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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 AND THE SPECIAL GENERAL MEETING AND RETIREMENT OF NON-EXECUTIVE DIRECTOR**

Reference is made to the circular of North Asia Strategic Holdings Limited (the “Company”) dated 29th June 2012 in relation to, among other things, the re-election of retiring Directors and the granting of general mandates to issue and repurchase Shares to the Directors, and the circular of the Company dated 16th August 2012 in relation to, among other things, the proposed Capital Reorganisation and the proposed payment of special dividend (collectively, the “Circulars”). Capitalised terms used herein shall have the same meanings as those defined in the Circulars unless specified otherwise.

The Board is pleased to announce the poll results of the annual general meeting (the “AGM”) and the special general meeting (the “SGM”) held on 14th September 2012.

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

The voting on all the proposed resolutions as set out in the notice of the AGM dated 29th June 2012 (the “AGM Notice”) was taken 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 AGM Notice. 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 2012	7,064,708,037 (99.98%)	1,100,000 (0.02%)
2.	(a) (i) To re-elect Mr. Kenny Tam King Ching as a Director	6,936,097,819 (98.16%)	129,710,218 (1.84%)
	(ii) To re-elect Mr. Philip Ma King Huen as a Director	6,936,097,819 (98.16%)	129,710,218 (1.84%)
	(iii) To re-elect Mr. George Forrai as a Director	7,064,108,037 (99.98%)	1,700,000 (0.02%)

2.	(b)	To authorise the Board of Directors to fix the remuneration of the Directors	6,936,097,819 (98.16%)	129,710,218 (1.84%)
3.		To re-appoint Ernst & Young as the Company's auditors and to authorise the Board of Directors to fix their remuneration	7,064,108,037 (99.98%)	1,700,000 (0.02%)
4.		To give a general mandate to the Directors to allot and issue additional shares of the Company	1,846,595,975 (26.13%)	5,219,212,062 (73.87%)
5.		To give a general mandate to the Directors to repurchase issued shares of the Company	5,607,061,240 (73.29%)	2,042,984,817 (26.71%)
6.		To extend the general mandate under Resolution No. 4 by the addition of the number of shares repurchased under Resolution No. 5	1,847,195,975 (26.14%)	5,218,612,062 (73.86%)

As more than 50% of the votes were cast in favour of all the ordinary resolutions set out above except numbered 4 and 6, all the resolutions above except numbered 4 and 6 were duly approved and passed. As less than 50% of the votes were cast in favour of the ordinary resolutions numbered 4 and 6, such resolutions did not carry.

As at the date of the AGM, there were a total of 13,459,389,487 Shares in issue, representing the number of Shares entitling the Shareholders to attend and vote for or against any resolutions proposed at the AGM. There were no restrictions on any Shareholders to cast votes on any of the resolutions proposed at the AGM and, accordingly, there were no Shares entitling the Shareholders to attend and vote only against any of those resolutions.

### POLL RESULTS OF THE SGM

The voting on all the proposed resolutions as set out in the notice of the SGM dated 16th August 2012 (the "SGM Notice") was taken 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 SGM.

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

Special resolution		Number of Shares (Approx. %)	
		For	Against
1.	To approve the Capital Reorganisation	7,761,685,056 (99.82%)	14,080,200 (0.18%)
Ordinary resolution		For	Against
2.	To approve the payment of special dividend	8,358,401,076 (99.98%)	1,602,200 (0.02%)

As more than 75% of the votes were cast in favour of the special resolution and more than 50% of the votes were cast in favour of the ordinary resolution set out above, all the resolutions were duly approved and passed.

As at the date of the SGM, there were a total of 13,596,763,487 Shares in issue, representing the number of Shares entitling the Shareholders to attend and vote for or against the resolutions at the SGM. There were no restrictions on any Shareholders to cast votes on any of the resolutions proposed at the SGM and, accordingly, there were no Shares entitling the Shareholders to attend and vote only against any of those resolutions.

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

Mr. Göran Sture Malm (“Mr. Malm”), a non-executive Director, had decided to retire and not to offer himself for re-election at the AGM in order to focus on his other business and personal commitments. Accordingly, he retired as a non-executive Director with effect from 14th September 2012.

The Board and Mr. Malm have confirmed that there is no disagreement 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 gratitude to Mr. Malm for his contribution to the Company during his tenure of service.

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

Hong Kong, 14th September 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) and Mr. Takeshi Kadota (being Non-executive Director); 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.*

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