in 2013, has become a topical issue again. The OBOR concerns 65 countries and 4.4 billion people, which includes the Silk Road Economic Belt which links China with Central Asia, Russia and the Baltic states over land, and building water routes with nations in Southeast Asia and around the Indian Ocean. The initiative calls for the integration of the region into a cohesive economic area through building infrastructure, increasing cultural exchanges, and broadening trade. By now, over two dozen Asian countries and some European and Oceanian countries have joined AIIB, which aim at assisting regional neighbors in infrastructure development and the creation of facilities to support the OBOR, followed by a series of announced and yet-to-be announced new policies. All these signals have boosted the market outlook in the covered regions, especially Central Asia. It is anticipated that the regional infrastructure development in the near future, including logistics hubs, communication networks, airports, railway lines, modern highways, ports and so on, will inevitably stimulate the demand for commodities in the region and will introduce enormous opportunities for the rich mineral resources in Central Asia despite the current downturn in the global mining industry and the global economic instability.

As a business pioneer in Central Asia, Dragon Group is determined to seize the great chance and make full use of its resources and has positioned itself as a gateway to Central Asia for new investors. From the beginning of the year 2015, Dragon Group has adopted new marketing strategies and has been actively participating seminars and relevant business development activities. Dragon Group’s recent marketing activities have brought in loads of enquires about mining opportunities in Central Asia.

Some Southeast Asia countries still underwent political changes which had certain side effect on the mining industry in the region. Since the mining industry in some countries is still undergoing market transformation, it is believed that in the long term these changes will influence the industry positively. Many countries, such as Indonesia, have in the meanwhile announced favorable policies to assist miners and investors on license procedures, tax and financing matters. As one of the OBOR beneficiary regions, Southeast Asia also gains the popularity and attention in the international market, which will speed up the industry recovery.

採礦諮詢分部

政策主導礦業

隨着中國牽頭推動成立亞洲基礎設施投資銀行（「亞投行」），由中國國家主席習近平於二零一三年訪問哈薩克時提出之「一帶一路」戰略（「一帶一路」）再度成為焦點。一帶一路涵蓋65國44億人口，包括透過陸路連接中國與中亞、俄羅斯及波羅的海國家的絲綢之路經濟帶，以及與東南亞及環印度洋國家建立海上路線。有關戰略旨在推動地區整合，透過發展基礎設施、促進文化交流及擴大貿易建立連貫之經濟區。迄今為止，亞洲二十多國以及若干歐洲及大洋洲國家已加入亞投行。亞投行之成立目的為協助區內鄰邦開發基礎設施，並建立設施推動一帶一路，以及推行一系列已出台及醞釀中之新政策。此等里程碑均有助區內（尤其是中亞地區）市場前景改善。儘管目前全球礦業市況不景氣及全球經濟環境不穩，惟預計於不久將來，物流樞紐、通訊網絡、機場、鐵路、現代化高速公路及港口等地區基礎設施發展勢將刺激區內商品需求，並為礦物資源豐富的中亞各國帶來龐大機遇。

作為中亞地區商界之先驅，Dragon集團銳意把握龐大商機，充份利用其資源，成為新投資者進軍中亞市場之橋樑。自二零一五年年初以來，Dragon集團採納新的行銷策略，並積極參與座談會及相關業務發展活動。Dragon集團最近的行銷活動吸引大量有關中亞地區礦業商機之查詢。

部分東南亞國家仍經歷不同政治變動，對區內礦業造成一定影響。由於若干國家之採礦行業仍在進行市場升級，故長遠而言，有關轉變相信可為業界帶來正面影響。與此同時，印尼等多國公佈在牌照程序、稅務及融資等方面援助礦商及投資者之有利政策。作為一帶一路受惠地區之一，東南亞亦逐步成為國際市場熱門焦點，市場復蘇將會加快。

Commodities price driven mining industry

Globally, metal prices are expected to remain low in the short term. Given the strength of US dollar and expected increase in US interest rate, availability of exploration fund may be limited the mining consulting division may be indirectly affected.

However, Dragon Group will continue seeking new business opportunities in Southeast Asia and looks forward to the expansion of service types in the region, from exploration to production.

DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th June 2015, the Directors and chief executive of the Company and their respective associates had the following interests and short positions in the shares of the Company or its associated corporations (within the meaning of Part XV of the Securities and Futures Ordinance (the "SFO")) as recorded in the register required to be kept under Section 352 of the SFO or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to the securities transactions by Directors:

Long positions in the shares of the Company

Name of Directors	Capacity
董事姓名	身份
Ding Yi 丁屹	Beneficial owner 實益擁有人
Zhang Yifan 張一帆	Family interest 家族擁有人

Note:

(1) These shares are beneficially held by Mr. Ding Yi. Accordingly, Ms. Zhang Yifan, being the wife of Mr. Ding, is deemed to be interested in these shares under the SFO.

Save as disclosed above, as at 30th June 2015, none of the Directors and chief executive of the Company or their respective associates had any interests or short positions in the securities of the Company or its associated corporations (within the meaning of Part XV of the SFO) as recorded in the register required to be kept under Section 352 of the SFO, or as otherwise notified to the Company and the Stock Exchange pursuant to rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by Directors.

商品價格主導礦業

全球金屬價格預期短期內維持低位。由於美元強勁及預期美國加息，或導致可供使用勘探資金有限，採礦諮詢分部或間接受到影響。

然而，Dragon集團將繼續在東南亞尋找新商機，並計劃將於區內提供之服務種類從勘探拓展至生產。

董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一五年六月三十日，董事及本公司最高行政人員以及彼等各自之聯繫人士於本公司或其相聯法團(定義見證券及期貨條例(「證券及期貨條例」)第XV部)之股份中擁有以下已列入根據證券及期貨條例第352條須予存置之登記冊內，或根據創業板上市規則第5.46條至第5.67條有關董事進行證券交易之規定已知會本公司及聯交所之權益及淡倉：

於本公司股份之好倉

Number of ordinary shares held	Approximate percentage of shareholdings
普通股數目	概約百分比

402,445,296⁽¹⁾ 21.02%

402,445,296⁽¹⁾ 21.02%

附註：

(1) 該等股份由丁屹先生實益擁有。因此，張一帆女士(丁先生之妻子)根據證券及期貨條例被視作於該等股份中擁有權益。

除上文所披露者外，於二零一五年六月三十日，概無任何董事及本公司最高行政人員或彼等各自之聯繫人士於本公司或其相聯法團(定義見證券及期貨條例第XV部)之證券中擁有任何已列入根據證券及期貨條例第352條須予存置之登記冊內，或根據創業板上市規則第5.46條至第5.67條有關董事進行證券交易之規定已知會本公司及聯交所之權益或淡倉。

OTHER PERSONS' INTERESTS AND SHORT POSITIONS IN SHARES AND UNDERLYING SHARES

As at 30th June 2015, so far as is known to the Directors and chief executive of the Company, the following persons (other than the Directors and chief executive of the Company whose interests were disclosed above) had interests or short positions in the shares and/or underlying shares of the Company as recorded in the register required to be kept by the Company under Section 336 of the SFO:

Long positions in the shares and/or underlying shares of the Company

Name of Shareholders/ Convertible Bondholder	Capacity	Number of ordinary shares held	Number of underlying share held	Approximate percentage of shareholdings (Note b)
股東／可換股債券 持有人姓名	身份	所持普通 股數目	所持相關 股份數目	持股之 概約百分比 (附註 b)
Lu Ying	Beneficial owner	569,058,296	240,000,000	42.25%
陸穎	實益擁有人		(Note a) (附註 a)	
C.L Davids Fond og Samling	Beneficial owner 實益擁有人	106,178,010	—	5.54%

Notes:

- (a) These underlying shares arise from the convertible bond (the "Convertible Bond") in the aggregate amount of HK\$60 million which upon full conversion will result in an issuance of 240,000,000 conversion shares at the initial conversion price of HK\$0.25 (subject to adjustment).
- (b) The above approximate percentages of shareholdings are based on 1,914,997,244 ordinary shares of the Company in issue as at 30th June 2015, not on the total number of issued shares upon full conversion of the Convertible Bond.

Save as disclosed above, the Directors and the chief executive of the Company were not aware of any person (other than the Directors or chief executive of the Company the interests of which were disclosed above) who has any interests or short positions in the securities of the Company that were required to be entered in the register of the Company pursuant to Section 336 of the SFO as at 30th June 2015.

其他人士於股份及相關股份之權益及淡倉

於二零一五年六月三十日，就董事及本公司最高行政人員所知，下列人士（已於上文披露權益之董事及本公司最高行政人員除外）於本公司股份及／或相關股份中擁有已列入本公司根據證券及期貨條例第336條須予存置之登記冊內之權益或淡倉：

於本公司股份及／或相關股份之好倉

Name of Shareholders/ Convertible Bondholder	Capacity	Number of ordinary shares held	Number of underlying share held	Approximate percentage of shareholdings (Note b)
股東／可換股債券 持有人姓名	身份	所持普通 股數目	所持相關 股份數目	持股之 概約百分比 (附註 b)
Lu Ying	Beneficial owner	569,058,296	240,000,000	42.25%
陸穎	實益擁有人		(Note a) (附註 a)	
C.L Davids Fond og Samling	Beneficial owner 實益擁有人	106,178,010	—	5.54%

附註：

- (a) 此等相關股份乃因總金額為60,000,000港元之可換股債券（「可換股債券」）而產生，可換股債券按初步兌換價0.25港元（可予調整）全面兌換後，將發行240,000,000股兌換股份。
- (b) 上述持股之概約百分比乃根據於二零一五年六月三十日已發行之1,914,997,244股本公司普通股而計算，而非全面兌換可換股債券後之已發行股份總數計算。

除上文所披露者外，於二零一五年六月三十日，就董事及本公司最高行政人員所知，概無任何人士（已於上文披露權益之董事及本公司最高行政人員除外）於本公司證券中擁有須列入根據證券及期貨條例第336條予以存置之本公司登記冊內之權益或淡倉。

SHARE OPTION SCHEME

On 4th September 2014, the shareholders of the Company approved the adoption of a share option scheme (the “2014 Scheme”). Under the terms of the 2014 Scheme, the Board may at its discretion offer share options to any employee, agent, consultant or representative of the Company or any subsidiary, including any executive or non-executive director of the Company or any subsidiary or any other person whom the Board considers in its sole discretion, have contributed or will contribute to the Group (the “Participants”). The principal purpose of the 2014 Scheme is to reward the Participants who have contributed or will contribute to the Group and to encourage the Participants to work towards enhancing the value of the Company and its shares for the benefit of the Company and its shareholders as a whole. The 2014 Scheme shall be valid and effective for a period of ten years commencing on the adoption date. As at 30th June 2015, no share options have been granted by the Company pursuant to the 2014 Scheme.

On 31st October 2006, the Company approved a share option scheme (the “Best Creation Scheme”) adopted by Best Creation Investments Limited (“Best Creation”), a wholly-owned subsidiary of the Company, allowing its board of directors to grant options to subscribe for shares in Best Creation to the selected participants under such scheme as incentives or rewards for their contribution to the Best Creation group. The Best Creation Scheme has a life of ten years commencing on the adoption date of 31st October 2006. As at 30th June 2015, no share options have been granted pursuant to the Best Creation Scheme.

COMPETING INTERESTS

As at 30th June 2015, none of the Directors or substantial shareholders of the Company or any of their respective associates has engaged in any business that competes or may compete with the business of the Group or has any other conflict of interests with the Group.

購股權計劃

於二零一四年九月四日，本公司股東批准採納購股權計劃（「二零一四年計劃」）。根據二零一四年計劃之條款，董事會可酌情向本公司或任何附屬公司之任何僱員、代理、顧問或代表，包括董事會按其絕對酌情判斷對本集團作出貢獻或將作出貢獻之本公司或任何附屬公司之任何執行或非執行董事或任何其他人士（「參與者」）授出購股權。二零一四年計劃主要旨在獎勵曾經或將會對本集團作出貢獻之參與者，並鼓勵參與者以本公司及其股東之整體利益為目標，努力提升本公司及其股份之價值。二零一四年計劃由採納日期起計，有效期為十年。於二零一五年六月三十日，本公司概無根據二零一四年計劃授出任何購股權。

於二零零六年十月三十一日，本公司已批准其全資附屬公司Best Creation Investments Limited（「Best Creation」）採納之購股權計劃（「Best Creation計劃」），讓其董事會可根據該計劃向經挑選參與者授出可認購Best Creation股份之購股權，作為彼等對Best Creation集團所作貢獻之鼓勵或獎賞。Best Creation計劃由採納日期二零零六年十月三十一日起計，為期十年。於二零一五年六月三十日，概無根據Best Creation計劃授出任何購股權。

競爭權益

於二零一五年六月三十日，董事或本公司之主要股東或任何彼等各自之聯繫人士概無從事與任何本集團業務構成或可能構成競爭之業務或與本集團產生任何其他利益衝突。

PURCHASE, SALE OR REDEMPTION OF THE COMPANY'S LISTED SECURITIES

Neither the Company nor any of its subsidiaries has purchased, sold or redeemed any of the Company's listed securities for the three months ended 30th June 2015.

CORPORATE GOVERNANCE CODE

The Company endeavours to maintain high standards of corporate governance in the interests of shareholders, and follows the principles set out in the Corporate Governance Code (the "Code") contained in Appendix 15 of the GEM Listing Rules. Except for the deviations described below, no Director is aware of any information which would reasonably indicate that the Company is not, or was not at any time during the three months ended 30th June 2015, acting in compliance with the Code.

Code provision A.2.1 stipulates that the roles of chairman and chief executive should be separate and should not be performed by the same individual. However, the Board's decisions are implemented under the leadership of the Chairman with the involvement and support of the chief executive officer(s) and general manager(s) of the Company's operating companies. The Board believes that the balance of authority and division of responsibility are adequately ensured by the operations of the Board and management which comprise experienced and high calibre individuals.

Code provision A.4.1 stipulates that non-executive directors should be appointed for a specific term. However, Mr. James Tsiolis, a former non-executive Director who was elected by the shareholders at the general meeting of the Company, has not been appointed for a specific term but is subject to retirement by rotation and re-election at annual general meetings in accordance with the bye-laws of the Company. Mr. James Tsiolis resigned as Deputy Chairman and non-executive Director of the Company on 17th July 2015.

購入、售出或贖回本公司之上市證券

本公司或其任何附屬公司概無於截至二零一五年六月三十日止三個月內購入、售出或贖回本公司任何上市證券。

企業管治守則

本公司致力保持高水平之企業管治，以符合股東之利益，並遵守創業板上市規則附錄15所載之企業管治守則（「守則」）所載原則。除下文所述之偏離外，概無董事知悉任何資料足以合理地顯示本公司於截至二零一五年六月三十日止三個月內任何時間內並無遵守守則。

守則條文第A.2.1條訂明，主席與行政總裁的角色應有區分，並不應由一人同時兼任。然而，董事會之決策在主席之領導下，以及本公司營運公司之行政總裁及總經理之參與及支持下獲執行。董事會相信，具備經驗豐富及高素質人材，權力及責任分立之平衡足以確保董事會之運作及管理。

守則條文第A.4.1條訂明，非執行董事之委任應有指定任期。然而，於本公司之股東大會上獲股東選任之前非執行董事James Tsiolis先生並無指定任期，惟根據本公司之公司細則，彼須於股東週年大會上輪席告退及膺選連任。James Tsiolis於二零一五年七月十七日辭任本公司副主席兼非執行董事。

AUDIT COMMITTEE

The Company has established an audit committee with written terms of reference that set out the authorities and duties of the committee adopted by the Board. During the period under review and up to the date of this report, the committee comprises of not less than three members, namely Mr. Joseph Liang Hsien Tse, Mr. Stephen Luk Kai Ming (who ceased to be a member upon his resignation as an independent non-executive Director of the Company on 10th April 2015), Mr. Kenneth Kon Hiu King and Mr. Pierre Tsui Kwong Ming, all being independent non-executive Directors and is chaired by Mr. Joseph Liang Hsien Tse who has appropriate professional qualifications and experience in financial matters. The terms of reference of the audit committee are aligned with the provisions set out in the Code. The committee's principal duties are to ensure the adequacy and effectiveness of the accounting and financial controls of the Group, oversee the performance of internal control systems and financial reporting process, monitor the integrity of the financial statements and compliance with statutory and listing requirements and to oversee independence and qualifications of the external auditors.

The unaudited condensed consolidated financial information for the three months ended 30th June 2015 of the Company now reported on have been reviewed by the audit committee.

On behalf of the Board

North Asia Strategic Holdings Limited

Ding Yi

Chairman and Executive Director

Hong Kong, 6th August 2015

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

審核委員會

本公司已成立審核委員會，並已書面訂明職權範圍，載有董事會採納之委員會權限及職責。於回顧期間及截至本報告日期，本公司之審核委員會由不少於三名成員組成，包括梁顯治先生、陸啟明先生(彼於二零一五年四月十日辭任本公司獨立非執行董事後不再出任成員)、干曉勁先生及徐廣明先生(均為獨立非執行董事)，委員會主席為梁顯治先生，彼具備適當之專業資格及財務事宜經驗。審核委員會之職權範圍與守則所載條文相符一致。委員會之主要職責為確保本集團之會計及財務監控足夠及有效、監察內部監控制度及財務申報程序之表現、監控財務報表之完整性及符合法定及上市規定之情況以及監察外聘核數師之獨立性及資格。

本公司現正提呈之截至二零一五年六月三十日止三個月之未經審核簡明綜合財務資料已經由審核委員會審閱。

代表董事會

北亞策略控股有限公司

主席兼執行董事

丁屹

香港，二零一五年八月六日

於本報告日期，董事會成員包括丁屹先生(主席兼執行董事)及張一帆女士(執行董事)；陳立基先生(非執行董事)；以及梁顯治先生、干曉勁先生及徐廣明先生(獨立非執行董事)。

North Asia Strategic Holdings Limited

北亞策略控股有限公司*

Principal Place of Business

Suite 1318, 13/F., Two Pacific Place, 88 Queensway, Hong Kong

Tel : (852) 2918 3788

Fax : (852) 2169 0209

主要營業地點

香港金鐘道88號太古廣場二座13樓1318室

電話 : (852) 2918 3788

傳真 : (852) 2169 0209

www.nasholdings.com