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## **North Asia Strategic Holdings Limited**

**北亞策略控股有限公司\***

*(Incorporated in Bermuda with limited liability)*

**(Stock Code: 8080)**

### **NOTICE OF SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the special general meeting (the “**SGM**”) of North Asia Strategic Holdings Limited (the “**Company**”) will be held at 78th Floor, The Center, 99 Queen’s Road Central, Hong Kong on Wednesday, 1st December 2010 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions:

#### **SPECIAL RESOLUTION**

**1. “THAT,**

- (a) subject to compliance with the requirements of section 46(2) of the Companies Act 1981 of Bermuda and with effect from the date of the passing of this resolution, the entire amount standing to the credit of the share premium account of the Company as at the date of the passing of this resolution be cancelled (the “**Share Premium Cancellation**”) and the directors of the Company be and are hereby authorized to apply and transfer (the “**Transfer**”) the credit arising from the Share Premium Cancellation to the contributed surplus account of the Company and following the Transfer, the requisite amount in the contributed surplus account of the Company be used to set-off against the accumulated losses of the Company as at the date of the passing of this resolution; and
- (b) the directors of the Company be and are hereby authorized to do all such acts and things (including, without limitation to the generality of the foregoing, the execution of any documents, instrument or agreement) as they may, in their absolute discretion, consider necessary, desirable or expedient to implement and/or to give effect to the Share Premium Cancellation.”

\* *For identification purpose only*

## ORDINARY RESOLUTION

### 2. “THAT,

conditional upon Resolution Number 1 contained in the notice convening this meeting being passed, a special dividend of HK4.0 cents per issued ordinary share of HK\$0.01 each (each, a “**Share**”) in the share capital of the Company be paid out of the contributed surplus account of the Company to the shareholders of the Company whose names appear on the Company’s register of members on 1st December 2010.”

For and on behalf of  
**North Asia Strategic Holdings Limited**  
**John Saliling**  
*Executive Director and Chief Executive Officer*

Hong Kong, 5th November 2010

*Head Office and Principal Place  
of Business in Hong Kong:*  
78th Floor  
The Center  
99 Queen’s Road Central  
Hong Kong

*Registered Office:*  
Clarendon House  
2 Church Street  
Hamilton HM 11  
Bermuda

#### *Notes:*

1. Any member of the Company entitled to attend and vote at the SGM is entitled to appoint one or, if he/she holds two or more Shares, more than one proxy to attend and vote instead of him/her. A proxy need not be a member of the Company.
2. A form of proxy for use at the SGM is enclosed. To be valid, this form of proxy, together with the relevant power of attorney or other authority (if any) under which it is signed, or a certified copy thereof, must be deposited at the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time scheduled for holding the SGM or any adjournment thereof.
3. In case of joint holders of any Share, any one of such joint holders may vote at the SGM, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto. If more than one of such joint holders are present at the SGM in person or by proxy, the person so present whose name stands first in the register of members of the Company in respect of such Share shall alone be entitled to vote in respect of it.
4. Completion and return of the form of proxy will not preclude a member of the Company from attending the SGM and voting in person at the SGM or any adjournment thereof if he/she so wishes. If a member attends the SGM after having deposited the form of proxy, his/her form of proxy will be deemed to have been revoked.

*As at the date of this announcement, the Board comprises two Executive Directors, namely Mr. Göran Sture Malm (Chairman) and Mr. John Saliling (Chief Executive Officer); three Non-executive Directors, namely Mr. Andrew Yao Cho Fai, Mr. Takeshi Kadota and Mr. Jason Matthew Brown; and four Independent Non-executive Directors, namely Mr. Philip Ma King Huen, Mr. Kenny Tam King Ching, Mr. Edgar Kwan Chi Ping and Mr. Yu Wang Tak.*

*This announcement, for which the Directors 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 for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement 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 announcement misleading.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcement” page for at least seven days from the date of its posting and on the Company’s website at [www.nasholdings.com](http://www.nasholdings.com).*