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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 10:00 a.m. at Admiralty Conference Centre, 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 8 August 2014 for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution of the Company:

ORDINARY RESOLUTION

“THAT:

- (a) the acquisition (the “Acquisition”) by the Company of the entire issued share capital of Dragon Mining Overseas Limited (“Dragon Mining”) and the amounts due from Dragon Mining to Million Land Limited (“Vendor”) at completion, pursuant to the agreement dated 13 June 2014 (the “Agreement”, a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification purposes) entered into between the Vendor, the Company and Mr. Chan Sik Lap, and all the transactions contemplated thereby, be and are hereby approved; and the directors of the Company be and are hereby authorised to exercise all the powers of the Company to allot and issue up to 269,058,296 new shares (“Consideration Shares”) of HK\$0.01 each and up to 240,000,000 new shares (“Conversion Shares”) of HK\$0.01 each (or such greater number as may be required to be issued as a result of an adjustment to the conversion price as provided for in accordance with the terms and conditions of the zero coupon convertible bonds (“Convertible Bonds”) to be issued by the Company in partial satisfaction of the consideration of the Acquisition) in the capital of the Company upon conversion of the Convertible Bonds; and
- (b) the directors of the Company be authorised to do all such acts and things, including agreeing to such amendments or extensions as they may consider necessary or expedient or desirable to give effect to or in connection with the Agreement and the allotment and issue of the Consideration Shares and the Conversion Shares, 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, 24 July 2014

* *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 the notice, the Board comprises Mr. Ding Yi (Chairman and Executive Director), Mr. James Tsiolis (Deputy Chairman and Non-Executive Director), 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 (being 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.