

North Asia Strategic Holdings Limited

北亞策略控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8080)

FORM OF PROXY

Form of proxy for use at the Special General Meeting to be held at 78th Floor, The Center, 99 Queen's Road Central, Hong Kong at 10:00 a.m. on Monday, 4th September 2006.

I/We¹ _____
of _____

being the registered holder(s) of² _____ ordinary shares of HK\$0.01 each (each, a "Share") in the share capital of **NORTH ASIA STRATEGIC HOLDINGS LIMITED** (the "**Company**") **HEREBY APPOINT³** the Chairman of the Meeting (as defined below) or _____

of _____
as my/our proxy to attend on my/our behalf at the special general meeting (or at any adjournment thereof) of the Company to be held at 78th Floor, The Center, 99 Queen's Road Central, Hong Kong at 10:00 a.m. on Monday, 4th September 2006 (the "**Meeting**") for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the Meeting (with or without modification) and at the said Meeting to vote for me/us and in my/our name(s) as hereunder indicated.

ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
1.	To approve the Subscription Agreement entered into between the Company and Woori Bank on 20th July 2006; and		
2.	To approve the Waiver Agreement in relation to waiver of the requirement to adjust the conversion price of the Convertible Bonds.		

Dated this _____ day of _____ 2006

Signature(s)⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. If any proxy other than the Chairman is preferred, delete the words "the Chairman of the Meeting (as defined below) or" and insert the name and address of the proxy desired in the space provided.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK IN THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK IN THE BOX MARKED "AGAINST"**. Failure to complete the box will entitle your proxy to cast his vote at his discretion. Your proxy will be entitled to vote or abstain at his discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
6. In the case of joint holders of a Share, the vote of the person, whether attending in person or by proxy, whose name stands first in the Register of Members of the Company in respect of such Share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
7. To be valid, this form of proxy, together with the relevant power of attorney or other authority (if any) under which it is signed or a certified true copy thereof, must be deposited at the branch share registrar, Computershare Hong Kong Investor Services Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, not less than 48 hours before the time appointed for holding of the Meeting.
8. The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
9. Completion and delivery of this form of proxy shall not preclude you from attending and voting in person at the Meeting if you so wish.
10. Any alteration made to this form of proxy must be initialed by the person who signs it.

* For identification purpose only