

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

*This joint announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares of North Asia Strategic Holdings Limited. This joint announcement is not for release, publication or distribution in or into any jurisdiction where to do so would constitute a violation of relevant laws of such jurisdiction.*

**SKY VIRTUE HOLDINGS LIMITED**

*(Incorporated in the British Virgin Islands  
with limited liability)*

**North Asia Strategic Holdings Limited**

**北亞策略控股有限公司\***  
*(Incorporated in Bermuda with limited liability)*  
**(Stock Code: 8080)**

**JOINT ANNOUNCEMENT**

**DESPATCH OF COMPOSITE DOCUMENT  
RELATING TO  
UNCONDITIONAL MANDATORY CASH OFFERS BY  
YU MING INVESTMENT MANAGEMENT LIMITED  
ON BEHALF OF  
SKY VIRTUE HOLDINGS LIMITED TO ACQUIRE ALL THE ISSUED  
SHARES OF  
NORTH ASIA STRATEGIC HOLDINGS LIMITED (OTHER THAN THOSE  
SHARES ALREADY OWNED AND/OR AGREED  
TO BE ACQUIRED BY  
SKY VIRTUE HOLDINGS LIMITED  
AND PARTIES ACTING IN CONCERT WITH IT) AND  
TO CANCEL ALL THE OUTSTANDING SHARE OPTIONS**

*Financial adviser to the Offeror*



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

References are made to (i) the announcement dated 12 July 2024 jointly issued by the Offeror and the Company in relation to, among other things, the Offers; and (ii) the Composite Document jointly issued by the Offeror and the Company on 2 August 2024 together with the accompanying Forms of Acceptance. Capitalised terms used herein shall have the same meanings as those defined in the Composite Document unless specified otherwise.

## DESPATCH OF THE COMPOSITE DOCUMENT

The Composite Document containing, among other things, (i) the terms of the Offers (including the expected timetable); (ii) the letter of recommendation from the Independent Board Committee in relation to the Offers; and (iii) the letter of advice from the Independent Financial Adviser to the Independent Board Committee in respect of the Offers and the accompanying Forms of Acceptance, have been despatched to the Independent Shareholders and Independent Optionholders on 2 August 2024 in accordance with the Takeovers Code.

Copies of the Composite Document and the accompanying Forms of Acceptance are also available on the websites of the Stock Exchange and the Company.

## EXPECTED TIMETABLE

The expected timetable set out below is indicative only and is subject to change. Any changes to the timetable will be jointly announced by the Offeror and the Company as and when appropriate. Unless otherwise specified, all references to date and time contained in this joint announcement refer to Hong Kong date and time.

**2024**

Despatch date of the Composite Document and the Forms of Acceptance and commencement date of the Offers ( <i>Note 1</i> ) . . . . .	Friday, 2 August
Offers open for acceptance ( <i>Notes 1 and 4</i> ) . . . . .	Friday, 2 August
Latest time and date for acceptance of the Offers ( <i>Notes 3 and 4</i> ) . . . . .	4:00 p.m. on Friday, 23 August
Closing Date ( <i>Notes 3 and 4</i> ) . . . . .	Friday, 23 August
Announcement of the results of the Offers (or their extension or revision, if any) to be posted on the website of the Stock Exchange ( <i>Note 3</i> ) . . . . .	no later than 7:00 p.m. on Friday, 23 August
Latest date for posting of remittances in respect of valid acceptances received under the Offers ( <i>Note 5</i> ) . . . . .	Tuesday, 3 September

### Notes:

- The Offers, which are unconditional in all respects, are made on the date of posting of the Composite Document, and are capable of acceptance on and from Friday, 2 August 2024, being the date of posting of the Composite Document, until 4:00 p.m. on the Closing Date, unless the Offeror decides to revise or extend the Offers in accordance with the Takeovers Code.*

2. *Beneficial owners of Share(s) who hold their Share(s) in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (set out in Appendix I) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures.*
3. *In accordance with the Takeovers Code, the Offers must initially be open for acceptance for at least 21 days after the date of the Composite Document. The latest time and date for acceptance will be 4:00 p.m. on Friday, 23 August 2024 unless the Offeror revises or extends the Offers in accordance with the Takeovers Code. The Offeror and the Company will jointly issue an announcement through the website of the Stock Exchange no later than 7:00 p.m. on Friday, 23 August 2024 stating the results of the Offers and whether the Offers have been extended, revised or have expired. In the event that the Offeror decides to extend the Offers, an announcement of such extension will be published which will state either the next closing date of the Offers or that the Offers will remain open until further notice. In the latter case, at least 14 days' notice by way of an announcement will be given before the Offers are closed to those Independent Shareholders and Independent Optionholders who have not accepted the Offers.*
4. *Acceptance of the Offers shall be irrevocable and is not capable of being withdrawn, except in the circumstances as set out in the paragraph headed "Right of withdrawal" in Appendix I to the Composite Document.*
5. *Payment in cash in respect of the acceptances of the Offers (after deducting the accepting Independent Shareholders' share of stamp duty in the case of the Share Offer), will be despatched to the accepting Independent Shareholders and Independent Optionholders at his/her/its own risk as soon as possible but in any event, no later than seven (7) Business Days after the date on which the duly completed Forms of Acceptance and the relevant documents of title of the Shares and Share Options in respect of such acceptance are received by or for the Offeror to render each such acceptance of the Offers complete and valid pursuant to Rule 20.1 and Note 1 to Rule 30.2 of the Takeovers Code.*
6. *If there is a tropical cyclone warning signal number 8 or above, or "extreme conditions" or a "black rainstorm warning", (a) in force in Hong Kong at any local time before 12:00 noon but no longer in force after 12:00 noon on the latest time and date for acceptance of the Offers or the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, the latest time for acceptance of the Offers or the posting of remittances, as the case may be, will remain at 4:00 p.m. on the same Business Day; or (b) in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offers or the latest date for posting of remittances for the amounts due under the Offers in respect of valid acceptances, the latest time and date for acceptance of the Offers or the posting of remittances, as the case may be, will be rescheduled to 4:00 p.m. on the following Business Day which does not have either of those warnings in force at any time after 12:00 noon.*

By Order of the Board of  
**SKY VIRTUE HOLDINGS LIMITED**  
**Zhang Yifan**  
*Sole Director*

By Order of the Board  
**NORTH ASIA STRATEGIC  
HOLDINGS LIMITED**  
**Kenneth Kon Hiu King**  
*Executive Director*

Hong Kong, 2 August 2024

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

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

*As at the date of this joint announcement, the sole director of the Offeror is Ms. Zhang Yifan.*

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

*This joint announcement will remain on the “Latest Listed Company Information” page of the Stock exchange website at [www.hkexnews.hk](http://www.hkexnews.hk) for at least seven days from the day of its publication. This joint announcement will also be published on the Company’s website at [www.nasholdings.com](http://www.nasholdings.com).*

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

*\* For identification purpose only*