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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)

PROFIT WARNING

This announcement is made by North Asia Strategic Holdings Limited (the "Company", together with its subsidiaries and jointly-controlled entities, collectively the "Group") pursuant to Rule 17.10 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules").

The board of directors of the Company (the "Board") wishes to inform shareholders of the Company and potential investors that, based on preliminary assessment of the management accounts of the Group and information currently available to the Company, the Group is expected to record a loss for the year ended 31st March 2012 ("the year") as compared to the profit for the year ended 31st March 2011 ("last year"). As disclosed in the last year's annual report, the Group recorded an audited net profit attributable to shareholders of the Company of approximately HK\$21.9 million last year, comprising profit from continuing operations of approximately HK\$7.7 million and profit from a discontinued operation of TK Chemical Corporation ("TKC") of approximately HK\$14.2 million. The loss expected to be recorded by the Group for the year was principally due to (i) the exclusion of the contribution from TKC, which was classified as a discontinued operation last year after the Group's sale of its entire 33.74% shareholding in TKC in 2010; (ii) the loss recorded by the Group's 40% jointly-controlled investment in Coland Group Limited due to negative impact of volatility of global commodity price and adverse weather in China affecting both demand and pricing of its fishmeal; (iii) a drop in the net profit earned by the Group's wholly-owned subsidiary American Tec Company Limited in the year due to the decline in overall customer demand across the sector during the year; and (iv) an increase in net loss recorded by the Group's branded food division mainly due to certain impairments/write-down of assets and provision for certain lease obligations recognised during the year.

The information contained in this announcement is based only on the preliminary assessment by the Board in accordance with the management accounts of the Group. The Company is still in the process of finalising the results for the year. Details of the Group's performance will be disclosed in its results announcement for the year which is expected to be issued in mid-June 2012.

Shareholders of the Company and potential investors should exercise caution when dealing in the shares of the Company.

On behalf of the Board
North Asia Strategic Holdings Limited
Yu Wang Tak
Chairman and Executive Director

Hong Kong, 6th June 2012

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 and Mr. Philip Ma King Huen (being Independent Non-executive Directors).

This announcement, for which the Directors 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.

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.

** For identification purpose only*