

# NEW ASIA HOLDINGS, INC.

## FORM 10-Q (Quarterly Report)

Filed 08/19/15 for the Period Ending 06/30/15

Telephone	65-6702-3808
CIK	0001485029
Symbol	NAHD
SIC Code	3949 - Sporting and Athletic Goods, Not Elsewhere Classified
Industry	Investment Trusts
Sector	Financials
Fiscal Year	12/31

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

**FORM 10-Q**

QUARTERLY REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

For the Quarterly period ended  
June 30, 2015

TRANSITION REPORT PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934

Commission File No. 333-165961

**NEW ASIA HOLDINGS, INC.**

(Exact Name of Small Business Issuer as specified in its charter)

**Nevada**

(State or other jurisdiction)

**45-0460095**

(IRS Employer File Number)

**33 Ubi Avenue 3  
07-58 Vertex Building Tower A  
Singapore**

(Address of principal executive offices)

**408868**

(zip code)

**+65-6702-3808** (Registrant's telephone number, including area code)

Indicate by check mark whether the registrant: (1) filed all reports required to be filed by Section 13 or 15(d) of the Exchange Act during the past 12 months (or for such shorter period that the registrant was required to file such reports); and (2) has been subject to such filing requirements for the past 90 days. Yes  No

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T (Section 232.405 of this chapter) during the preceding 12 months (or such shorter period that the registrant was required to submit and post such files). Yes  No

Indicate by check mark whether the registrant is a large accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of "large accelerated filer," "accelerated filer," and "small reporting company" in Rule 12b-2 of the Exchange Act.

Large accelerated filer

Accelerated filer

Non-accelerated filer  (Do not check if a smaller reporting company)

Smaller reporting company

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Exchange Act) Yes  No

As of August 13, 2015, the Company had 61,526,767 shares of common stock issued and outstanding.

**FORM 10-Q**

**NEW ASIA HOLDINGS, INC.**  
**(fka DM Products, Inc.)**

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**PART I FINANCIAL INFORMATION**

References in this document to "us," "we," or "Company" refer to New Asia Holdings, Inc.

**ITEM 1. FINANCIAL STATEMENTS:**

**NEW ASIA HOLDINGS, INC**  
**(fka DM Products Inc)**  
**CONDENSED BALANCE SHEETS**

<b>ASSETS</b>	<b>June 30, 2015</b> (Unaudited)	<b>December 31,</b> <b>2014</b>
<b>Current Assets</b>		
Cash	\$ 475	\$ -
Prepaid Expense	942	-
<b>Total Current Assets</b>	<u>1,417</u>	<u>-</u>
<b>Other Assets</b>		
Deposit	790	-
<b>Total Other Assets</b>	<u>790</u>	<u>-</u>
<b>TOTAL ASSETS</b>	<u><u>\$ 2,207</u></u>	<u><u>\$ -</u></u>
<b>LIABILITIES AND STOCKHOLDERS' EQUITY (DEFICIT)</b>		
<b>Current Liabilities</b>		
Accounts Payable	\$ 7,997	-
Advance From Shareholder	93,321	-
<b>Total Current Liabilities</b>	<u>101,318</u>	<u>-</u>
<b>Total Liabilities</b>	<u>\$ 101,318</u>	<u>-</u>
<b>Stockholders' Deficit</b>		
Preferred Stock, \$0.001 par value, 30,000,000 shares authorized, 0 shares issued and outstanding	-	-
Common Stock, \$0.001 par value, 400,000,000 shares authorized, shares issued 61,526,771 and outstanding (1,821,807- 2014).	61,527	1,822
Stock to be issued	-	350,000
Additional Paid In Capital	2,383,016	1,292,721
Accumulated Deficit	<u>(2,543,654)</u>	<u>(1,644,543)</u>
<b>Total Stockholders' Equity (Deficit)</b>	<u>(99,111)</u>	<u>-</u>
<b>TOTAL LIABILITIES &amp; STOCKHOLDERS' (DEFICIT)</b>	<u><u>\$ 2,207</u></u>	<u><u>\$ -</u></u>

The accompanying notes are an integral part of these unaudited condensed financial statements

**NEW ASIA HOLDINGS, INC.**  
**(fka DM Products, Inc.)**  
**CONDENSED STATEMENTS OF OPERATIONS**  
**(Unaudited)**

	<u>For the three months ended June 30, 2015</u>	<u>For the three months ended June 30, 2014</u>	<u>For the six months ended June 30, 2015</u>	<u>For the six months ended June 30, 2014</u>
Revenues	\$ -	\$ -	\$ -	\$ -
Sales				
Total revenues	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Operating expenses				
General & Administrative expenses	871,339	(15,664)	899,111	2,170
Total operating expense	<u>871,339</u>	<u>(15,664)</u>	<u>899,111</u>	<u>2,170</u>
Income (Loss) before income taxes	\$ (871,339)	\$ 15,664	\$ (899,111)	\$ (2,170)
Provision for income taxes	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>
Net Income (Loss)	<u>\$ (871,339)</u>	<u>\$ 15,664</u>	<u>\$ (899,111)</u>	<u>\$ (2,170)</u>
Net Income (Loss) per common share-basic and fully diluted	<u>\$ (0.02)</u>	<u>\$ 0.01</u>	<u>\$ (0.01)</u>	<u>\$ (0.00)</u>
Weighted average common shares outstanding-basic and diluted	<u>53,542,162</u>	<u>1,759,085</u>	<u>61,324,573</u>	<u>1,759,085</u>

The accompanying notes are an integral part of these unaudited condensed financial statements

**NEW ASIA HOLDINGS, INC.**  
**(fka DM Products, Inc.)**  
**CONDENSED STATEMENTS OF CASH FLOWS**  
**(Unaudited)**

	For the 6 months ended June 30, 2015	For the 6 months ended June 30, 2014
<b>Cash flows from operating activities</b>		
Net Income/Loss	\$ (899,111)	\$ (2,170)
Adjustment to reconcile net loss to net cash provided (used) by operating activities:		
Depreciation	-	\$ 128
Share-based compensation	\$ 800,000	\$ 26,400
Changes in operating assets and liabilities:		
Security Deposit	\$ (790)	\$ -
Prepaid Expenses	\$ (942)	\$ -
Accounts payable	\$ 7,997	\$ (10,284)
Advance from Shareholder	\$ 93,321	\$ -
Accrued expenses	-	\$ (16,000)
Net cash provided (used) by operating activities	<u>\$ 475</u>	<u>\$ (1,926)</u>
<b>Cash flow from investing activities</b>		
Cash flow from investing activities	\$ -	\$ -
<b>Cash flows from financing activities</b>		
Cash flows from financing activities	\$ -	\$ -
Net increase (decrease) in cash	<u>\$ 475</u>	<u>\$ (1,926)</u>
<b>Cash at beginning of period</b>		
Cash at beginning of period	-	\$ 10,589
Cash at end of period	<u>\$ 475</u>	<u>\$ 8,663</u>
<b>Supplemental disclosure of cash flow information:</b>		
Taxes paid	<u>\$ 800</u>	<u>\$ 600</u>
Interest paid	<u>\$ -</u>	<u>\$ -</u>

The accompanying notes are an integral part of these unaudited condensed financial statements

**NEW ASIA HOLDINGS, INC.**  
**(fka DM Products, Inc.)**  
**NOTES TO THE UNAUDITED FINANCIAL STATEMENTS**

**Note 1: Summary of Significant Accounting Policies**

Nature of Operations

DM Products, Inc. (the Company) was incorporated on March 1, 2001 as Effective Sport Nutrition Corporation. Subsequently, on April 11, 2005, the Company changed its name to Midwest E.S.W.T Corp and on December 14, 2005, it changed its name again to DM Products, Inc.

On December 24, 2014 the board of directors approves the following, the Company, entered into a Stock Purchase Agreement (the "Agreement") with four accredited investors pursuant to which the Company issued an aggregate of 58,904,964 shares of common stock, or approximately 97% of the issued and outstanding common stock of the Company, at an aggregate purchase price of \$350,000. The stock was issued to: New Asia Holdings Limited 54,957,724 shares for \$326,546; Wong Kai Fatt 1,821,803 shares for \$10,825; Earth Heat Ltd. 1,518,169 shares for \$9,021; Kline Law Group PC 607,268 shares for \$3,608.

On January 21, 2015 the board of directors, resolved, that the resignation of Lin KokPeng Jeffrey from the position of Secretary of the Corporation is hereby accepted – it being that Lin KokPeng Jeffrey shall retain all other positions with the Corporation that he currently holds.

On January 21, 2015 the board of directors, resolved, that Scott C. Kline is elected to the offices of Secretary and General Counsel of the Corporation to serve until his successor shall be duly elected or appointed, unless he resigns, is removed from office or is otherwise disqualified from serving as an officer of this corporation, to take their respective offices immediately upon such election.

On January 21, 2015 the board of directors, resolved, that the Chairman, the Chief Executive Officer, any Vice President, the Secretary or any Assistant Secretary of the Corporation, each with the full power to act alone, be, and each hereby is, authorized, directed and empowered, in the name and on behalf of the Corporation, to carry out and fully perform the terms and provisions of the foregoing resolutions, and to execute, deliver and, where called for, affix the seal of the Corporation to any required consents, agreements, certificates, instruments and other documents, to make all such payments, and to do and perform all such other acts and things as such individual may deem necessary, appropriate or convenient, as conclusively evidenced by such action by such individual in order to carry into effect the foregoing resolutions and each document as delivered pursuant thereto, all such action heretofore taken and disclosed to the Board being hereby ratified, confirmed and approved as the acts and deeds of the Corporation; resolved further, that the directors and the appropriate officers of the Corporation, and each of them hereby is, authorized and empowered, in the name and on behalf of the Corporation, to execute and deliver any and all such other agreements, instruments and documents and to take any and all such other actions as the director or officer so doing considers, with the advice of counsel, necessary or appropriate to carry out the intent of the foregoing resolutions; and resolved further, that any action taken by any director or officer of the Corporation pursuant to the authority conferred by the Board under any of the foregoing resolutions (including, without limitation, the execution and delivery of any agreement or instrument in the name and on behalf of the Corporation) shall conclusively evidence the due authorization thereof by the Corporation.

On June 23, 2015, New Asia Holdings Inc. (OTCQB: NAHD), formerly DM Products Inc. (DMPD) signed a Memorandum of Understanding to acquire a 100% controlling stake in Magdallen Quant Pte. Ltd., a Singapore-based Company (the "Company") that is focused on the Research, Development and Deployment of Advanced, Proprietary, state-of-the-art, trainable trading algorithms. NAHD confirmed that it has, over the last several months, been undertaking a thorough evaluation of the proprietary trading algorithms owned and developed by the Company. Subject to completion of the final Due Diligence, the Purchase Price of this acquisition will be set forth in a formal Share Sale & Purchase Agreement that is expected to be executed with the next 60 days.

## **Note 1: Summary of Significant Accounting Policies – continued**

### Basis of Presentation

The financial statements of the Company have been prepared in accordance with generally accepted accounting principles in the United States of America and are presented in US dollars. The accompanying unaudited condensed financial have been prepared without audit pursuant to the rules and regulations of the Securities and Exchange Commission requirements for interim financial statements. Therefore, they do not include all of the information and footnotes required by accounting principles generally accepted in the United States for complete financial statements. The financial statements should be read in conjunction with the audited financial statements for the period ended December 31, 2014 of New Asia Holdings, Inc. in our Form 10-K filed on April 15, 2015 with the SEC

### Cash

All highly liquid investments with maturities of three months or less are considered to be cash equivalents. At June 30, 2015 and December 31, 2014, the Company had no cash equivalents .

### Fair Value of Financial Instruments

The Company's financial instruments consist of cash and cash equivalents, accounts receivable, prepaid expense, accounts payable, sales tax payable, and other current liabilities. The carrying amount of these financial instruments approximates fair value due either to length of maturity or interest rates that approximate prevailing market rates, unless otherwise disclosed in these financial statements.

### Use of Estimates

The preparation of financial statements in conformity with generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities and disclosure of contingent assets and liabilities at the date the financial statements and the reported amount of revenues and expenses during the reporting period. Actual results could differ from those estimates.

### Income Taxes

Income taxes are computed using the asset and liability method. Under the asset and liability method, deferred income tax, assets and liabilities are determined based on the differences between the financial reporting and tax bases of assets and liabilities and are measured using the currently enacted tax rates and laws. A valuation allowance is provided for the amount of deferred tax assets that, based on available evidence, are not expected to be realized. It is the Company's policy to classify interest and penalties on income taxes as interest expense or penalties expense. As of June 30, 2015, there have been no interest or penalties incurred on income taxes.

### Basic Income (Loss) Per Share

Basic income (loss) per share is calculated by dividing the Company's net loss applicable to common shareholders by the weighted average number of common shares outstanding during the period. Diluted earnings per share is calculated by dividing the Company's net income available to common shareholders by the diluted weighted average number of shares outstanding during the year. The diluted weighted average number of shares outstanding is the basic weighted number of shares adjusted for any potentially dilutive debt or equity. There are no such common stock equivalents outstanding as of June 30, 2015 and 2014.

### Stock-Based Compensation

The Company accounts for employee stock-based compensation in accordance with the guidance of FASB ASC Topic 718, Compensation – Stock Compensation, which requires all share-based payments to employees, including grants of employee stock options, to be recognized in the financial statements based on their fair values.

The Company follows ASC Topic 505-50, formerly EITF 96-18, "Accounting for Equity Instruments that are Issued to Other than Employees for Acquiring, or in Conjunction with Selling Goods and Services," for stock options and warrants issued to consultants and other non-employees. In accordance with ASC Topic 505-50, these stock options and warrants issued as compensation for services provided to the Company are accounted for based upon the fair value of the services provided or the estimated fair market value of the option or warrant, whichever can be more clearly determined. The fair value of the equity instrument is charged directly to operating expense and additional paid-in capital over the period during which services are rendered. There were 31,915 shares issued to a non-employee with a value of \$6,000 during the year ended December 31, 2013 and \$27,000 or share-based compensation issued to employees and directors in 2013. On April 23, 2015, an additional 800,000 shares of restricted stock at fair value were issued to non-employees ShuQin Wang, Jidong Yang, TongXinHao and HaiTao Wang, each receiving 200,000 shares for their advisory services.

## **Note 1: Summary of Significant Accounting Policies – continued**

### Recent Accounting Pronouncements

The Company does not expect the adoption of recently issued accounting pronouncements to have a significant impact on the Company's results of operations, financial position or cash flows.

### Going Concern

The accompanying financial statements have been prepared assuming that the Company will continue as a going concern. The Company has sustained substantial losses of \$2,543,654 since inception, has a working capital deficit of \$99,901, and is in need of additional capital to grow its operations so that it can become profitable.

In view of these matters, the ability of the Company to continue as a going concern is dependent upon growth of revenues and the ability of the Company to raise additional capital. Management believes that its successful ability to raise capital and increases in revenues will provide the opportunity for the Company to continue as a going concern. The consolidated financial statements do not include any adjustments that might result from the outcome of this uncertainty.

## **Note 2: Property & Equipment**

Property and equipment are carried at cost. Major expenditures and those which substantially increase useful lives are capitalized. Maintenance, repairs and minor renewals are charged to operations when incurred. When property and equipment is sold or otherwise disposed of, the asset account and related accumulated depreciation account are relieved, and any gain or loss is included in operations. Once placed in service, depreciable assets are depreciated over their estimated useful lives using both accelerated and straight-line methods.

Depreciation expenses totaled \$0 and \$128 for the six month periods ended June 30, 2015 and June 30, 2014 respectively.

## **Note 3: Stock Subscription Deposit Common Stock**

On December 24, 2014 the company entered in to a stock purchase agreement for \$350,000 of which the Company received a deposit of \$337,000 and out of those funds paid directly for \$13,000 legal fees for 58,904,964 shares of common stock per the Stock Purchase Agreement dated December 24, 2014. The stock was issued on January 23, 2015.

## **Note 4: Common Stock**

The Company has 430,000,000 shares of capital stock, consisting of 400,000,000 shares of \$0.001 par value common stock, and 30,000,000 shares of \$0.001 par value preferred stock. The Company had 1,821,807 shares of common stock issued and outstanding as of December 31, 2014 and 61,526,771 shares issued and outstanding as of June 30, 2015

On February 12, 2014, 60,000 shares of restricted common stock were issued to James Clarke for services performed as Secretary, Treasurer, and member of the Board of Directors of the Company for the calendar year 2013. These services were valued at \$6,000, which is the fair market value of the shares at the time of issuance.

On February 12, 2014, 100,000 shares of restricted common stock were issued to Kurtis Cockrum for services performed as President and Chairman of the Board of Directors of the Company for the calendar years 2013. These services were valued at \$10,000, which is the fair market value of the shares at the time of issuance.

On February 12, 2014, 104,000 shares of restricted common stock were issued to Don Baker for consulting services performed for the Company. The invoice amount for these services was \$10,400.

On January 23, 2015, the stock was issued to the four accredited investors: New Asia Holdings Limited 54,957,724 shares for \$326,546; Wong Kai Fatt 1,821,803 shares for \$10,825; Earth Heat Ltd. 1,518,169 shares for \$9,021; Kline Law Group PC 607,268 shares for \$3,608.

On April 23, 2015, 800,000 shares of restricted stock at fair value of \$800,000 were issued to four individuals, each receiving 200,000 shares for their advisory services.

**Note 5: Related Party Transactions**

The Company entered into a consulting contract with Scott Kline, Esq., a stockholder of the Company for general counsel. Legal expenses for the related party were \$28,000 and \$0 the periods end June 30, 2015 and June 30, 2014 respectively.

There were advances totaling \$93,321 from shareholders for the period ending 2015.

**Note 6: Commitments and Contingencies**

The Company entered into an Office Service Agreement on June 11 2015, with PBC 8105 Irvine Center, LLC (dba Carr Workplaces (“CW”). Under the terms of the agreement, CW shall grant The Company a license to use the facilities and services of the Center at 100 Spectrum Center Drive, Suite 900 Irvine, CA 92618. The basic terms of this agreement is for 12 months commencing July 1, 2015 ending June 30, 2016 with monthly fixed fees of \$1,758.

The Company entered Tenancy agreement on December 20, 2014, with Treasure Gift Pte Ltd. Under the terms of the agreement, Treasure Gift Pte Ltd shall grant the Company use of the premises and amenities situated at 33, Ubi Avenue 3, #07-58, Vertex, Singapore 408865. The basic terms of the agreement is for 12 months commencing on January 1, 2015 ending December 31, 2015 with the monthly fixed fee \$1681.

## **ITEM 2. MANAGEMENT'S DISCUSSION AND ANALYSIS AND PLAN OF OPERATION**

The following discussion of our financial condition and results of operations should be read in conjunction with, and is qualified in its entirety by, the consolidated financial statements and notes thereto included in, Item 1 in this Quarterly Report on Form 10-Q. This item contains forward-looking statements that involve risks and uncertainties. Actual results may differ materially from those indicated in such forward-looking statements.

### ***Forward-Looking Statements***

This Quarterly Report on Form 10-Q and the documents incorporated herein by reference contain forward-looking. Such forward-looking statements are based on current expectations, estimates, and projections about our industry, management beliefs, and certain assumptions made by our management. Words such as "anticipates", "expects", "intends", "plans", "believes", "seeks", "estimates", variations of such words, and similar expressions are intended to identify such forward-looking statements. These statements are not guarantees of future performance and are subject to certain risks, uncertainties, and assumptions that are difficult to predict; therefore, actual results may differ materially from those expressed or forecasted in any such forward-looking statements. Unless required by law, we undertake no obligation to update publicly any forward-looking statements, whether as a result of new information, future events, or otherwise. However, readers should carefully review the risk factors set forth in other reports and documents that we file from time to time with the Securities and Exchange Commission, particularly the Report on Form 10-K, Form 10-Q and any Current Reports on Form 8-K.

### ***Executive Overview***

After the change in control, our business model is focused to provide the financial community with highly advanced, proprietary, neural trading models. Our state-of-the-art, trainable, algorithms emulate aspects of the human brain, providing our algorithms with a self-training ability to formalize unclassified information and thus develop an enhanced ability to make forecasts based on the historical information and other data available at their disposal. Our Neural networks do not make forecasts. Instead, they analyze price data and uncover opportunities. Using our proprietary neural network, trade decisions are made based on thoroughly analyzed data (which is not generally possible when using traditional technical analysis methods). NAHD offers a series of "Next-Generation" tools that can detect subtle non-linear interdependencies and patterns that other methods of technical analysis are unable to uncover. NAHD offers trading software solutions to clients on the basis of a "Software as a Service (SaaS)" licensing and delivery models with licensed users availing themselves of a service-based contractual arrangements. In addition, NAHD utilizes its in-house proprietary neural trading models to trade its own funds, thus providing added value to its shareholders. The NAHD team's proprietary trading models are developed by professional engineers in communications, electronic circuitry design and financial engineering. This diverse team is the key factor of our successful development of non-traditional and innovative trading models. Our systems, which bring a proven, rigorously tested, track-record, are designed to take intelligent positions as the market moves/changes. Our proprietary algorithmic trading systems generate superior, risk adjustable, returns for our clients.

On June 19th, 2015, we signed a Memorandum of Understanding to acquire a 100% controlling stake in Magdallen Quant Pte. Ltd., a Singapore-based Company (the "Company") that is focused on the Research, Development and Deployment of Advanced, Proprietary, state-of-the-art, trainable trading algorithms. NAHD has, over the last several months, been undertaking a thorough evaluation of the proprietary trading algorithms owned and developed by the Company. Subject to completion of the final Due Diligence, the Purchase Price of this acquisition will be set forth in a formal Share Sale & Purchase Agreement that is expected to be executed within the next 60 days.

### ***Results of Operations***

We had no revenue for the three months ended June 30, 2015, or for the same period ended June 30, 2014.

Operating expenses were \$871,399 for the three month period ended June 30, 2015, and consisted primarily of general and administrative expenses, stock compensation expense, professional fees. This compares with operating expenses for the three month period ended June 30, 2014 of (\$15,664), which also primarily consisted of professional fees and , general and administrative expenses, but also included consulting fees. The material increase in such expense in the first quarter of 2015 were related to increased legal and accounting fees in connection with our change in control.

As a result of the foregoing, we had a net loss of \$871,399 for the three month period ended June 30, 2015. This compares with a net income for the three month period ended June 30, 2014 of \$15,664. After the change in control, the Company is focused on a new business model, as described above. We expect that we will need to raise additional funds to support the expansion of our new business model, including the acquisition of proprietary technologies, working capital to support the implementation of new projects , or for the acquisition of complementary businesses or technologies, or if we must respond to unanticipated events that require us to make additional investments. We cannot assure that additional financing will be available when needed on favorable terms, or at all.

Operating expenses were \$899,111 for the six month period ended June 30, 2015, and consisted primarily of general and administrative expenses, stock compensation expense, and professional fees. This compares with operating expenses for the six months period ended June 30, 2014 of (\$2,170), which also primarily consisted of professional fees and, general and administrative expenses, but also included consulting fees. The material increase in such expense in the first and second quarter of 2015 were related to increased legal and accounting fees in connection with our change in control.

As a result of the foregoing, we had a net loss of \$899,111 for the six months period ended June 30, 2015. This compares with a net income for

the six months period ended June 30, 2014 of \$2,170.

Operating expenses were \$899,111 for the six month period ended June 30, 2015, and consisted primarily of general and administrative expenses, professional fees. This compares with operating expenses for the six months period ended June 30, 2014 of (\$2,170), which also primarily consisted of professional fees and , general and administrative expenses, but also included consulting fees. The material increase in such expense in the first and second quarter of 2015 were related to increased legal and accounting fees in connection with our change in control.

As a result of the foregoing, we had a net loss of \$899,111 for the six months period ended June 30, 2015. This compares with a net income for the six months period ended June 30, 2014 of \$2,170.

After the change in control, the Company is focused on a new business model, as described above. We expect that we will need to raise additional funds to support the expansion of our new business model, including the acquisition of proprietary technologies, working capital to support the implementation of new projects , or for the acquisition of complementary businesses or technologies, or if we must respond to unanticipated events that require us to make additional investments. We cannot assure that additional financing will be available when needed on favorable terms, or at all.

We expect that we will need to raise additional funds to support the expansion of our new business model, including the acquisition of proprietary technologies, working capital to support the implementation of new projects , or for the acquisition of complementary businesses or technologies, or if we must respond to unanticipated events that require us to make additional investments. We cannot assure that additional financing will be available when needed on favorable terms, or at all.

We expect to undertake some near-term acquisitions that would result in the generation of revenues, however, notwithstanding these developments we expect to incur operating losses through the balance of this year because we will be incurring expenses and not generating sufficient revenues. We cannot guarantee that we will be successful in generating sufficient revenues or other funds in the future to cover these operating costs. We expect to cover such shortfall in operating margins through advances from our principal shareholder and other fund-raising measures that the Company deems appropriate.

#### ***Liquidity and Capital Resources.***

As of June 30, 2015 we had cash of \$475, compared to \$8,663 cash at June 30, 2014.

We had net cash provided by operating activities for \$475 for the six months period ended June 30, 2015 and \$1,926 of net cash used for operating activities for the six months period ended June 30, 2014. The change resulted from our increased net loss during the period.

We had no cash flows from financing activities or investing activities during the three month periods ended June 30, 2015 and 2014.

#### ***Off-Balance Sheet Arrangements***

We have no significant off-balance sheet arrangements that have or are reasonably likely to have a current or future effect on our financial condition, changes in financial condition, revenues or expenses, results of operations, liquidity, capital expenditures or capital resources that are material to stockholders.

#### ***Future Financings***

We will continue to rely on advances from our principal shareholder as well as from other sources of financing, including private placements of our common shares in order to continue to fund our business operations. Issuances of additional shares will result in dilution to existing stockholders. There is no assurance that we will achieve any additional sales of the equity securities or arrange for debt or other financing to fund our operations and other activities.

#### ***Critical Accounting Policies***

Our financial statements and accompanying notes have been prepared in accordance with United States generally accepted accounting principles applied on a consistent basis. The preparation of financial statements in conformity with U.S. generally accepted accounting principles requires management to make estimates and assumptions that affect the reported amounts of assets and liabilities, the disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of revenues and expenses during the reporting periods.

We regularly evaluate the accounting policies and estimates that we use to prepare our financial statements. A complete summary of these policies is included in the notes to our financial statements. In general, management's estimates are based on historical experience, on information from third party professionals, and on various other assumptions that are believed to be reasonable under the facts and circumstances. Actual results could differ from those estimates made by management.

### ***Recently Issued Accounting Pronouncements***

The Company has implemented all new accounting pronouncements that are in effect. These pronouncements did not have any material impact on the financial statements unless otherwise disclosed, and the Company does not believe that there are any other new accounting pronouncements that have been issued that might have a material impact on its financial position or results of operations.

### **ITEM 3. QUANTITATIVE AND QUALITATIVE DISCLOSURES ABOUT MARKET RISK.**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **ITEM 4. CONTROLS AND PROCEDURES**

#### ***Evaluation of Disclosure Controls and Procedures***

Disclosure controls and procedures are controls and procedures that are designed to ensure that information required to be disclosed in our reports filed under the Exchange Act is recorded, processed, summarized and reported, within the time periods specified in the SEC's rules and forms. Disclosure controls and procedures include, without limitation, controls and procedures designed to ensure that information required to be disclosed by our company in the reports that it files or submits under the Exchange Act is accumulated and communicated to our management, including its principal executive and principal financial officers, or persons performing similar functions, as appropriate to allow timely decisions regarding required disclosure. Our management carried out an evaluation under the supervision and with the participation of our Chief Executive Officer and Chief Financial Officer, of the effectiveness of the design and operation of our disclosure controls and procedures pursuant to Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934 ("Exchange Act").

Based on this evaluation, our principal executive and principal financial and accounting officer concluded that our disclosure controls and procedures (as defined in Rules 13a-15(e) and 15d-15(e) under the Securities Exchange Act of 1934) were effective as of March 31, 2015.

#### ***Changes in Internal Control over Financial Reporting***

There have been no changes in our internal control over financial reporting identified in connection with the evaluation required by paragraph (d) of Exchange Act Rules 13a-15 or 15d-15 that occurred during our last fiscal quarter that have materially affected, or are reasonably likely to materially affect, our internal control over financial reporting.

The Company is not required by current SEC rules to include, and does not include, an auditor's attestation report. The Company's registered public accounting firm has not attested to Management's reports on the Company's internal control over financial reporting.

## **PART II. OTHER INFORMATION**

### **ITEM 1. LEGAL PROCEEDINGS**

We know of no material, existing or pending legal proceedings against our company, nor are we involved as a plaintiff in any material proceeding or pending litigation. There are no proceedings in which our director, officer or any affiliates, or any registered or beneficial shareholder, is an adverse party or has a material interest adverse to our interest.

### **ITEM 1A. RISK FACTORS**

We are a smaller reporting company as defined by Rule 12b-2 of the Securities Exchange Act of 1934 and are not required to provide the information under this item.

### **ITEM 2. UNREGISTERED SALES OF EQUITY SECURITIES AND USE OF PROCEEDS .**

None.

### **ITEM 3. DEFAULTS UPON SENIOR SECURITIES**

None.

### **ITEM 4. MINE SAFETY DISCLOSURES.**

Not Applicable.

### **ITEM 5. OTHER INFORMATION**

None.

**ITEM 6. EXHIBITS AND REPORTS ON FORM 8-K**

<b>Exhibit Number</b>	<b>Description</b>	<b>Filing</b>
31.1	Certification of CEO pursuant to Sec. 302	Filed herewith.
31.2	Certification of CEO pursuant to Sec. 302	Filed herewith.
32.1	Certification of CEO pursuant to Sec. 906	Filed herewith.
32.2	Certification of CFO pursuant to Sec. 906	Filed herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.
101.INS	XBRL Instance Document	Filed herewith.
101SCH	XBRL Taxonomy Extension Schema Document	Filed herewith.
101.CAL	XBRL Taxonomy Extension Calculation Linkbase Document	Filed herewith.
101.LAB	XBRL Taxonomy Extension Label Linkbase Document	Filed herewith.
101.PRE	XBRL Taxonomy Extension Presentation Linkbase Document	Filed herewith.
101.DEF	XBRL Taxonomy Extension Definition Linkbase Document	Filed herewith.

## SIGNATURES

In accordance with Section 12 of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized on May 19, 2014.

**NEW ASIA HOLDINGS, INC.**

By: /s/ Lin Kok Peng  
Lin Kok Peng  
Chief Executive Officer, Chief Financial Officer, Treasurer and  
Director

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below by the following person on behalf of the Registrant and in the capacity and on the date indicated.

Date: August 14, 2015

By: /s/ Lin Kok Peng  
Lin Kok Peng  
Director



## CERTIFICATION OF THE CHIEF EXECUTIVE OFFICER PURSUANT TO RULE 13a-14

I, Lin Kok Peng, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of New Asia Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August,14, 2015

*/s/ Lin Kok Peng*

By: Lin Kok Peng

Its: Chief Executive Officer

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**CERTIFICATION OF CHIEF FINANCIAL OFFICER PURSUANT TO RULE 13a-14**

I, Lin Kok Peng, certify that:

1. I have reviewed this Quarterly Report on Form 10-Q of New Asia Holdings, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer(s) and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - (a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under my supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - (b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles;
  - (c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - (d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer(s) and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - (a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - (b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: August,14, 2015

*/s/ Lin Kok Peng*

By: Lin Kok Peng

Its: Chief Financial Officer

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of New Asia Holdings, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lin Kok Peng, Chief Executive Officer, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Lin Kok Peng

By: Lin Kok Peng  
Chief Executive Officer

Dated: August 14, 2015

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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**CERTIFICATION PURSUANT TO  
18 U.S.C. SECTION 1350,  
AS ADOPTED PURSUANT TO  
SECTION 906 OF THE SARBANES-OXLEY ACT OF 2002**

In connection with the Quarterly Report of New Asia Holdings, Inc. (the "Company") on Form 10-Q for the period ended March 31, 2015 as filed with the Securities and Exchange Commission on the date hereof (the "Report"), I, Lin Kok Peng, Chief Financial Officer, certify pursuant to 18 U.S.C. § 1350, as adopted pursuant to § 906 of the Sarbanes-Oxley Act of 2002, that, to the best of my knowledge and belief:

- (1) The Report fully complies with the requirements of section 13(a) or 15(d) of the Securities Exchange Act of 1934; and
- (2) The information contained in the Report fairly presents, in all material respects, the financial condition and result of operations of the Company.

/s/ Lin Kok Peng  
By: Lin Kok Peng  
Chief Financial Officer

Dated: August, 14, 2015

A signed original of this written statement required by Section 906, or other document authenticating, acknowledging, or otherwise adopting the signature that appears in typed form within the electronic version of this written statement has been provided to the Company and will be retained by the Company and furnished to the Securities and Exchange Commission or its staff upon request.

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