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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)**

### **POLL RESULTS OF THE ANNUAL GENERAL MEETING, RETIREMENT OF DIRECTORS, RESIGNATION OF CHIEF EXECUTIVE OFFICER, AND APPOINTMENT OF COMPLIANCE OFFICER**

Reference is made to the circular of North Asia Strategic Holdings Limited (the “Company”) dated 28th June 2011 (the “Circular”) in relation to, among other matters, the re-election of the Directors and the granting of general mandates to issue and repurchase Shares to the Directors. Capitalised terms used in this announcement shall have the same meanings as those defined in the Circular unless otherwise stated.

#### **POLL RESULTS OF AGM**

The board of directors (the “Board”) of the Company announces that Mr. John Saliling (“Mr. Saliling”), an executive Director and the Chief Executive Officer of the Company, has decided not to seek re-election as a Director at the annual general meeting (“AGM”) of the Company. As a result, the resolution in relation to his re-election as a Director was withdrawn and not submitted to the Shareholders for approval at the AGM. The voting on all the remaining resolutions other than the one relating to Mr. Saliling’s re-election as a Director, as set out in the Notice of the AGM dated 28th June 2011 (the “Notice”) were conducted by poll.

Computershare Hong Kong Investor Services Limited, the Hong Kong branch share registrar of the Company, acted as the scrutineer for the vote-taking at the AGM.

The full text of the resolutions proposed at the AGM was set out in the Notice and the Circular. The poll results were as follows:

<b>Ordinary Resolutions</b>			<b>Number of Shares (Approx. %)</b>	
			<b>For</b>	<b>Against</b>
1.	To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31st March 2011		8,000,135,177 (100%)	Nil (0%)
2.	(a)	(i) To re-elect Mr. Göran Sture Malm as a Director	6,553,438,138 (89.70%)	752,120,020 (10.30%)
		(ii) To re-elect Mr. John Saliling as a Director	Withdrawn	
		(iii) To re-elect Mr. Andrew Yao Cho Fai as a Director	1,681,092,566 (23.01%)	5,624,465,592 (76.99%)
	(b)	To authorise the Board of Directors to fix the remuneration of the Directors	7,303,558,158 (99.97%)	2,000,000 (0.03%)

3.	To re-appoint Ernst & Young as the Company's auditors and to authorise the Board of Directors to fix their remuneration	8,000,135,177 (100%)	Nil (0%)
4.	To give a general mandate to the Directors to allot and issue additional shares of the Company	4,069,786,074 (55.71%)	3,235,772,084 (44.29%)
5.	To give a general mandate to the Directors to repurchase issued shares of the Company	4,827,908,094 (66.09%)	2,477,650,064 (33.91%)
6.	To extend the general mandate under Resolution No. 4 by the addition of the number of shares repurchased under Resolution No. 5	4,071,786,074 (55.74%)	3,233,772,084 (44.26%)

All the resolutions except numbered 2(a)(ii) which was withdrawn and numbered 2(a)(iii) were duly passed as ordinary resolutions as more than 50% of the votes were cast in favour of such resolutions. As less than 50% of the votes were cast in favour of the resolution numbered 2(a)(iii), such resolution in relation to the re-election of Mr. Andrew Yao Cho Fai as a Director did not carry.

As at the date of the AGM, the number of issued ordinary shares of the Company was 13,576,403,487, which was the total number of shares entitling the holders to attend and vote for or against all the resolutions proposed at the AGM. There were no restrictions on any ordinary shareholders of the Company to cast votes on any of the proposed resolutions at the AGM and, accordingly, there were no shares entitling the holders to attend and vote only against any of those resolutions.

#### **RETIREMENT OF EXECUTIVE DIRECTOR AND RESIGNATION OF CHIEF EXECUTIVE OFFICER**

The Board announces that Mr. John Saliling, an executive Director and the Chief Executive Officer of the Company, has withdrawn from seeking re-election as a Director of the Company at the AGM of the Company held on 15th September 2011 and accordingly, he retired as an executive Director with effect from 15th September 2011.

Mr. Saliling has decided not to seek re-election as a Director at the AGM and has tendered his resignation as the Chief Executive Officer of the Company with effect from 1st April 2012 due to his personal commitment. Following Mr. Saliling's retirement as Director at the AGM, he also ceased to be a member of the remuneration committee and the compliance officer of the Company. Mr. Saliling continues to be the Chief Executive Officer of the Company and a director of certain subsidiaries of the Company as well as assisting in the management of the portfolio companies until 31st March 2012.

The Board and Mr. Saliling have confirmed that there are no disagreements with each other and there are no matters in relation to his retirement that need to be brought to the attention of the Shareholders or the Stock Exchange. The Board will make necessary arrangements to ensure a smooth and orderly transition of the management role presently undertaken by Mr. Saliling, and will make a further announcement when the management arrangements have been finalised. The Board would like to take this opportunity to express its sincere gratitude to Mr. Saliling for his valuable contribution to the Company during his tenure of service as Director of the Company.

#### **RETIREMENT OF NON-EXECUTIVE DIRECTOR**

As the resolution numbered 2(a)(iii) set out above in relation to the re-election of Mr. Andrew Yao Cho Fai ("Mr. Yao") did not carry at the AGM, Mr. Yao retired as a non-executive Director with effect from 15th September 2011.

The Board and Mr. Yao have confirmed that there are no disagreements with each other and there are no matters that need to be brought to the attention of the Shareholders or the Stock Exchange. The Board would like to take this opportunity to express its sincere gratitude to Mr. Yao for his valuable contribution to the Company during his tenure of service.

## **APPOINTMENT OF COMPLIANCE OFFICER**

Mr. Göran Sture Malm, the Chairman and an executive Director of the Company, has been appointed as the compliance officer of the Company on 15th September 2011.

On behalf of the Board  
**North Asia Strategic Holdings Limited**  
Göran Sture Malm  
*Chairman and Executive Director*

Hong Kong, 15th September 2011

*As at the date of this announcement, the Board comprises an Executive Director, namely Mr. Göran Sture Malm (Chairman); three Non-executive Directors, namely Mr. James Tsiolis, Mr. Jason Matthew Brown and Mr. Takeshi Kadota; and three Independent Non-executive Directors, namely Mr. Yu Wang Tak (Deputy Chairman), Mr. Kenny Tam King Ching and Philip Ma King Huen.*

*This announcement, for which the Directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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.*

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