

UNITED STATES OF AMERICA
Before the
SECURITIES AND EXCHANGE COMMISSION

ADMINISTRATIVE PROCEEDING
File No. 3-22298

<p>In the Matter of</p> <p>New Asia Partners China Corp.,</p> <p>Respondents.</p>
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**DECLARATION OF GINA JOYCE CONCERNING SERVICE
OF PROCESS ON NEW ASIA PARTNERS CHINA CORP.**

I, Gina Joyce, declare and say as follows:

1. I am a Senior Counsel in the Division of Enforcement (“Division”) and co-counsel for the Division in the above-captioned proceeding. I personally took, or caused to be taken, the steps set forth below to ensure valid service of the Order Instituting Proceedings on New Asia Partners China Corp., CIK 1418304 (“New Asia Partners”) in this proceeding.

2. I reviewed the last EDGAR filing made by New Asia Partners, which was a Form 8-A12G filed with the Commission on September 26, 2008. A true copy of the face page of the Form 8-A12G is attached as Exhibit 1. Exhibit 1 shows that New Asia Partners is located in Shanghai, China. China is a signatory to the Hague Convention, but does not recognize service by mail. Therefore, given the expense and delays inherent in perfecting service via the China Central Authority, the Division elected to seek other means of perfecting service on New Asia Partners.

3. Exhibit 1 shows that New Asia Partners is a Delaware corporation.

Therefore, I conducted a search of the Delaware corporate records using the CLEAR subscription-based online research system (“CLEAR system), which provides direct access to Delaware online corporate records. A true copy of a printout of that search is attached as Exhibit 2.

4. Exhibit 2 shows that New Asia Partners has a void status under Delaware corporate law. 8 Del. Code §510 provides that if a Delaware corporation “neglects or refuses for 1 year to pay the State any franchise tax or taxes, which has or have been, or shall be assessed against it, or which it is required to pay under this chapter, the charter of the corporation shall be void, and all powers conferred by law upon the corporation are declared inoperative....” Provided that no other option for service within the State of Delaware is available, Delaware law states that service of process may be perfected by serving the Secretary of State. 8 Del. Code §321(b).

5. Service on the Delaware Secretary of State is an effective and complete means of serving process on the corporation provided that, after exercising due diligence, the plaintiff was unable to perfect service on the corporation within the State of Delaware by other means, e.g. on an officer, director, or registered agent. 8 Del. Code §321.

6. The most recent filings with the Commission show that New Asia Partners has no officers, directors, or places of business in the State of Delaware. In fact, it appears that New Asia Partners had no corporate presence in Delaware other than the fact that it was a Delaware corporation and at one time had a contractual registered agent in that state. However, once a corporation becomes void, the contractual relationship

between the corporation and its registered agent ceases to exist. *See International Pulp Equipment Co. Ltd. v. St. Regis Kraft Co.*, 54 F. Supp. 745, 748-749 (D. Del. 1944).

7. Having determined that, under 8 Del. Code § 321, service on New Asia Partners may be made by serving the Delaware Secretary of State, the Division retained a professional process server. The professional process server perfected service on New Asia Partners by delivering two identical copies of the OIP in this matter along with the required \$50 service fee made payable to the Delaware Division of Corporations. A true copy of the Process Server's Declaration is attached hereto as Exhibit 3.

I declare under penalty of perjury that the foregoing is true and correct.

Executed on December 3, 2024.

/s/ Gina Joyce
Gina Joyce

CERTIFICATE OF SERVICE

I hereby certify that I caused true copies of the Division of Enforcement's Declaration of Gina Joyce to Assist Secretary with Record of Service, and Exhibits thereto, to be served on the following on December 3, 2024, in the manner indicated below:

Via eFap:

Office of the Secretary

By Registered Mail International:

New Asia Partners China Corp.
1801-03, 18F, One Lu Jia Zui
68 Yin Cheng Middle Road
Pudong, Shanghai, 200120
CHINA

/s/ Gina Joyce
Gina Joyce