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If you have sold or transferred all your shares in North Asia Strategic Holdings Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer, other registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

RE-ELECTION OF RETIRING DIRECTORS; GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AMENDMENTS TO THE BYE-LAWS; AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening an annual general meeting (“Annual General Meeting”) of North Asia Strategic Holdings Limited (the “Company”) to be held at The Executive Centre, Level 3, Three Pacific Place, 1 Queen’s Road East, Hong Kong on Thursday, 5th September 2013 at 10:00 a.m. is set out in this circular. A form of proxy for the Annual General Meeting is enclosed with this circular. Whether or not you are able to attend the Annual General Meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon to the Company’s branch share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting or any adjournment thereof should you so wish.

This circular will remain on the GEM website at www.hkgem.com on the “Latest Company Announcements” page for at least 7 days from the date of its posting and on the Company’s website at www.nasholdings.com.

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

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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)

Board of Directors

Executive Director

Mr. Ding Yi (*Chairman*)

Non-executive Directors

Mr. James Tsiolis (*Deputy Chairman*)

Mr. Joseph Chan Nap Kee

Independent Non-executive Directors

Mr. Stephen Luk Kai Ming

Mr. Kenneth Kon Hiu King

Mr. Joseph Liang Hsien Tse

Registered office

Clarendon House

2 Church Street

Hamilton HM 11

Bermuda

Principal Place of Business

Suite 1318, 13th Floor

Two Pacific Place

88 Queensway

Hong Kong

28th June 2013

To the Shareholders,

Dear Sir or Madam,

**RE-ELECTION OF RETIRING DIRECTORS;
GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
AMENDMENTS TO THE BYE-LAWS;
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the Annual General Meeting to be held on Thursday, 5th September 2013 at 10:00 a.m.. These include the ordinary resolutions for (i) re-election of retiring Directors at the Annual General Meeting, and (ii) granting the directors (the “Directors” or the “Board”) of the Company general mandates to issue and repurchase shares of the Company and the special resolutions for (i) amendments to the bye-laws of the Company (“Bye-laws”), and (ii) adoption of the amended and restated Bye-laws.

* For identification purpose only

LETTER FROM THE BOARD

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with Bye-law 86(2) of the Bye-laws, the Directors have the power at any time and from time to time to appoint any person as a Director, either to fill a casual vacancy or as an addition to the Board. Any Directors so appointed shall hold office only until the next general meeting of the Company and shall then be eligible for re-election at that meeting. Accordingly, Mr. Ding Yi who was appointed as Director by the Board on 4th February 2013 and Mr. Joseph Chan Nap Kee, Mr. Stephen Luk Kai Ming, Mr. Kenneth Kon Hiu King and Mr. Joseph Liang Hsien Tse who were appointed as Directors by the Board on 19th February 2013, will retire at the Annual General Meeting and, being eligible will offer themselves for re-election.

In accordance with Bye-law 87 of the Bye-laws, Mr. James Tsiolis will retire by rotation at the Annual General Meeting and, being eligible, will offer himself for re-election at the Annual General Meeting.

Details of the retiring Directors offering themselves for re-election, that are required to be disclosed by the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of the Stock Exchange (the “GEM Listing Rules”) GEM Listing Rules, are set out in Appendix I to this circular.

3. GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the annual general meeting of the Company held on 15th September 2011, an ordinary resolution was passed giving a general mandate to the Directors to allot, issue and deal with unissued shares of the Company subject to certain specified limits. Such general mandate lapsed at the conclusion of the annual general meeting of the Company held on 14th September 2012 (“2012 AGM”) and its renewal was not approved by the shareholders of the Company (the “Shareholders”) at the 2012 AGM.

At the 2012 AGM, an ordinary resolution was passed giving a general mandate to the Directors to repurchase shares of the Company, subject to certain specified limits. Under the GEM Listing Rules, such general mandate will lapse at the conclusion of the Annual General Meeting, unless renewed at the Annual General Meeting.

LETTER FROM THE BOARD

The Directors believe that the Shareholders' reconsideration of and re-granting of the general mandates are in the interests of the Company and the Shareholders and accordingly, ordinary resolutions will be proposed at the Annual General Meeting to (i) grant a general mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares up to a maximum of 20% of the aggregate nominal share capital of the Company in issue at the date of passing of such resolution (the "Issue Mandate") and (ii) grant a general mandate to the Directors to repurchase fully-paid up shares of the Company up to a maximum of 10% of the aggregate nominal share capital of the Company in issue at the date of passing of such resolution (the "Repurchase Mandate") and (iii) enable the Directors to issue, under the Issue Mandate, an additional number of shares representing that number of shares repurchased under the Repurchase Mandate (the "Extension Mandate").

Assuming no further shares are issued or repurchased after the Latest Practicable Date (as defined in the Explanatory Statement) and up to the date of the Annual General Meeting, if the Issue Mandate and Repurchase Mandate will be granted by the Shareholders at the Annual General Meeting, the Directors will be given the authority to allot, issue and deal with additional shares up to a maximum of 269,187,789 shares, and to repurchase fully-paid up shares of the Company up to a maximum of 134,593,894 shares, representing 20% and 10% of the aggregate nominal share capital of the Company in issue respectively at the date of passing of such resolutions. The relevant resolutions to grant these mandates are set out as Resolutions Nos. 4 to 6 in the notice of Annual General Meeting.

The explanatory statement required by the GEM Listing Rules to be sent to the Shareholders in connection with the proposed Repurchase Mandate is set out in Appendix II to this circular. It contains all the information reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the relevant resolution.

4. AMENDMENTS TO THE BYE-LAWS

In order to bring the constitution of the Company in line with certain amendments made to the Companies Act 1981 of Bermuda ("Companies Act") and the GEM Listing Rules, to incorporate certain housekeeping amendments and to consolidate the proposed amendments and all previous amendments made to the Bye-laws, the Board proposed to put forward to the Shareholders for approval at the Annual General Meeting by way of special resolutions to amend the Bye-laws and to adopt the amended and restated Bye-laws.

LETTER FROM THE BOARD

Changes to bring the Bye-laws in line with the GEM Listing Rules include:—

- (a) to provide for electronic communication and sending of documents to shareholders (amendments to Bye-laws 2, 153, 160 and 161);
- (b) to bring provisions relating to the giving of notice for shareholders meeting in line with the GEM Listing Rules (amendment to Bye-law 59);
- (c) to bring provisions relating to shareholders voting in line with the GEM Listing Rules and other clarificatory amendments on votes and voting related matters (amendment to Bye-laws 2, 10, 66-70, 75, 80, 81 and 82);
- (d) to preclude a director from voting on any board resolution involving any company in which he has any interest (where previously there was an exemption for any holding of 5% interest or less) (amendment to Bye-law 103); and
- (e) to allow a chairman at a general meeting of shareholders to exempt certain prescribed procedural and administrative matters from a vote by poll (amendment to Bye-law 66).

Changes to bring the Bye-laws in line with the Companies Act include:—

- (a) in respect of financial assistance of purchase of own shares and use of share premium (amendments to Bye-laws 3(3) and 6);
- (b) in respect of the officers of the Company (amendments to Bye-laws 63, 127 and 129);
- (c) in respect of the solvency test to be satisfied before dividend can be paid (amendment to Bye-law 138);
- (d) in respect of the inspection of register of members and register of directors and officers (amendments to Bye-laws 44 and 132),

and other housekeeping changes.

The proposed amendments to the Bye-laws are set out in Appendix III to this circular.

LETTER FROM THE BOARD

Shareholders are advised that the Chinese translation of the amended and restated Bye-laws is provided for reference only. In case of any inconsistency, the English version shall prevail.

5. RESPONSIBILITY STATEMENT

This circular, 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 circular 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 circular misleading.

6. ANNUAL GENERAL MEETING

A notice of the Annual General Meeting is set out on page 29 of this circular. At the Annual General Meeting, ordinary resolutions will be proposed to approve, *inter alia*, re-election of retiring Directors and the grant of the general mandates to issue and repurchase shares and special resolutions will be proposed to approve the amendment of Bye-laws and adoption of amended and restated Bye-laws.

A form of proxy for use at the Annual General Meeting is enclosed with this circular. Whether or not you intend to attend the Annual General Meeting, you are requested to complete and return the form of proxy to the branch share registrar of the Company, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for holding of the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending, and voting at, the Annual General Meeting or any adjournment thereof should you so desire.

7. VOTING AT ANNUAL GENERAL MEETING

According to rule 17.47(4) of the GEM Listing Rules, any vote of shareholders at a general meeting must be taken by poll, except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.

LETTER FROM THE BOARD

8. RECOMMENDATION

The Directors consider that the grant of the Issue Mandate, the Repurchase Mandate, the Extension Mandate, the re-election of retiring Directors and amendments to the Bye-laws are all in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all the resolutions to be proposed at the Annual General Meeting as set out in the notice of Annual General Meeting.

Yours faithfully,

On behalf of the Board

Ding Yi

Chairman and Executive Director

Ding Yi, Chairman and Executive Director

Mr. Ding Yi, aged 41, joined the Company in February 2013. Mr. Ding has over 19 years of experience in the financial services industry, including over 7 years of experience in asset management. Mr. Ding is a responsible officer of Head & Shoulders Asset Management Limited (“H&S”) licensed by the Securities and Futures Commission under the Securities and Futures Ordinance to carry out type 9 (asset management) regulated activity since May 2012. He was a responsible officer of Head & Shoulders Securities Limited, which wholly-owns H&S, for the same regulated activity from November 2010 to May 2012. Mr. Ding was the responsible officer of Taishan Capital Limited (April 2008 to October 2010) and Ginger Capital Management Limited (November 2004 to March 2006), both privately-held asset management companies, for various regulated activities. Prior to that, he worked for various financial institutions, as well as in an international accounting firm. Mr. Ding received a Bachelor of Mathematical Sciences degree from the University of Adelaide and a Master of Business Administration degree from Australian Graduate School of Management, University of New South Wales. Mr. Ding is the chairman of the nomination committee and a member of the remuneration committee and of the Company.

As at the Latest Practicable Date, Mr. Ding is the beneficially interested in 402,445,296 shares of the Company. Apart from the foregoing, Mr. Ding does not hold any position with the Company or other members of the group of the Company. Mr. Ding does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares of the Company.

Pursuant to the service agreement entered into between Mr. Ding and the Company, the term of his appointment is for a period of three years commencing on 4th February 2013 and he is subject to retirement and re-election at general meetings in accordance with the Bye-laws. Mr. Ding is currently entitled to a salary of HK\$4,000,000 per annum. He also receives from the Company a director’s fee of HK\$240,000 per annum. Mr. Ding’s emolument was determined by the Board on the basis of his level of responsibilities and by reference to market benchmark.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Joseph Chan Nap Kee, Non-executive Director

Mr. Joseph Chan Nap Kee, aged 52, joined the Company in February 2013. He is the chairman and acting chief executive officer of Kaisun Energy Group Limited, a company listed on GEM of the Stock Exchange with a stock code 8203. He was appointed as an executive director of Kaisun Energy Group Limited with effect from 19th September 2008. Mr. Chan has approximately twenty seven years of experience in commercial and investment banking, and asset management. Since 1994, Mr. Chan has been a founding partner of Oriental Patron Financial Group where he is also an executive director of Oriental Patron Asia Limited and Oriental Patron Securities Limited. Oriental Patron Asia Limited is the investment manager of OP Financial Investments Limited, a company listed on the Main Board of the Stock Exchange with a stock code of 1140. Mr. Chan is also a non-executive director of Hainan Meilan International Airport Company Limited with effect from 15th October 2007, a company listed on the Main Board of the Stock Exchange with a stock code of 357. From 1992 to 1994, he was also the co-head of Credit Agricole Asset Management South Asia Limited. From 1986 to 1994, Mr. Chan was the deputy manager of Credit Agricole and he was in charge of the China business. Mr. Chan completed a diploma in China Investment and Trade from Peking University in 1989. He also obtained a Master's degree in International Marketing from the University of Strathclyde in 1995. Mr. Chan holds licenses respectively of Type 1 (dealing in securities), Type 4 (advising on securities), Type 6 (advising on corporate finance), and Type 9 (asset management) under the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Apart from the foregoing, Mr. Chan does not hold any position with the Company or other members of the group of the Company. Mr. Chan does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares of the Company.

Pursuant to the letter of appointment entered into between Mr. Chan and the Company, the term of his appointment is for a period of three years commencing from 19th February 2013 and is subject to retirement and re-election at general meetings in accordance with the Bye-laws. Under the said letter of appointment, Mr. Chan is entitled to receive a director's fee of HK\$240,000 per annum which was determined by the Board on basis of his level of responsibilities and by reference to his experiences and market benchmark.

Stephen Luk Kai Ming, Independent Non-executive Director

Mr. Stephen Luk Kai Ming, aged 45, joined the Company in February 2013. He is the director of Montres Journe (Hong Kong) Limited (“MJ Hong Kong”) and Montres Journe (Beijing) Limited (“MJ Beijing”) since 2006 and 2009 respectively, both the exclusive authorized retailers in the PRC of F.P. Journe, a high-end watch manufacturer of Switzerland. Between 2010 and 2012, Mr. Luk was also the director of Independence (Hong Kong) Limited, the authorized retailer of a number of independent watchmakers, tailors, and shoemakers. He was also the visiting lecturer of Microeconomics and Macroeconomics for MBA at the Hong Kong Polytechnic University (International College for Innovative Training at Zhuhai, the PRC) in August 2002. Mr. Luk took positions as tutor and teaching assistant at University of California Berkeley (“UC Berkeley”) between 1995 and 1998. Before that, he was a tutor at University of Southern California (“USC”) from 1990 to 1991. Mr. Luk has been the Adjunct Assistant Professor of the School of Accounting and Finance at Hong Kong Polytechnic University since 2006, and was Assistant Professor from 2001 to 2005. Mr. Luk has been a treasurer of Asian Competition Forum at Hong Kong Polytechnic University since 2005. He was the committee member of International Association for Energy Economics (Hong Kong Affiliate) during 2005 and 2008. Mr. Luk was also a jury member of the Geneva Watchmaking Grand Prix, being the first and only Chinese, from 2004 to 2007. Mr. Luk published various academic journals in relation to economics, mathematics and the electricity market. In addition, he has participated in various consultation projects in relation to economics and the electricity market. Mr. Luk graduated from USC with a Bachelor of Arts degree in Economics in May 1991. He also completed a Ph.D. in Economics at UC Berkeley in May 2001. During his study in USC and UC Berkeley, He has received numerous honors and awards including the title of Phi Beta Kappa, the highest honor of outstanding student in the United States of America. Mr. Luk is a member of the audit committee, remuneration committee and nomination committee of the Company.

Apart from the foregoing, Mr. Luk does not hold any position with the Company or other members of the group of the Company. Mr. Luk does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares of the Company.

Pursuant to the letter of appointment entered into between Mr. Luk and the Company, the term of his appointment is for a period of three years commencing from 19th February 2013 and is subject to retirement and re-election at general meetings in accordance with the Bye-laws. Under the said letter of appointment, Mr. Luk is entitled to receive a director’s fee of HK\$240,000 per annum which was determined by the Board on basis of his level of responsibilities and by reference to his experiences and market benchmark.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

Kenneth Kon Hiu King, Independent Non-executive Director

Mr. Kenneth Kon Hiu King, aged 51, joined the Company in February 2013. He was appointed as a director and deputy chief executive of Dan Form Holdings Company Limited (“Dan Form”) in October 1994, and re-designated as its non-executive director in October 2012. Dan Form is listed on the Main Board of the Stock Exchange with a stock code of 271 and owns significant property interests in Hong Kong. Between 1999 and 2007, Mr. Kon was also an independent non-executive director of Jingwei Textile Machinery Company Limited, a company listed on the Main Board of the Stock Exchange with a stock code of 350. Mr. Kon has been involved in the planning of many large-scale investments and development projects in the PRC and Hong Kong and has over twenty-five years’ experience in investment and management in manufacturing industries and property development. He also has extensive experience in securities trading, corporate finance, mergers and acquisitions and corporate restructuring. Mr. Kon graduated from Middlesex University in the United Kingdom with a Bachelor’s degree in Business Studies in 1987. Mr. Kon is a member of the audit committee, remuneration committee and nomination committee of the Company.

Apart from the foregoing, Mr. Kon does not hold any position with the Company or other members of the group of the Company. Mr. Kon does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares of the Company.

Pursuant to the letter of appointment entered into between Mr. Kon and the Company, the term of his appointment is for a period of three years commencing from 19th February 2013 and is subject to retirement and re-election at general meetings in accordance with the Bye-laws. Under the said letter of appointment, Mr. Kon is entitled to receive a director’s fee of HK\$240,000 per annum which was determined by the Board on basis of his level of responsibilities and by reference to his experiences and market benchmark.

Joseph Liang Hsien Tse, Independent Non-executive Director

Mr. Joseph Liang Hsien Tse, aged 58, joined the Company in February 2013. He was appointed as an independent non-executive director of LifeTech Science Corporation, a company listed on the GEM with a stock code of 8122, with effect from 22nd October, 2011. Mr. Liang served as special consultant on campus development at United International College (“UIC”) in Zhuhai, the PRC since October 2011. He was the executive vice president – Finance of TWS Industrial (Holdings) Ltd since 6th October 2011, a private company engaged in battery production. Mr. Liang has extensive experience

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

in finance and accounting. From October 2009 to September 2011, Mr. Liang was the managing director of the financial planning and development department at UIC and was responsible for serving financial advisory and human resources management functions. During October 2005 to December 2008, he was a director at Shenzhen Alclear Consulting Limited, a company engaging in financial, corporate management and investment consultancy services, and was responsible for developing accounting training in the PRC. Between August 2001 and October 2005, Mr. Liang served various roles at Skyworth Digital Holdings Limited, a company listed on the Main Board of the Stock Exchange with a stock code of 751, including as the group's financial controller and company secretary in charge of finance and management information system functions. From November 1993 to August 2001, he was the finance manager at Hongkong International Terminals Limited for Yantian International Container Terminals, both companies being container terminal companies managed by the Hutchison Port Holdings Trust. Mr. Liang completed a diploma in business management from Hong Kong Baptist College in December 1977. He also obtained a Master's degree in Professional Accounting from University of Texas, Austin in May 1981. Mr. Liang later obtained a Bachelor's degree in language and translation from Hong Kong Open University in December 2007. Mr. Liang is a member of the Texas Society of Certified Public Accountants, Hong Kong Institute of Certified Public Accountants (formerly known as Hong Kong Society of Accountants) since June 1982 and Association of Certified Chartered Accountants (ACCA) since May 1982. Mr. Liang is the chairman of the audit committee and remuneration committee, and a member of the nomination committee of the Company.

Apart from the foregoing, Mr. Liang does not hold any position with the Company or other members of the group of the Company. Mr. Liang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares of the Company.

Pursuant to the letter of appointment entered into between Mr. Liang and the Company, the term of his appointment is for a period of three years commencing from 19th February 2013 and is subject to retirement and re-election at general meetings in accordance with the Bye-laws. Under the said letter of appointment, Mr. Liang is entitled to receive a director's fee of HK\$240,000 per annum which was determined by the Board on basis of his level of responsibilities and by reference to his experiences and market benchmark.

APPENDIX I DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED

James Tsiolis, Deputy Chairman and Non-executive Directors

Mr. James Tsiolis, aged 45, joined the Company in December 2010 and was appointed Deputy Chairman of the Company in April 2012. Mr. Tsiolis has 19 years of experience in equity funds and capital markets. He is the Chief Executive Officer and a founder of Strategic Capital Management Ltd (“SCM”) since 2000. Prior to SCM, Mr. Tsiolis served as Head of Research, ipac Securities since 1997. He also worked as a Senior Investment Analyst of ASSIRT Investment & Technology and a Quantitative Analyst of James Capel Australia Ltd. Mr. Tsiolis serves as a chairman of Optimal Choice Pty Ltd (trading as Investment Products). He is also a Governor of Australian Archaeological Institute at Athens and a member of Australian Institute of Management, The Association of Superannuation Funds of Australia Limited and Financial Planning Association of Australia Limited. Mr. Tsiolis is the Chairman of SCM Equities Pty Limited. He is also a member of the Australian Institute of Company Directors. He holds a Bachelor’s degree in Economics from Macquarie University, Sydney and a Graduate Certificate Quantitative Finance from University of Technology, Sydney.

Apart from the foregoing, Mr. Tsiolis does not hold any position with the Company or other members of the group of the Company. Mr. Liang does not have any relationship with any other Directors, senior management or substantial or controlling shareholders of the Company nor does he have any interest (within the meaning of Part XV of the Securities and Futures Ordinance) in the shares of the Company.

Mr. Tsiolis has not entered into any service contract with the Company. There is no specified term for his appointment save that his directorship with the Company is subject to retirement by rotation and re-election at the annual general meeting in accordance with the Company’s Bye-laws. Mr. Tsiolis is entitled to a Director’s fee of HK\$240,000 per annum and an annual fee of HK\$40,000 for acting as the deputy chairman with reference to the Company’s remuneration policy and market benchmark.

Save as disclosed above, the above retiring Directors do not have other directorships held in listed public companies in the last three years. The Directors believe that there is no other matter concerning the above retiring Directors that needs to be brought to the attention of the shareholders of the Company nor is there any information to be disclosed pursuant to the requirements of rule 17.50(2)(h) to (v) of the GEM Listing Rules.

The following is the Explanatory Statement required to be sent to shareholders under the GEM Listing Rules relating to the repurchase of shares on the Stock Exchange by a company whose primary listing is on the Stock Exchange. This Explanatory Statement contains all the information reasonably necessary to enable shareholders of the Company to make an informed decision on whether to vote for or against the Repurchase Mandate. References in this Statement to “share(s)” mean ordinary share(s) of HK\$0.01 each in the share capital of the Company.

1. SHAREHOLDERS’ APPROVAL

The GEM Listing Rules provide that all share repurchases on the Stock Exchange by a company with its primary listing on the Stock Exchange must be approved in advance by an ordinary resolution of shareholders, either by way of general mandate or by specific approval in relation to specific transactions.

Such authority may only continue in force during the period from the passing of the resolution until whichever is the earlier of: (i) the conclusion of the next annual general meeting of the Company, (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws, or any applicable law to be held, or (iii) the passing of an ordinary resolution by shareholders of the Company in general meeting revoking or varying such mandate.

2. SHARE CAPITAL

As at 25th June 2013, being the latest practicable date prior to printing of this circular (the “Latest Practicable Date”), the total issued share capital of the Company comprised 1,345,938,948 shares of HK\$0.01 each.

Subject to the passing of Resolution No. 5 set out in the notice of Annual General Meeting and on the basis that no further shares are issued or repurchased prior to the Annual General Meeting, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 134,593,894 shares, representing 10% of the issued share capital of the Company, during the period prior to the next annual general meeting of the Company.

3. REASONS FOR REPURCHASES

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole to have a general authority from the Shareholders to enable the Directors to repurchase shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net value of the Company and its assets and/or its earnings per share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

4. FUNDING OF REPURCHASES

In repurchasing shares, the Company may only apply funds legally available for such purpose in accordance with its Bye-laws and the applicable laws and regulations of Bermuda. The Company may not repurchase its own shares on GEM for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange from time to time.

There might be an adverse impact on the working capital or gearing position of the Company (as compared with the financial position disclosed in its most recent audited financial statements for the year ended 31st March 2013) in the event that the Repurchase Mandate were exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. SHARE PRICES

The highest and lowest traded prices at which the shares have traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

		Share Prices	
		Highest	Lowest
		HK\$	HK\$
2012:	June*	0.310	0.280
	July*	0.360	0.240
	August*	0.480	0.270
	September*	0.420	0.180
	October	0.231	0.174
	November	0.228	0.203
	December	0.236	0.188
2013:	January	0.229	0.188
	February	0.255	0.200
	March	0.243	0.212
	April	0.335	0.206
	May	0.370	0.232
	June (up to the Latest Practicable Date)	0.238	0.196

* The share prices have been adjusted for the Capital Reorganisation (as defined in circular of the Company 18th August 2012) effective on 17th September 2012.

6. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the power of the Company to repurchase shares in accordance with the GEM Listing Rules and the applicable laws and regulations of Bermuda.

None of the Directors nor, to the best of their knowledge having made all reasonable enquiries, any of their associates presently intend to sell shares to the Company in the event that the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons of the Company (as defined in the GEM Listing Rules) that they have a present intention to sell any shares or that they have undertaken not to sell any shares held by them to the Company in the event that the Repurchase Mandate is approved the Shareholders.

7. TAKEOVERS CODE

If as a result of a repurchase of shares, a shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Hong Kong Code on Takeovers and Mergers ("Takeovers Code"). As a result, a shareholder, or a group of shareholders acting in concert (within the meaning under the Takeovers Code), depending on the level of increase in the shareholder's interests, could obtain or consolidate control of the Company and become(s) obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, as recorded in the register required to be kept by the Company under Part XV of the Securities and Futures Ordinance, Mr. Ding Yi, the chairman and executive director of the Company was interested in approximately 29.90% of the issued share capital of the Company and in the event that the Directors exercise the Repurchase Mandate in full and assuming no disposal of shares of such shareholders, the percentage shareholding of Mr. Ding Yi would be increased to approximately 33.22% of the then issued share capital of the Company and such increase would give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeover Code.

However, the Company has no intention to exercise the Repurchase Mandate to such extent that it would give rise to an obligation to make mandatory offer under the Takeover Code or result in the amount of shares held by the public being reduced to less than 25% of the issued share capital of the Company.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of shares have been made by the Company (whether on the GEM or otherwise) during the six months preceding the Latest Practicable Date.

The proposed amendments to the Bye-laws to bring the constitution of the Company in line with certain amendments made to the Companies Act 1981 of Bermuda and the GEM Listing Rules and to incorporate certain housekeeping amendments are set out as follows:

1. Bye-law 1

- (i) By deleting the words “iSteelAsia.com Limited’ in the definition of “Company” in Bye-law 1 and replacing therewith the words “North Asia Strategic Holdings Limited”; and
- (ii) by inserting the following new definition of “substantial shareholder” in bye-law 1:

““substantial shareholder”	a person who is entitled to exercise, or to control the exercise of, 10% or more (or such other percentage as may be prescribed by the rules of the Designated Stock Exchange from time to time) of the voting power at any general meeting of the Company.”
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2. Bye-law 2

- (i) By inserting the following new sentence before the semi-colon “;” at the end of bye-law 2(e):

“, and including where the representation takes the form of electronic display, provided that both the mode of service of the relevant document or notice and the Member’s election comply with all applicable Statutes, rules and regulations”
- (ii) by deleting the existing bye-law 2(h) in its entirety and replacing therewith the following new bye-law 2(h):

“(h) a resolution shall be a special resolution when it has been passed by a majority of not less than three fourths of votes cast by such Members as, being entitled so to do, vote in person or, in the case of such Members as are corporations, by their respective duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

(iii) by deleting the existing bye-law 2(i) in its entirety and replacing therewith the following new bye-law 2(i):

“(i) a resolution shall be an ordinary resolution when it has been passed by a simple majority of votes cast by such Members as, being entitled so to do, vote in person or, in the case of any Member being a corporation, by its duly authorised representative or, where proxies are allowed, by proxy at a general meeting of which Notice has been duly given in accordance with Bye-law 59;”

(iv) by deleting the full stop “.” at the end of bye-law 2(j) and replacing therewith a semi-colon “;”; and

(v) by inserting the following new bye-law 2(k) in bye-law 2:

“(k) references to a document being executed include references to it being executed under hand or under seal or by electronic signature or by any other method and references to a notice or document include a notice or document recorded or stored in any digital, electronic, electrical, magnetic or other retrievable form or medium and information in visible form whether having physical substance or not.”

3. Bye-law 3(3)

By deleting the existing bye-law 3(3) in its entirety and replacing therewith the following new bye-law 3(3):

“3. (3) Subject to compliance with the rules and regulations of the Designated Stock Exchange and any other relevant regulatory authority, the Company may give financial assistance for the purpose of or in connection with a purchase made or to be made by any person of any shares in the Company.”

4. Bye-law 6

By deleting the existing bye-law 6 in its entirety and replacing therewith the following new bye-law 6:

“6. The Company may from time to time by special resolution, subject to any confirmation or consent required by law, reduce its authorised or issued share capital or, save for the use of share premium as expressly permitted by the Act, any share premium account or other undistributable reserve.”

5. Bye-law 10

- (i) By inserting the word “and” after the words “shall be a quorum;” at the end of bye-law 10(a);
- (ii) by deleting “; and” at the end of bye-law 10(b) and replacing therewith a full stop “.”; and
- (iii) by deleting bye-law 10(c) in its entirety.

6. Bye-law 44

By deleting the existing bye-law 44 in its entirety and replacing therewith the following new bye-law 44:

“44. The Register and branch register of Members, as the case may be, shall be open to inspection between 10 a.m. and 12 noon during business hours by members of the public without charge at the Office or such other place at which the Register is kept in accordance with the Act. The Register including any overseas or local or other branch register of Members may, after notice has been given by advertisement in an appointed newspaper and where applicable, any other newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect, be closed at such times or for such periods not exceeding in the whole thirty (30) days in each year as the Board may determine and either generally or in respect of any class of shares.”

7. Bye-law 46

By deleting the existing bye-law 46 in its entirety and replacing therewith the following new bye-law 46:

“46. Subject to these Bye laws, any Member may transfer all or any of his shares in any manner permitted by and in accordance with the rules of the Designated Stock Exchange or by an instrument of transfer in the usual or common form or in a form prescribed by the Designated Stock Exchange or in any other form approved by the Board and may be under hand or, if the transferor or transferee is a clearing house or its nominee(s), by hand or by machine imprinted signature or by such other manner of execution as the Board may approve from time to time.”

8. Bye-law 51

By deleting the existing bye-law 51 in its entirety and replacing therewith the following new bye-law 51:

“51. The registration of transfers of shares or of any class of shares may, after notice has been given by advertisement in any newspapers in accordance with the requirements of any Designated Stock Exchange or by any means in such manner as may be accepted by the Designated Stock Exchange to that effect be suspended at such times and for such periods (not exceeding in the whole thirty (30) days in any year) as the Board may determine.”

9. Bye-law 59

- (i) By deleting the first two sentences in bye-law 59(1) and replacing therewith the following:

“59. (1) An annual general meeting shall be called by Notice of not less than twenty-one (21) clear days and not less than twenty (20) clear business days and any special general meeting at which the passing of a special resolution is to be considered shall be called by Notice of not less than twenty one (21) clear days and not less than ten (10) clear business days. All other special general meetings may be called by Notice of not less than fourteen (14) clear days and not less than ten (10) clear business days but if permitted by the rules of the Designated Stock Exchange, a general meeting may be called by shorter notice if it is so agreed.”; and

- (ii) by inserting the words “particulars of resolutions to be considered at the meeting and” after the words “The Notice shall specify the time and place of the meeting and” in the first sentence of bye-law 59(2).

10. Bye-law 63

By deleting the existing bye-law 63 in its entirety and replacing therewith the following new bye-law 63:

“63. The president of the Company or the chairman, if one is appointed, shall preside as chairman at every general meeting. If at any meeting the president or the chairman, as the case may be, is not present within fifteen (15) minutes after the time appointed for holding the meeting, or if neither of them is willing to act as chairman, or if no such officer is appointed, the Directors present shall choose one of their number to act, or if one Director only is present he shall preside as chairman if willing to act. If no Director is present, or if each of the Directors present declines to take the chair, or if the chairman chosen shall retire from the chair, the Members present in person or (in the case of a Member being a corporation) by its duly authorised representative or by proxy and entitled to vote shall elect one of their number to be chairman.”

11. Bye-law 66

By deleting the existing bye-law 66 in its entirety and replacing therewith the following new bye-law 66:

“66. (1) Subject to any special rights or restrictions as to voting for the time being attached to any shares by or in accordance with these Bye-laws, at any general meeting on a poll every Member present in person or by proxy or, in the case of a Member being a corporation, by its duly authorised representative shall have one vote for every fully paid share of which he is the holder but so that no amount paid up or credited as paid up on a share in advance of calls or instalments is treated for the foregoing purposes as paid up on the share. A resolution put to the vote of a meeting shall be decided by way of a poll save that the chairman of the meeting may in good faith, allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands in which case every Member present in person (or being a corporation, is present by a duly authorized representative), or by proxy(ies) shall have one vote provided that where more than one proxy is appointed by a Member which is a clearing house (or its nominee(s)), each such proxy shall have one vote on a show of hands. For purposes of this Bye-law, procedural and administrative matters are those that (i) are not on the agenda of the general meeting or in any supplementary circular that may be issued by the Company to its Members; and (ii) relate to the chairman’s duties to maintain the orderly conduct of the meeting and/or allow the business of the meeting to be properly and effectively dealt with, whilst allowing all Members a reasonable opportunity to express their views.

(2) Where a show of hands is allowed, before or on the declaration of the result of the show of hands, a poll may be demanded:

- (a) by at least three Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy for the time being entitled to vote at the meeting; or
- (b) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and representing not less than one tenth of the total voting rights of all Members having the right to vote at the meeting; or
- (c) by a Member or Members present in person or in the case of a Member being a corporation by its duly authorised representative or by proxy and holding shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one tenth of the total sum paid up on all shares conferring that right.

A demand by a person as proxy for a Member or in the case of a Member being a corporation by its duly authorised representative shall be deemed to be the same as a demand by the Member.”

12. Bye-law 67

By deleting the words “Unless a poll is duly demanded and the demand is not withdrawn” in bye-law 67 and replacing therewith the words “Where a resolution is voted on by a show of hands”.

13. Bye-law 68

By deleting the first sentence of bye-law 68 and replacing therewith the following:

“The result of the poll shall be deemed to be the resolution of the meeting.”

14. Bye-law 69

By deleting the existing bye-law 69 in its entirety.

15. Bye-law 70

By deleting the existing bye-law 70 in its entirety.

16. Bye-law 75

By deleting the existing bye-law 75(1) in its entirety and replacing therewith the following new bye-law 75(1):

“A Member who is a patient for any purpose relating to mental health or in respect of whom an order has been made by any court having jurisdiction for the protection or management of the affairs of persons incapable of managing their own affairs may vote, by his receiver, committee, *curator bonis* or other person in the nature of a receiver, committee or *curator bonis* appointed by such court, and such receiver, committee, *curator bonis* or other person may vote by proxy, and may otherwise act and be treated as if he were the registered holder of such shares for the purposes of general meetings, provided that such evidence as the Board may require of the authority of the person claiming to vote shall have been deposited at the Office, head office or Registration Office, as appropriate, not less than forty eight (48) hours before the time appointed for holding the meeting, or adjourned meeting, as the case may be.”

17. Bye-law 80

By deleting the existing bye-law 80 in its entirety and replacing therewith the following new bye-law 80:

“80. The instrument appointing a proxy and (if required by the Board) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the meeting (or, if no place is so specified at the Registration Office or the Office, as may be appropriate) 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. No instrument appointing a proxy shall be valid after the expiration of twelve (12) months from the date named in it as the date of its execution, except at an adjourned meeting in cases where the meeting was originally held within twelve (12) months from such date. Delivery of an instrument appointing a proxy 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.”

18. Bye-law 81

By deleting the words “to demand or join in demanding a poll and” after the words “The instrument of proxy shall be deemed to confer authority” in the second sentence of bye-law 81.

19. Bye-law 82

By deleting the words “or the taking of the poll,” before the words “at which the instrument of proxy is used” at the end of bye-law 82.

20. Bye-law 103

By amending bye-law 103 in the following manner:

- (i) by inserting the word “or” after the words “other securities of the Company;” at the end of bye-law 103(1)(iv);
- (ii) by deleting the existing bye-law 103(1)(v) in its entirety;
- (iii) by deleting the existing bye-law 103(2) in its entirety; and
- (iv) by deleting the existing bye-law 103(3) in its entirety.

21. Bye-law 115

By deleting the existing bye-law 115 in its entirety and replacing therewith the following new bye-law 115:

“115. A meeting of the Board may be convened by the Secretary on request of a Director or by any Director. The Secretary shall convene a meeting of the Board whenever he shall be required so to do by any Director. Notice of a meeting of the Board shall be deemed to be duly given to a Director if it is given to such Director in writing or verbally (including in person or by telephone) or via electronic mail or in such other manner as the Board may from time to time determine.”

22. Bye-law 122

By inserting the following new sentence at the end of bye-law 122:

“Notwithstanding the foregoing, a resolution in writing shall not be passed in lieu of a meeting of the Board for the purposes of considering any matter or business

in which a substantial shareholder of the Company or a Director has a conflict of interest and the Board has determined that such conflict of interest to be material.”

23. Bye-law 127

- (i) By deleting the existing bye-law 127(1) in its entirety and replacing therewith the following new bye-law 127(1):

“127. (1) The officers of the Company shall consist of the Directors and Secretary and such additional officers (who may or may not be Directors) as the Board may from time to time determine, all of whom shall be deemed to be officers for the purposes of the Act and, subject to Bye-law 132(4), these Bye laws.”; and

- (ii) by deleting the existing bye-law 127(2) in its entirety.

24. Bye-law 129

By deleting the existing bye-law 129 in its entirety.

25. Bye-law 132

- (i) By deleting the words “and of the date on which it occurred” after the words “the particulars of such change” at the end of bye-law 132(2); and
- (ii) by deleting the words “on every business day” in bye-law 132(3) and replacing therewith the words “during business hours”.

26. Bye-law 138

By deleting the words “the aggregate of its liabilities and its issued share capital and share premium accounts” in bye-law 138 and replacing therewith the words “its liabilities”.

27. Bye-law 146

By deleting the words “paragraph (2)” after the words “apply the provisions of subparagraph (a) or (b) of” in bye-law 146(2)(a) and replacing therewith the words “paragraph (1)”.

28. Bye-law 153

- (i) By deleting the existing bye-law 153 in its entirety and replacing therewith the following new bye-law 153:

“153. Subject to Section 88 of the Act and Bye-law 153A, a printed copy of the Directors’ report, accompanied by the balance sheet and profit and loss account, including every document required by law to be annexed thereto, made up to the end of the applicable financial year and containing a summary of the assets and liabilities of the Company under convenient heads and a statement of income and expenditure, together with a copy of the Auditors’ report, shall be sent to each person entitled thereto at least twenty one (21) days before the date of the general meeting and at the same time as the notice of annual general meeting and laid before the Company at the annual general meeting in accordance with the requirements of the Act provided that this Bye law shall not require a copy of those documents to be sent to any person whose address the Company is not aware of or to more than one of the joint holders of any shares or debentures.”;

- (ii) by inserting the following new bye-law 153A after the new bye-law 153:

“153A To the extent permitted by and subject to due compliance with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, and to obtaining all necessary consents, if any, required thereunder, the requirements of Bye-law 153 shall be deemed satisfied in relation to any person by sending to the person in any manner not prohibited by the Statutes, summarised financial statements derived from the Company’s annual accounts and the directors’ report which shall be in the form and containing the information required by applicable laws and regulations, provided that any person who is otherwise entitled to the annual financial statements of the Company and the directors’ report thereon may, if he so requires by notice in writing served on the Company, demand that the Company sends to him, in addition to summarised financial statements, a complete printed copy of the Company’s annual financial statement and the directors’ report thereon.”; and

- (iii) by inserting the following new bye-law 153B after the new bye-law 153A:

“153B The requirement to send to a person referred to in Bye-law 153 the documents referred to in that provision or a summary financial report in accordance with Bye-law 153A shall be deemed satisfied where, in accordance

with all applicable Statutes, rules and regulations, including, without limitation, the rules of the Designated Stock Exchange, the Company publishes copies of the documents referred to in Bye-law 153 and, if applicable, a summary financial report complying with Bye-law 153A, on the Company's computer network or in any other permitted manner (including by sending any form of electronic communication), and that person has agreed or is deemed to have agreed to treat the publication or receipt of such documents in such manner as discharging the Company's obligation to send to him a copy of such documents."

29. Bye-law 157

By deleting the words "as soon as practicable convene a special general meeting to fill the vacancy" in bye-law 157 and replacing therewith the words "fill the vacancy and fix the remuneration of the Auditor so appointed".

30. Bye-law 160

By deleting the existing bye-law 160 in its entirety and replacing therewith the following new bye-law 160:

"160. Any Notice or document (including any "corporate communication" within the meaning ascribed thereto under the rules of the Designated Stock Exchange), whether or not, to be given or issued under these Bye-laws from the Company to a Member shall be in writing or by cable, telex or facsimile transmission message or other form of electronic transmission or communication and any such Notice and document may be served or delivered by the Company on or to any Member either personally or by sending it through the post in a prepaid envelope addressed to such Member at his registered address as appearing in the Register or at any other address supplied by him to the Company for the purpose or, as the case may be, by transmitting it to any such address or transmitting it to any telex or facsimile transmission number or electronic number or address or website supplied by him to the Company for the giving of Notice to him or which the person transmitting the notice reasonably and bona fide believes at the relevant time will result in the Notice being duly received by the Member or may also be served by advertisement in appointed newspapers (as defined in the Act) or in newspapers published daily and circulating generally in the territory of and in accordance with the requirements of the Designated Stock Exchange or, to the extent permitted by the applicable laws, by placing it on the Company's website or the website of the Designated Stock Exchange, and giving to the member a notice stating that the notice or other document is available there (a "notice of availability"). The notice of availability

may be given to the Member by any of the means set out above other than by posting it on a website. In the case of joint holders of a share all notices shall be given to that one of the joint holders whose name stands first in the Register and notice so given shall be deemed a sufficient service on or delivery to all the joint holders.”

31. Bye-law 161

(i) By deleting the word “and” at the end of bye-law 161(a);

(ii) by inserting the following new bye-law 161(b):

“161. (b) if sent by electronic communication, shall be deemed to be given on the day on which it is transmitted from the server of the Company or its agent. A Notice placed on the Company’s website or the website of the Designated Stock Exchange, is deemed given by the Company to a Member on the day following that on which a notice of availability is deemed served on the Member;”

(iii) by re-numbering the existing bye-law 161(b) as bye-law 161(c) and deleting the full stop “.” at the end of such bye-law and replacing therewith “; and”; and

(iv) by inserting the following new bye-law 161(d):

“161. (d) may be given to a Member either in the English language or the Chinese language, subject to due compliance with all applicable Statutes, rules and regulations.”

32. By deleting the words “cable or telex or facsimile” in bye-law 163 and replacing therewith the words “facsimile or electronic”.

NOTICE OF ANNUAL GENERAL MEETING

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 IS HEREBY GIVEN THAT the annual 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 10:00 a.m. for the following purposes:

As ordinary business:

1. To receive and consider the audited financial statements and the reports of the Directors and auditors for the year ended 31st March 2013.
2. To re-elect the retiring Directors and to authorise the Board of Directors to fix the remuneration of the Directors.
3. To re-appoint auditors and to authorise the Board of Directors to fix their remuneration.

And as special business, to consider and, if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

4. “**THAT:**
 - (a) subject to paragraph (c) of this resolution, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market (“GEM”) of The Stock Exchange of Hong Kong Limited (“GEM Listing Rules”), the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;

* For identification purpose only

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors of the Company pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) an issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any of the warrants or securities of the Company; or (iii) an issue of shares under the Company's employee share option scheme or similar arrangement for the time being and from time to time adopted; or (iv) an issue of shares as scrip dividend or similar arrangement providing for the allotment of shares in lieu of the whole or a part of a dividend on shares of the Company in accordance with the Bye-laws of the Company in force from time to time, shall not exceed the aggregate of:
 - (i) 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution; plus
 - (ii) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the nominal amount of share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate nominal amount of the share capital of the Company in issue at the date of passing this resolution); and the said approval shall be limited accordingly;
- (d) for the purpose of this resolution,

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest of:

 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Bye-laws of the Company, or any applicable law to be held; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors of the Company by this resolution.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares open for a period fixed by the Directors of the Company to holders of shares in the Company on the register on a fixed record date in proportion to their holdings of shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction applicable to the Company, or any recognized regulatory body or any stock exchange in, any territory applicable to the Company).”

5. “**THAT:**

- (a) subject to paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on the GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the shares of the Company may be listed and recognized by the Securities and Futures Commission of Hong Kong (“Securities and Futures Commission”) and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange or of any other stock exchange as amended from time to time and all applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of shares of the Company authorised to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purpose of this resolution,

“**Relevant Period**” shall have the same meaning as those ascribed to it under paragraph (d) of resolution no. 4 in the notice convening this meeting.”

6. “**THAT** conditional upon the passing of resolutions no. 4 and 5 set out in the notice convening this meeting, the general mandate granted to the Directors of the Company pursuant to paragraph (a) of resolution no. 4 shall be extended by the addition thereto of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company under the authority granted in resolution no. 5, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

SPECIAL RESOLUTIONS

7. “**THAT** the bye-laws of the Company (“Bye-laws”) be and are hereby amended in the manner as set out in Appendix III to the circular of the Company dated 28th June 2013 (a copy of which circular (including the appendices) has been produced to the meeting marked “A” and signed by the Chairman of the meeting for the purpose of identification).”
8. “**THAT** subject to the passing of the special resolution numbered 7 as set out in the notice convening this meeting, an amended and restated Bye-laws which consolidates all of the proposed amendments referred to in the special resolution numbered 7 and all previous amendments made pursuant to resolutions passed by the shareholders of the Company at general meetings, a copy of which is produced to the meeting and marked “B” and initialed by the chairman of this meeting for the purpose of identification, be and is hereby adopted as the amended and restated Bye-laws in substitution for and to the exclusion of the existing Bye-laws with immediate effect.”

By Order of the Board

Law Wai Fai

Company Secretary

Hong Kong, 28th June 2013

NOTICE OF ANNUAL GENERAL MEETING

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. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, to vote instead of him/her. A proxy need not be a member of the Company.
2. In order to be valid, the completed form of proxy, together with a power of attorney or other authority, if any, under which it is signed, or a notarially certified copy thereof, must be deposited at 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, no later than 48 hours before the time appointed for holding of the meeting or any adjourned meeting (as the case may be). The completion and depositing of the form of proxy will not preclude the member from attending the meeting and voting in person, if he/she so wishes. In the event that a member attends the meeting, his/her form of proxy will be deemed to have been revoked.