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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 5:00 p.m. on Monday, 27th April 2009 for the purpose of considering and, if thought fit, passing with or without amendments, the following resolution as ordinary resolution:

“**THAT:**

- (a) the supplemental agreement dated 2nd March 2009 (“Supplemental Services Agreement”) entered into between the Company and North Asia Strategic Advisors (a copy of which is tabled at the meeting and marked “A” and initialed by the chairman of the meeting for identification purpose), which is supplemental to the services agreement dated 26th September 2005 (as amended and restated on 30th December 2005) entered into between the Company and North Asia Strategic Advisors, pursuant to which the Company engaged North Asia Strategic Advisors to provide services (as more particularly described in the circular of the Company dated 7th April 2009 (the “Circular”)) subject to the terms and conditions therein, and the terms thereof and the transactions contemplated under the Supplemental Services Agreement be and are hereby approved, confirmed and ratified in all respects;
- (b) the proposed Cap Amounts (as defined in the Circular) in relation to the continuing connected transactions under the Supplemental Services Agreement for each of the financial years ending 31st March 2010, 2011 and 2012 being HK\$75 million, HK\$75 million and HK\$150 million respectively be and are hereby approved and confirmed; and
- (c) the Directors be and are hereby generally and unconditionally authorised to do all such further acts and things and to sign and execute all such other documents, instruments and agreements and to take all such steps which in the opinion of the Directors may be necessary, appropriate, desirable or expedient to implement and/or give effect to the terms of the Supplemental Services Agreement and the transactions contemplated thereunder.”

By Order of the Board
North Asia Strategic Holdings Limited
Lam Yee Fan
Company Secretary

Hong Kong, 7th April 2009

* *For identification purpose only*

<i>Registered Office:</i>	<i>Head Office and Principal Place of Business</i>
Clarendon House	<i>in Hong Kong:</i>
2 Church Street	78th Floor, The Center
Hamilton HM 11	99 Queen's Road Central
Bermuda	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/she holds two or more shares, more than one proxy to attend and to vote instead of him/her. 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 registrar, 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 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 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 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 three Executive Directors, namely Mr. Göran Sture Malm (Chairman), Mr. Savio Chow Sing Nam (Deputy Chairman) and Mr. John Saliling (Chief Executive Officer); two Non-executive Directors, namely Mr. Andrew Yao Cho Fai and Mr. Takeshi Kadota; 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 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 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.