

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

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 of North Asia Strategic Holdings Limited (the “Company”) will be held at Pacific Room, 2nd Floor, Island Pacific Hotel Hong Kong, 152 Connaught Road West, Hong Kong on Friday, 14th September 2012 at 10:30 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

SPECIAL RESOLUTION

1. **“THAT**, conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (**“Stock Exchange”**) granting or agreeing to grant the listing of, and permission to deal in, the New Shares (as defined below) arising from the Capital Reorganisation (as defined below); and (ii) the compliance by the Company with the relevant legal procedures and requirements under the Companies Act 1981 of Bermuda (as amended) and the bye-laws of the Company (**“Bye-Laws”**) to effect the Capital Reorganisation (as defined below), with effect from the business day (as defined in the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange) immediately following the date of the passing of this resolution:
 - (a) every ten (10) issued ordinary shares of HK\$0.01 each in the share capital of the Company (**“Shares”**) be consolidated (**“Share Consolidation”**) into one (1) consolidated ordinary share of HK\$0.10 (**“Consolidated Share”**);
 - (b) the par value of each issued Consolidated Share be reduced from HK\$0.10 to HK\$0.01 (the **“New Shares”**) by cancelling HK\$0.09 of the paid-up capital on each issued Consolidated Share and the total number of Consolidated Shares be rounded down to a whole number by eliminating any fraction of a Consolidated Share in the issued share capital of the Company following the Share Consolidation (the **“Capital Reduction”**, together with the Share Consolidation, the **“Capital Reorganisation”**);

* *For identification purpose only*

- (c) the credit arising from the Capital Reduction be transferred to the contributed surplus account of the Company (“**Contributed Surplus Account**”);
- (d) the directors of the Company (“**Directors**”) be authorised to apply the amount standing to the credit of the Contributed Surplus Account in any manner as may be permitted by all applicable laws and the Bye-Laws including, without limitation, eliminating or setting off the accumulated losses of the Company from time to time without further authorisation from the shareholders of the Company; and
- (e) the Directors be authorised to do all such acts and things and execute all such documents on behalf of the Company in accordance with the Bye-laws, including under seal where necessary, as they may consider necessary or expedient to give effect to the Capital Reorganisation and to aggregate all fractional Consolidated Shares and/or New Shares and sell them for the benefit of the Company.”

ORDINARY RESOLUTION

- 2. “**THAT** a special dividend of HK2 cents per issued ordinary share of HK\$0.01 each 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 27 September 2012 (equivalent to HK20 cents per share if the Capital Reorganisation takes effect before 27 September 2012).”

By Order of the Board
Lam Yee Fan
Company Secretary

Hong Kong, 16 August 2012

Principal place of business:
Unit 1-5, 16th Floor, Futura Plaza
111-113 How Ming Street, Kwun Tong
Kowloon, Hong Kong

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

Notes:

- 1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. A proxy need not be a member of the Company.

2. In order to be valid, the completed form of proxy, together with a 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, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, no less than 48 hours before the time appointed for holding of the meeting or any adjourned meeting (as the case may be). The completion and depositing of the form of proxy will not preclude the member from attending the meeting and voting in person and in such event the form of proxy will be deemed to have been revoked.

As at the date of this announcement, the Board comprises Mr. Yu Wang Tak (Chairman and Executive Director); Mr. James Tsiolis (Deputy Chairman), Mr. Jason Matthew Brown (Mr. Enoch Yi-Nong Wu as his Alternate Director), Mr. Göran Sture Malm and Mr. Takeshi Kadota (being Non-executive Directors); and Mr. Kenny Tam King Ching, Mr. Philip Ma King Huen and Mr. George Forrai (being 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 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 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.