

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.

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 ANNUAL GENERAL MEETING

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 35, Two Pacific Place, No. 88 Queensway, Admiralty, Hong Kong on Thursday, 8th September 2022 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 2022.
2. To re-elect the retiring directors and to authorise the board of directors of the Company to fix the remuneration of the directors.
3. To re-appoint auditors and to authorise the board of directors of the Company 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 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 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*

- (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 total number of Shares 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 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 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 total number of Shares in issue at the date of passing this resolution; plus
 - (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the total number of Shares repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the total number of Shares 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
- (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, 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 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).

“**Shares**” means the ordinary shares of HK\$0.10 each in the share capital of 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 GEM of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares 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 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 total number 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 total number of Shares in issue at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and
- (c) 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

- (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.

“**Shares**” means the ordinary shares of HK\$0.10 each in the share capital of the Company.”

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 a number of ordinary shares of HK\$0.10 each in the share capital of the Company (“**Shares**”) representing the total number of Shares repurchased by the Company under the authority granted in resolution no. 5, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution.”
7. “**THAT** conditional upon the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the ordinary shares of HK\$0.1 each in the share capital of the Company (“**Shares**”) to be issued pursuant to the exercise of options which may be granted under the share option schemes of the Company, the refreshment of the scheme mandate limit of the Company’s share option scheme adopted on 4th September 2014, up to 10% of the number of Shares in issue as at the date of passing this resolution (the “**Scheme Mandate Limit**”) be and is hereby approved and any one director of the Company be and is hereby authorised to do such act and execute such document to effect the Scheme Mandate Limit.”
8. “**THAT**, conditional upon the passing of the special resolutions no. 9 and 10 set out in the notice convening this meeting, notwithstanding the deletion of Bye-law 9A pursuant to the amendments to the bye-laws of the Company in resolution no. 9 and the adoption of the amended and restated bye-laws of the Company (the “**New Bye-laws**”) in resolution no. 10, the authorised share capital shall be HK\$700,000,000 divided into 4,000,000,000 ordinary shares of HK\$0.10 each and 3,000,000,000 preference shares of HK\$0.10 each (the “**Preference Shares**”) and the board of Directors of the Company shall be authorised to fix the rights and restrictions attaching to the Preference Shares in accordance with Bye-law 8 of the New Bye-laws.”

SPECIAL RESOLUTIONS

9. “**THAT** the bye-laws of the Company be and are hereby amended in the manner as set out in Appendix III to the circular of the Company dated 27th July 2022 (a copy of which (including the appendices) has been produced to the meeting marked “**A**” and signed by the Chairman of the meeting for the purpose of identification).”

10. “**THAT**, conditional upon the passing of the special resolution no. 9 as set out in the notice convening this meeting, the amended and restated bye-laws of the Company presented to the meeting and initialled by the Chairman which reflects and consolidates all of the amendments referred to in the special resolution no. 9 be and is hereby adopted as the amended and restated bye-laws of the Company in substitution for and to the exclusion of the existing bye-laws of the Company with immediate effect.”

By Order of the Board
Law Wai Fai
Company Secretary

Hong Kong, 27th July 2022

Principal place of business:
Suite 1618, 16/F
Jardine House
1 Connaught Place, Central
Hong Kong

Registered Office:
Clarendon House
2 Church Street
Hamilton HM 11
Bermuda

Notes:

1. The register of members of the Company will be closed from Monday, 5th September 2022 to Thursday, 8th September 2022, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the annual general meeting, all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Computershare Hong Kong Investor Services Limited at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Friday, 2nd September 2022.
2. 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.
3. 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 10:00 a.m. on Tuesday, 6th September 2022 or 48 hours before the time appointed for 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.

4. The following precautionary measures will be taken by the Company for the Annual General Meeting to prevent the spread of coronavirus:
- compulsory temperature checks;
 - compulsory wearing of surgical face masks (please bring your own mask);
 - no provision of refreshments; and
 - no souvenirs will be distributed.

Any person who does not comply with the precautionary measures may be denied entry into the Annual General Meeting venue. Shareholders are reminded that they may appoint the Chairman of the Annual General Meeting as their proxy to vote on the relevant resolutions at the Annual General Meeting as an alternative to attending the Annual General Meeting in person.

As at the date of this notice, the Board comprises Ms. Zhang Yifan (Chairlady and Executive Director), Mr. Pierre Tsui Kwong Ming and Mr. Kenneth Kon Hiu King (Executive Directors); Mr. Joseph Liang Hsien Tse, Mr. Joseph Chan Nap Kee and Dr. Cai Qing (being Independent Non-executive Directors)

This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in the compliance with the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited 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 Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least seven days from the date of its posting and on the Company's website at www.nasholdings.com.