

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/03/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer North Asia Strategic Holdings Limited

Date Submitted 01/04/2019

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : 8080 Description : Ordinary Shares

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>40,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$400,000,000.00</u>
Increase/(decrease)	<u>(36,000,000,000)</u> (See Remarks)		<u>-</u>
Balance at close of the month	<u>4,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$400,000,000.00</u>

(2) Stock code : - Description : -

	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	<u>-</u>	<u>-</u>	<u>-</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>-</u>	<u>-</u>	<u>-</u>

2. Preference Shares

Stock code : _____ - Description : <u>Convertible Preference Shares</u>			
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>30,000,000,000</u>	<u>HK\$0.01</u>	<u>HK\$300,000,000.00</u>
Increase/(decrease)	<u>(27,000,000,000)</u> (See Remarks)		<u>-</u>
Balance at close of the month	<u>3,000,000,000</u>	<u>HK\$0.10</u>	<u>HK\$300,000,000.00</u>

3. Other Classes of Shares

Stock code : _____ - Description : _____			
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>-</u>	<u>-</u>	<u>-</u>
Increase/(decrease)	<u>-</u>		<u>-</u>
Balance at close of the month	<u>-</u>	<u>-</u>	<u>-</u>

Total authorised share capital at the end of the month
(*State currency*) :

HK\$700,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	2,725,808,054 (at HK\$0.01 each)	-	-	-
Increase/ (decrease) during the month	(2,453,227,249) (See Remarks)	-	-	-
Balance at close of the month	272,580,805 (at HK\$0.10 each)	-	-	-

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Share Option Scheme adopted at AGM held on 04/09/2014						7,323,200 (adjusted) (See Remarks)
Ordinary shares (Note 1)	-	-	-	-	-	
2. -						
(/ /) shares (Note 1)	-	-	-	-	-	-
3. -						
(/ /) shares (Note 1)	-	-	-	-	-	-
			Total A. (Ordinary shares)		-	
			(Preference shares)		-	
			(Other class)		-	
Total funds raised during the month from exercise of options (State currency)					-	

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. - _____ _____ _____	-	-	-	-	-	-
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
2. - _____ _____ _____	-	-	-	-	-	-
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
3. - _____ _____ _____	-	-	-	-	-	-
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
4. - _____ _____ _____	-	-	-	-	-	-
(/ /) Stock code (if listed) _____ Class of shares issuable (Note 1) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
Total B. (Ordinary shares) _____					-	
(Preference shares) _____					-	
(Other class) _____					-	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. -	-	-	-	-	-	-
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. -	-	-	-	-	-	-
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. -	-	-	-	-	-	-
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. -	-	-	-	-	-	-
Stock code (if listed)	_____					
Class of shares issuable (Note 1)	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
					Total C. (Ordinary shares)	-
					(Preference shares)	-
					(Other class)	-

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. - _____ _____ _____ (/ /) shares (Note 1)	-	-
2. - _____ _____ _____ (/ /) shares (Note 1)	-	-
3. - _____ _____ _____ (/ /) shares (Note 1)	-	-
Total D. (Ordinary shares)	-	
(Preference shares)	-	
(Other class)	-	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	-	-
2. Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	-	-
3. Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	-	-
4. Bonus issue		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) _____ EGM approval date: (dd/mm/yyyy) _____	(/ /) (/ /)	-	-

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	-	-
6. Repurchase of shares		Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	-	-
7. Redemption of shares		Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	-	-
8. Consideration issue	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (dd / mm / yyyy) EGM approval date: (dd / mm / yyyy)	-	-

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	Ordinary Shares (/ /) (25/3/2019)	(2,453,227,249) (See Remarks)	-
10. Other (Please specify)	At price : State currency _____ Class of shares issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	-	-
Total E. (Ordinary shares)			(2,453,227,249)	
(Preference shares)			-	
(Other class)			-	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	(2,453,227,249)
	(2)	-
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		-
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		-
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 17.27A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(*Note 2*)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;

- | | |
|--------|---|
| (iv) | all the securities of each class are in all respects identical (<i>Note 3</i>); |
| (v) | all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements; |
| (vi) | all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue; |
| (vii) | completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and |
| (viii) | the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies. |

Remarks (if any):

The special general meeting of the Company had been held on 25th March 2019 to approve the share consolidation which became effective on 26th March 2019. As a result of the share consolidation:-

(1) the authorised share capital of the Company shall become HK\$700,000,000 divided into (1) 4,000,000,000 consolidated ordinary shares of par value of HK\$0.10 each, of which 272,580,805 consolidated ordinary shares will be in issue; and (2) 3,000,000,000 consolidated preference shares of par value of HK\$0.10 each.

(2) the number of consolidated ordinary shares to be allotted and issued upon full exercise of the outstanding share options of the Company be adjusted to 7,323,200 shares and the exercise price of these share options be adjusted to HK\$1.15 per share.

Please refer to the Company's announcements dated 22nd February 2019, 25th March 2019 and 26th March 2019 and the circular dated 6th March 2019 for more details.

Submitted by: Law Wai Fai

Title: Company Secretary
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.*
3. *"Identical" means in this context:*
 - *the securities are of the same nominal value with the same amount called up or paid up;*
 - *they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and*
 - *they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.*
4. *If there is insufficient space, please append the prescribed continuation sheet.*