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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 THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of North Asia Strategic Holdings Limited (the “**Company**”) will be held at 78th Floor, The Center, 99 Queen’s Road Central, Hong Kong at 10:00 a.m. on Tuesday, 31st October 2006 for the purpose of considering and, if thought fit, passing the following ordinary resolutions:

### **ORDINARY RESOLUTIONS**

**1. “THAT:**

- (a) the conditional sale and purchase agreement (the “**Agreement**”) dated 2nd August 2006 made between Autron Corporation Limited (the “**Vendor**”) as vendor, Best Creation Investments Limited (“**Best Creation**”) as purchaser and the Company as guarantor for Best Creation’s obligations under the Agreement, a copy of which has been produced to the meeting and marked “**A**” and initialled by the chairman of the meeting for identification purpose, in respect of the sale and purchase of:

- (i) a total of 60,000,000 ordinary shares of HK\$1.00 each in the issued share capital of American Tec Company Limited beneficially owned by the Vendor; and
- (ii) a total of 1,570,000 ordinary shares of INR10 each in the issued share capital of Autron India Private Limited beneficially owned by the AIP Vendors (as defined in the Agreement) as at the date of completion of the Agreement,

(as supplemented and amended by a supplemental agreement dated 5th October 2006 made between the Vendor, Best Creation and the Company, a copy of which has been produced to the meeting and marked “**B**” and initialled by the chairman of the meeting for identification purpose) and the transactions contemplated thereby be and are hereby approved; and

- (b) the directors of the Company be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as they may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Agreement or any of the transactions contemplated thereby.”

\* For identification purpose only

2. **“THAT** the share option scheme (the **“Scheme”**) of Best Creation Investments Limited (**“Best Creation”**), a draft of the rules of which is produced to the meeting marked **“C”** and signed by the chairman of the meeting for the identification purpose, and the adoption of the Scheme by Best Creation be and are hereby approved and that the directors of the Company be and are hereby authorised to take all such steps as may be necessary, desirable or expedient in connection with the adoption of the Scheme.”

By Order of the Board  
**North Asia Strategic Holdings Limited**  
**Savio Chow Sing Nam**  
*Executive Director and Chief Executive Officer*

Hong Kong, 13th October 2006

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

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

*Notes:*

1. Any member entitled to attend and vote at the meeting convened by this notice is entitled to appoint one or, if he holds two or more shares, more than one proxy to attend and vote instead of him. A proxy need not be a member of the Company.
2. 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 true copy thereof) must be deposited at the Company’s branch share register, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting or any adjourned meeting, as the case may be.
3. Completion and return of the form of proxy will not preclude a member of the Company from attending and voting in person at the meeting or any adjournment thereof and, in such event, the authority of the proxy shall be deemed to be revoked.
4. In the case of joint holders of a share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto. If more than one of such joint holders are present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.

*As at the date of this announcement, the Board comprises Mr. Göran Sture Malm (Chairman), Mr. Henry Cho Kim (Deputy Chairman), Mr. Savio Chow Sing Nam (Chief Executive Officer) and Mr. Andrew Yao Cho Fai (being the executive Directors), Mr. Philip Ma King Huen, Mr. Kenny Tam King Ching and Mr. Edgar Kwan Chi Ping (being the independent non-executive Directors).*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules 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 that:- (i) the information contained in this announcement is accurate and complete in all material respects and not misleading; (ii) there are no other matters the omission of which would make any statement in this announcement misleading; and (iii) all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

*This announcement will remain on the GEM website at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” 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).*