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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 of North Asia Strategic Holdings Limited (the "Company") will be held at The Executive Centre, Level 3, Three Pacific Place, 1 Queen's Road East, Hong Kong on Thursday, 5th September 2013 at 11:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

ORDINARY RESOLUTION

1. **"THAT:**

- (a) the sale by Good Tactics Limited, a subsidiary of the Company, of 100,000,000 convertible preferred shares with a par value of HK\$0.1 each in the share capital of Coland Group Limited, pursuant to the sale and purchase agreement dated 8th July 2013 (the "Sale and Purchase Agreement") entered into between Good Tactics Limited, as the vendor and Mr. Wong Chun, as the purchaser, and all the transactions contemplated thereby, be and are hereby approved; and
- (b) the Directors be authorised to do all such acts and things, including agreeing to such amendments or extensions and execute all such documents on behalf of the Company as they may consider necessary or expedient or desirable to give effect to or in connection with the Sale and Purchase Agreement, or any of the transactions contemplated thereby."

On behalf of the Board
North Asia Strategic Holdings Limited

Ding Yi

Chairman and Executive Director

Hong Kong, 12th August 2013

* *For identification purpose only*

Principal place of business:

Suite 1318, 13th Floor
Two Pacific Place
88 Queensway
Hong Kong

Registered Office:

Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. Any member of the Company (a “Member”) entitled to attend and vote at a meeting of the Company shall be 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 a general meeting of the Company or at a class meeting. A proxy need not be a Member.
2. In order to be valid, the instrument appointing a proxy, together with a power of attorney or other authority under which it is signed, or a certified copy of such power of attorney, shall be delivered to 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, not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote. Delivery of an instrument shall not preclude a Member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.

As at the date of this notice, the Board comprises Mr. Ding Yi (Chairman and executive Director); Mr. James Tsiolis (Deputy Chairman and non-executive Director) and Mr. Joseph Chan Nap Kee (non-executive Director); and Mr. Stephen Luk Kai Ming, Mr. Kenneth Kon Hiu King and Mr. Joseph Liang Hsien Tse (independent non-executive Directors).

This notice, 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 notice 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 notice misleading.

This notice will remain on the GEM website at 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.