

# 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)



**2016/17**  
First Quarterly Report  
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.**

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*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。

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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 (collectively, the "Group") for the three months ended 30th June 2016, together with the comparative unaudited figures of the corresponding period in 2015.

## 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(合稱「本集團」)截至二零一六年六月三十日止三個月之未經審核簡明綜合業績，連同二零一五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		
		2016 二零一六年	2015 二零一五年	
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)	
	Notes 附註			
Revenue	收入	3	312,267	428,619
Cost of sales	銷售成本		(269,474)	(374,432)
Gross profit	毛利		42,793	54,187
Other income and gains, net	其他收入及收益，淨額		3,564	7,331
Selling and distribution expenses	銷售及分銷費用		(21,763)	(25,416)
General and administrative expenses	一般及行政費用		(20,157)	(22,220)
Operating profit	經營溢利		4,437	13,882
Finance income	財務收入	4	1,056	698
Finance costs	財務費用	4	(2,418)	(849)
Profit before income tax	除所得稅前溢利		3,075	13,731
Income tax expense	所得稅支出	5	(672)	(4,079)
PROFIT FOR THE PERIOD	期內溢利		2,403	9,652
Earnings per share attributable to ordinary shareholders of the Company	本公司普通股股東應佔每股盈利	6		
Basic (HK cents)	基本(港仙)		0.13	0.52
Diluted (HK cents)	攤薄(港仙)		0.13	0.47

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	
		2016 二零一六年	2015 二零一五年
		<i>HK\$'000</i> 千港元 <b>(Unaudited)</b> (未經審核)	<i>HK\$'000</i> 千港元 (Unaudited) (未經審核)
Profit for the period	期內溢利	<b>2,403</b>	9,652
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	<b>(323)</b>	(178)
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	<b>(323)</b>	(178)
TOTAL COMPREHENSIVE INCOME FOR THE PERIOD	期內全面收益總額	<b>2,080</b>	9,474



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, repair 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;
- **finance leasing:** provision of finance to its customers via a wide array of assets under finance lease arrangements; 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 that of its principal place of business is 18th Floor, Shanghai Commercial Bank Tower, 12 Queen's Road Central, 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 report is presented in Hong Kong dollars ("HK\$") and all values are rounded to the nearest thousand except when otherwise indicated.

This report has been approved and authorised for issue by the Company's board of directors on 5th August 2016.

## 2. Basis of preparation

This report 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 report 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 2016.

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；
- **融資租賃：**透過融資租賃安排下之各種資產向其客戶提供融資；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皇后大道中12號上海商業銀行大廈18樓。

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，本報告以港元（「港元」）呈列，所有價值均調整至最接近千位數。

本報告已於二零一六年八月五日經本公司董事會批准及授權刊發。

## 2. 編製基準

本報告乃遵照聯交所《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。

本報告並不包括年度財務報表之所有資料及披露要求，故應與本集團截至二零一六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 2016, except for the adoption of the following revised standards and interpretations for the first time for the current period's financial information:

Amendments to HKFRS 10, HKFRS 12 and HKAS 28 (2011)	<i>Investment Entities: Applying the Consolidation Exception</i>
Amendments to HKFRS 11	<i>Accounting for Acquisitions of Interests in Joint Operations</i>
Amendments to HKAS 1	<i>Disclosure Initiative</i>
Amendments to HKAS 16 and HKAS 38	<i>Clarification of Acceptable Methods of Depreciation and Amortisation</i>
Amendments to HKAS 16 and HKAS 41	<i>Agriculture: Bearer Plants</i>
Amendments to HKAS 27 (2011)	<i>Equity Method in Separate Financial Statements</i>
<i>Annual Improvements 2012-2014 Cycle</i>	Amendments to a number of HKFRSs

The adoption of the above revised HKFRSs has had no significant financial effect on these unaudited condensed consolidated financial information.

## 3. Revenue

Revenue represents sales of goods, commission and other service income, consulting fee income and finance leasing income. The amounts of each category of revenue recognised during the three months ended 30th June 2016 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二零一六年三月三十一日止年度之年度財務報表所依循者相符：

香港財務報告準則第10號、 香港財務報告準則第12號 及香港會計準則第28號 修訂本(二零一一年)	<i>投資實體：應用綜合入賬之 例外情況</i>
香港財務報告準則第11號 修訂本	<i>收購共同經營權益之會計法</i>
香港會計準則第1號修訂本	<i>披露計劃</i>
香港會計準則第16號及 香港會計準則第38號 修訂本	<i>折舊及攤銷之可接受方法之 澄清</i>
香港會計準則第16號及 香港會計準則第41號 修訂本	<i>農業：生產性植物</i>
香港會計準則第27號修訂本 (二零一一年)	<i>獨立財務報表內之權益法</i>
二零一二年至二零一四年 週期之年度改進	多項香港財務報告準則之 修訂本

採納以上經修訂香港財務報告準則對該等未經審核簡明綜合財務資料並無構成重大財務影響。

## 3. 收入

收入指出售貨品、佣金及其他服務收入、諮詢費用收入及融資租賃收入。各類別收入於截至二零一六年六月三十日止三個月確認之金額如下：

		<b>For the three months ended 30th June 截至六月三十日止三個月</b>	
		<b>2016 二零一六年</b>	2015 二零一五年
		<b>HK\$'000 千港元 (Unaudited) (未經審核)</b>	<b>HK\$'000 千港元 (Unaudited) (未經審核)</b>
Sales of goods	出售貨品	<b>307,487</b>	420,640
Commission and other service income	佣金及其他服務收入	<b>3,556</b>	1,152
Consulting fee income	諮詢費用收入	<b>137</b>	6,827
Finance leasing income	融資租賃收入	<b>1,087</b>	—
		<b>312,267</b>	428,619

#### 4. Finance income and costs

An analysis of finance income and costs is as follows:

		For the three months ended 30th June 截至六月三十日止三個月	
		2016 二零一六年	2015 二零一五年
		HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
<b>Finance income:</b>	<b>財務收入：</b>		
Interest income from bank deposits	銀行存款之利息收入	277	339
Interest income from note receivable	應收票據之利息收入	—	117
Interest 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
Interest income from held-to-maturity investments	持至到期投資之利息收入	779	—
		<b>1,056</b>	698
<b>Finance costs:</b>	<b>財務費用：</b>		
Interest on bank loans	銀行貸款之利息	11	510
Amortisation of liability component of convertible bond	可換股債券負債部分之攤銷	321	314
Net foreign exchange losses on financing activities	融資活動外匯虧損淨額	2,086	25
		<b>2,418</b>	849

#### 5. Income tax expense

The Company is exempted from taxation in Bermuda until 2035. Hong Kong profits tax has been calculated at the rate of 16.5% (2015: 16.5%) on the estimated assessable profit for the period.

Subsidiaries established in Mainland China are subject to the Mainland China corporate income tax at the standard rate of 25% (2015: 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.

#### 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

2016 二零一六年	2015 二零一五年
HK\$'000 千港元 (Unaudited) (未經審核)	HK\$'000 千港元 (Unaudited) (未經審核)
277	339
—	117
—	242
779	—
<b>1,056</b>	698
11	510
321	314
2,086	25
<b>2,418</b>	849

#### 5. 所得稅支出

本公司獲豁免繳納百慕達稅項直至二零三五年。香港利得稅就期內估計應課稅溢利按稅率16.5% (二零一五年：16.5%)計算。

於中國內地成立之附屬公司須按25% (二零一五年：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。

5. **Income tax expense** (Continued)

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

5. **所得稅支出**(續)

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	
		2016 二零一六年	2015 二零一五年
		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	512	2,097
Mainland China corporate income tax	中國內地企業所得稅		
— current period	— 本期間	160	32
Overseas taxation	海外稅項		
— current period	— 本期間	—	1,950
		<b>672</b>	<b>4,079</b>



## 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.

No adjustment has been made to the basic earnings per share amount presented for the three months ended 30th June 2016 in respect of a dilution as the impact of the convertible bond outstanding had an anti-dilutive effect on the basic earnings per share amounts presented.

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

## 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。

由於截至二零一六年六月三十日止三個月尚未償還可換股債券對所呈列之每股基本盈利金額有反攤薄效應之影響，故並無就所呈列之每股基本盈利金額作出攤薄調整。

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。

		For the three months ended 30th June 2015 截至二零一五年 六月三十日止三個月 HK\$'000 千港元 (Unaudited) (未經審核)
<b>Earnings</b>	<b>盈利</b>	
Profit attributable to shareholders of the Company, used in the basic earnings per share calculation	本公司股東應佔溢利，用於計算每股基本盈利	9,652
Interest on convertible bond	可換股債券利息	314
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Profit attributable to shareholders of the Company, used in the diluted earnings per share calculation	本公司股東應佔溢利，用於計算每股攤薄盈利	9,966
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		For the three months ended 30th June 2015 截至二零一五年 六月三十日止三個月 (Unaudited) (未經審核)
<b>Shares</b>	<b>股份</b>	
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
Effect of dilution — weighted average number of ordinary shares:	攤薄影響 — 普通股之加權平均數：	
Convertible bond	可換股債券	240,000,000
<hr/>		
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

## 7. Dividends

The Directors do not recommend the payment of an interim dividend for the three months ended 30th June 2016.

## 8. Equity

Movements in unaudited consolidated equity are as follows:

		(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 2016	於二零一六年四月一日之結餘	19,150	1,155,915	(360,733)	814,332
Profit for the period	期內溢利	—	—	2,403	2,403
Currency translation differences of foreign operations	海外業務之貨幣換算差額	—	(323)	—	(323)
Total comprehensive income for the period	期內全面收益總額	—	(323)	2,403	2,080
Balances at 30th June 2016	於二零一六年六月三十日之結餘	19,150	1,155,592	(358,330)	816,412
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

### 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 effort basis. The placement transaction costs included legal fees and other professional fees of approximately HK\$1,332,000. The placing of shares had resulted in the increase of share capital and share premium by HK\$3,000,000 and HK\$27,168,000 respectively.

### 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。配售之交易成本包括法律費用及其他專業費用約1,332,000港元。股份配售導致股本及股份溢價分別增加3,000,000港元及27,168,000港元。



## BUSINESS REVIEW

### Financial and Business Performance

For the three months ended 30th June 2016 (the “quarter”), the Group recorded an unaudited consolidated revenue of approximately HK\$312,267,000 versus an unaudited consolidated revenue of approximately HK\$428,619,000 in the corresponding period last year, representing a decrease of 27%. The decrease in revenue was mainly because our Hi-tech distribution and service division had secured two individual significant orders in the corresponding period last year.

During the quarter, the Group recorded an unaudited consolidated net profit of approximately HK\$2,403,000, which was decreased by 75% from approximately HK\$9,652,000 in the corresponding period last year. The year on year decrease in net profit was mainly because our mining consulting division had recorded a net loss of HK\$952,000 for the quarter while a net profit of HK\$3,953,000 was recorded in the corresponding period last year. Furthermore, the net profit of our Hi-tech distribution and services division was also decreased by 7% from HK\$10,347,000 in the corresponding period last year to HK\$9,583,000 in the quarter.

During the quarter, the Group's operating expenditures amounted to approximately HK\$41,920,000, representing a decrease of 12% from approximately HK\$47,636,000 in the corresponding period last year. The decrease were mainly because the operation of the mining consulting division was scaled down following the suspension of its mining projects and staff commission incurred by our Hi-tech distribution and services division was reduced by approximately HK\$3,771,000 from the corresponding period last year, which was in line with the decrease in revenue.

The unaudited basic earnings per share in the quarter was approximately HK0.13 cents, representing a decrease of 75% from approximately HK0.52 cents in the corresponding period last year. At 30th June 2016, the unaudited consolidated net asset value of the Company per ordinary share was approximately HK\$0.43, which was similar to approximately HK\$0.43 as at 31st March 2016.

Below is summary of the financial and business highlights of our business divisions. The profit/loss figures, disclosed below, do not include any intra-group charges, as they are eliminated upon consolidation.

## 財務回顧

### 財務及業務表現

截至二零一六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312,267,000港元，較去年同期之未經審核綜合收入約428,619,000港元減少27%。收入減少乃主要由於去年同期高科技產品分銷及服務分部取得兩份個別重大訂單所致。

本季度內，本集團錄得未經審核綜合溢利淨額約為2,403,000港元，較去年同期約9,652,000港元減少75%。溢利淨額按年減少乃主要由於採礦諮詢分部於本季度錄得虧損淨額952,000港元，而去年同期則錄得溢利淨額3,953,000港元。此外，高科技產品分銷及服務分部之溢利淨額亦由去年同期之10,347,000港元減少7%至本季度之9,583,000港元。

本季度內，本集團之經營支出約為41,920,000港元，較去年同期約47,636,000港元減少12%。有關減少乃主要由於採礦諮詢分部之營運規模於其採礦項目暫停後縮減，以及高科技產品分銷及服務分部產生之員工佣金較去年同期減少約3,771,000港元所致，與其收入跌幅一致。

本季度之未經審核每股基本盈利約為0.13港仙，較去年同期約0.52港仙減少75%。於二零一六年六月三十日，本公司之每股普通股之未經審核綜合資產淨值約為0.43港元，與二零一六年三月三十一日約0.43港元相若。

以下為各業務分部之財務及業務摘要。由於集團內公司間之費用已於綜合賬目時對銷，故以下披露之溢利／虧損數字並不包括任何該等費用。



## 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 30 years serving its customers in the hi-technology sector. American Tec's team of more than 270 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\$311,043,000, representing a decrease of about 26% from approximately HK\$421,792,000 in the corresponding period last year. During the quarter, the division's direct machine sales were approximately HK\$286,970,000, decreased by 29% from approximately HK\$406,258,000 in the corresponding period last year, mainly due to a significant jump in revenue from two individual significant orders coupled with a slowdown of the electronics manufacturing market and more cautious investment in the mobile phone manufacturing sector as demand flattens out. However, the software sales had achieved a significant growth of 2,522% from corresponding period last year's approximately HK\$182,000 to approximately HK\$4,772,000 in the quarter, mainly due to growing orders from our software solutions and the progressive deployment and delivery of the software projects. Spare parts sales were approximately HK\$15,745,000 and commission and other service income was approximately HK\$3,556,000, slightly increased from approximately HK\$14,200,000 and approximately HK\$1,152,000 respectively in 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\$9,583,000 for the quarter, slightly decreased by 7% from approximately HK\$10,347,000 in the corresponding period of last year.

## 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30年。美亞科技之團隊由逾270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為311,043,000港元，較去年同期約421,792,000港元減少約26%。於本季度，此分部之直接機器銷售約為286,970,000港元，由去年同期約406,258,000港元減少29%，乃主要由於兩份個別重大訂單之收入大幅下跌，加上電子產品生產市場放緩，以及手機製造業之投資因需求平淡而更為審慎所致。然而，軟件銷售已達致大幅增長2,522%，由去年同期約182,000港元增加至本季度約4,772,000港元，主要由於軟件解決方案之訂單增加及逐步部署及交付軟件項目。零部件銷售約為15,745,000港元以及佣金及其他服務收入約為3,556,000港元，分別較去年同期之約14,200,000港元及約1,152,000港元輕微上升。

管理層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9,583,000港元，較去年同期約10,347,000港元輕微減少7%。



### Financial Leasing Division

The Group conducts its financial leasing business through its wholly-owned subsidiary, North Asia Financial Leasing (Shanghai) Co., Ltd. (“NAFL”) in China (Shanghai) Pilot Free Trade Zone. The division commenced its financial leasing business from the mid of July 2015. The aggregate principal amount of finance lease loans as at 30th June 2016 was approximately HK\$94,260,000. NAFL mainly provides finance lease to customers of the Group’s Hi-tech Distribution and Services Division and a project involving the computer numerical control (“CNC”) machinery. During the quarter, the division generated a revenue from finance lease interest income of approximately HK\$1,087,000 and recorded a net loss of HK\$818,000.

### 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 mining technical services and valuation advisory services for mining projects in various stages. The Dragon Group’s mining technical services includes operation management, exploration management, geological and technical field services, exploration auditing, resource modelling and estimation, and other related technical services.

During the quarter, the unaudited revenue of the division was decreased by 98% to approximately HK\$137,000 from an unaudited revenue approximately HK\$6,827,000 in the corresponding period last year. The significant decrease in revenue was mainly because the division had shifted from emphasis on mining technical services to valuation services in previous year. The revenue during the quarter comprises only revenue from valuation advisory services and Environmental Social and Governance (“ESG”) reporting services. The division incurred an unaudited net loss of approximately HK\$952,000 during the quarter, as compared to an unaudited net profit approximately HK\$3,953,000 in the corresponding period last year. The change from a net profit in the corresponding period last year to a net loss in the quarter was mainly because no profit was contributed from mining technical services during the quarter following the termination of a gold exploration management project in Kazakhstan and a copper-gold polymetallic project in Indonesia in last year.

### 融資租賃分部

本集團透過其全資附屬公司北亞融資租賃(上海)有限公司(「北亞融資租賃」)於中國(上海)自由貿易試驗區經營融資租賃業務。此分部自二零一五年七月中展開融資租賃業務。於二零一六年六月三十日，融資租賃貸款之本金總額約為94,260,000港元。北亞融資租賃主要向本集團高科技產品分銷及服務分部及有關購買電腦數控(「CNC」)機械設備之項目之客戶提供融資租賃。於本季度，此分部產生來自融資租賃利息收入之收入約1,087,000港元及錄得虧損淨額818,000港元。

### 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採礦技術服務及估值顧問服務。Dragon集團之採礦技術服務包括經營管理、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，以及其他相關技術服務。

於本季度，此分部之未經審核收入由去年同期約6,827,000港元下降98%至約137,000港元。收入大幅減少乃主要由於此分部之重心於去年由採礦技術服務轉移至估值服務所致。本季度之收入僅來自估值顧問服務及環境社會及管治(「環境社會管治」)報告服務之收入。於本季度，此分部產生未經審核虧損淨額約952,000港元，而去年同期則為未經審核溢利淨額約3,953,000港元。由去年同期錄得溢利淨額轉為於本季度錄得虧損淨額乃主要由於位於哈薩克之金礦勘探管理項目及位於印尼之銅金多金屬礦項目於去年終止後，採礦技術服務於本季度並無錄得任何溢利所致。



## Corporate Development

On 5th April 2016, the Company announced that it has been informed by Mr. Ding Yi, a former Director and substantial shareholder of the Company, and Ms. Lu Ying, a substantial shareholder of the Company, that after Mr. Ding had resigned the Company's as executive Director and Chairman on 31st March 2016, Mr. Ding sold 400,000,000 ordinary shares in the Company to Ms. Lu for a cash consideration of HK\$30,000,000, at HK\$0.075 per Share (the "Transaction"). Immediately after the completion of the Transaction, Ms. Lu held 969,058,296 Shares, or approximately 50.60% in the total number of Shares in issue. As a result of the Transaction, Ms. Lu had increased her voting rights in the Company to more than 30% and it had triggered an obligation by Ms. Lu to make an unconditional mandatory cash offer (the "Offer") under Rule 26 of The Codes on Takeovers and Mergers and Share Repurchases for all the ordinary shares of the Company. Details of the Transaction and the Offer are disclosed in the Company's announcement dated 5th April 2016, joint announcement dated 18th April 2016 and the Company's composite document dated 20th May 2016.

On 10th June 2016, the Company announced that immediately after the close of the Offer and taking into account the valid acceptances in respect of 47,818,132 ordinary shares of the Company, Ms. Lu and parties acting in concert with her were interested in an aggregate of 1,016,876,428 shares, representing approximately 53.1% of the total number of ordinary shares of the Company in issue.

## Use of Proceeds from Placing

On 15th April 2015, 300,000,000 ordinary shares were issued at a placing price of HK\$0.105 per share to Ms. Lu Ying through a placing agent on a best effort basis. The placing proceeds net of relevant expenses including the placing commission amounted to approximately HK\$30 million. The Group has fully utilised the amount of the net proceeds in staff cost, rental and other office expenses till the end of the quarters.

## 企業發展

於二零一六年四月五日，本公司宣佈其已獲本公司前董事兼主要股東丁屹先生及本公司主要股東陸穎女士通知，丁先生於二零一六年三月三十一日辭任本公司執行董事兼主席後，按每股股份0.075港元出售400,000,000股本公司普通股予陸女士，現金代價為30,000,000港元（「該交易」）。緊隨該交易完成後，陸女士持有969,058,296股股份，即已發行股份總數約50.60%。完成該交易後，陸女士已提高彼之本公司投票權至30%以上，並產生陸女士須就本公司所有普通股作出公司收購、合併及股份回購守則第26條項下之無條件強制要約（「該要約」）之責任。有關該交易及該要約之詳情披露於本公司日期為二零一六年四月五日之公告、日期為二零一六年四月十八日之聯合公告及本公司日期為二零一六年五月二十日之綜合文件。

於二零一六年六月十日，本公司宣佈，緊隨該要約截止後並經計及有關本公司47,818,132股普通股之有效接納後，陸女士及與其一致行動人士於合共1,016,876,428股股份中擁有權益，佔本公司已發行普通股總數約53.1%。

## 配售之所得款項用途

於二零一五年四月十五日，300,000,000股普通股已按盡力基準透過配售代理以配售價每股股份0.105港元向陸穎女士發行。配售所得款項扣除相關開支（包括配售佣金）後約為30,000,000港元。本集團已全數動用所得款項淨額，用作員工成本、租金及其他辦公室開支，直至季度完結為止。



## OUTLOOK

### Overall Summary

Market environment for the forthcoming quarter is expected to remain challenging for all business divisions of the Group. However, the management is confident in the prospects of the Hi-tech Distribution and Services Division with the launch of "Industry 4.0" initiative, coupled with the advocacy of the Chinese government in the "Smart Manufacturing 2025" project. Our focus will be to continue to manage cash, costs and risks and, to build our strength during this turbulent time by working with our management teams to improve capability and efficiency.

### Hi-tech Distribution and Services Division

Electronics production has been well below average for at least the last two years. This is a result of decelerating growth in consumer spending on electronics. Smartphone growth is slowing due to increasing penetration maturity in major markets like China and consumer caution about the future of the world economy. On the other hand, the highly competitive market has also seen some local China players such as Huawei, OPPO, VIVO and Meizu bucking the downward trend by increasing their market share at the expense of leading brands such as Samsung, Apple and LG. Also, the sluggish markets for personal computers and tablets continue to spiral downward as more users delay replacement purchases. Worldwide shipments of PCs and tablets fell by about 10% on an annual basis in the final quarter of 2015 and remain declining in the near future.

Despite a slow start to the year, business confidence among entrepreneurs in China has picked up for the first time in more than two years in the second quarter of 2016. We will continue to invest and expedite our automation and software offerings and strive to work closer with our partners to come up with more competitive and innovative solutions. At the same time, we will continue to invest in our service and support infrastructure and systems so as to attain total customer satisfaction and customer retention.

## 展望


### 整體摘要

預期下一季之市場環境對本集團所有業務分部仍然充滿挑戰。然而，隨着「工業4.0」戰略推展，加上中國政府提倡推出「智能製造2025」項目，管理層對高科技產品分銷及服務分部之前景充滿信心。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，在此動盪時機建立優勢，以提升實力及效率。

### 高科技產品分銷及服務分部

電子產品生產於過去至少兩年一直遠低於平均數，乃由於消費者於電子產品之消費增長減慢所致。由於中國等主要市場更為滲透成熟及消費者更加關注全球經濟之未來，導致智能電話增長放緩。另一方面，在競爭激烈之市場中，部分本地中國企業如華為、OPPO、VIVO及魅族則逆勢而行，市場份額不跌反升，而領先品牌如三星、蘋果及LG之市場份額則減少。此外，個人電腦及平板市場滯緩並持續下滑，乃由於延遲替換之用戶增加所致。於二零一五年最後一季，全球電腦及平板付運量按年下跌約10%，並於短期內繼續下降。

儘管年初起步緩慢，於二零一六年第二季，中國企業家超過兩年以來首次恢復商業信心。我們將持續投資並促進自動化及軟件產品，並致力與夥伴更緊密合作，提供更具競爭力及創新之解決方案。同時，我們將繼續投資於服務以及支援基礎設施及系統，令客戶稱心滿意並挽留客戶。



### **Mining Consulting Division**

Global demand of various commodities remains weak, leading to low commodity prices, particularly metal prices in the short to medium term. Given the strength of US dollar, the expected increase in US interest rate and dim outlook of the commodities and mining industry, availability of exploration funding to mining companies may continue to be limited such that the mining consulting division will be adversely and inevitably affected. In view of this, Dragon Group will endeavor to explore the business of providing valuation services and ESG reporting services to listed companies in Hong Kong for disclosure purpose. Dragon Group will continue to explore new business opportunities of providing mining technical services in different regions of Asia, in particular, those countries covered by the “One-Belt-One-Road” (OBOR) Policy recently initiated by the PRC government.

### **Finance Lease Division**

We expect our leasing company can capture the opportunities offered by the upgrading in manufacturing industry and launching of “Industry 4.0” initiative in China. Leveraging on the Company's financing platform in Hong Kong and extensive industry experience especially the high-tech manufacturing industries, the Group's finance lease division will continue to seek opportunities to provide financial leasing service in China with a view to generate a new source of revenue from financial leasing and related services. The finance lease division can also offer finance lease options to customers of our Hi-tech Distribution and Services Division to suit their financial needs.

### **採礦諮詢分部**

全球對各類商品之需要仍然疲弱，導致商品價格低企，尤其是金屬價格於短至中期內維持低水平。由於美元強勁、美國預期加息以及商品及採礦行業前景欠佳，可供採礦公司使用勘探資金可能持續有限，令採礦諮詢分部將無可避免地受到不利影響。有鑑於此，Dragon集團將致力發掘業務機會，為香港上市公司提供估值服務及環境社會管治報告服務，以作披露用途。Dragon集團將繼續發掘在亞洲不同地區提供採礦技術服務之新業務機會，尤其是最近由中國政府提倡之「一帶一路」政策所涵蓋之國家地區。

### **融資租賃分部**

我們預期租賃公司可緊抓製造業提升及中國「工業4.0」戰略推展提供之機會。憑藉本公司於香港之融資平台及業內豐富經驗（尤其於高科技產品製造業之經驗），本集團之融資租賃分部將繼續尋求於中國提供融資租賃服務之機會，以從融資租賃及相關服務開創新收入來源。融資租賃分部亦可為本集團高科技產品分銷及服務分部之客戶提供融資租賃選擇以配合其財務需要。



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

As at 30th June 2016, 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.

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

As at 30th June 2016, 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) 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 <i>(Note b)</i>
		所持普通 股數目	所持相關 股份數目	持股之 概約百分比 <i>(附註b)</i>
Lu Ying	Beneficial owner	1,016,876,428	240,000,000	53.1%
陸穎	實益擁有人		<i>(Note a)</i> <i>(附註a)</i>	
C.L Davids Fond og Samling	Beneficial owner	106,178,010	—	5.54%
	實益擁有人			

## 董事及最高行政人員於股份及相關股份之權益及淡倉

於二零一六年六月三十日，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。

## 其他人士於股份及相關股份之權益及淡倉

於二零一六年六月三十日，就董事及本公司最高行政人員所知，下列人士(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

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 in issue as at 30th June 2016, 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) 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 2016.

## 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 2016, no share options have been granted by the Company pursuant to the 2014 Scheme.

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二零一六年六月三十日已發行之1,914,997,244股普通股而計算，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，於二零一六年六月三十日，就董事及本公司最高行政人員所知，概無任何人士(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。

## 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。於二零一六年六月三十日，本公司概無根據二零一四年計劃授出任何購股權。



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 2016, no share options have been granted pursuant to the Best Creation Scheme.

## COMPETING INTERESTS

As at 30th June 2016, 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.

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。於二零一六年六月三十日，概無根據Best Creation計劃授出任何購股權。

## 競爭權益

於二零一六年六月三十日，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 2016.

## 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 2016, 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 decision are implemented under the leadership of the Chairlady 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 caliber individuals.

## 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二零一六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二零一六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。



## 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. The committee comprises three 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 2016 of the Company now reported on have been reviewed by the audit committee.

By Order of the Board

**North Asia Strategic Holdings Limited**

**Zhang Yifan**

*Chairlady and Executive Director*

Hong Kong, 5th August 2016

*As at the date of this report, 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).*

## 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。本公司之審核委員會由三名獨立非執行董事組成，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二零一六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。

承董事會命

**北亞策略控股有限公司**

**主席兼執行董事**

**張一帆**

香港，二零一六年八月五日

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

# North Asia Strategic Holdings Limited

## 北亞策略控股有限公司\*

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