

# NORTH ASIA STRATEGIC HOLDINGS LIMITED

## 北亞策略控股有限公司\*

(Incorporated in Bermuda with limited liability)

(Stock Code: 8080)

### Second Form of Proxy for Special General Meeting (or any adjournment thereof) to be held on 1st December 2010

I/We<sup>1</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.01 each  
in the capital of **NORTH ASIA STRATEGIC HOLDINGS LIMITED** (the “Company”) **HEREBY APPOINT<sup>3</sup>**  
the Chairman of the Meeting (as defined below) or \_\_\_\_\_ (name)  
of \_\_\_\_\_ (address)  
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 on Wednesday, 1st December 2010 at 10:00 a.m. (the “Meeting”)  
for the purpose of considering and, if thought fit, passing the resolutions (the “Resolutions”) as set out in the notice convening the  
Meeting and at the Meeting to vote for me/us and in my/our name(s) in respect of the Resolutions as hereunder indicated or, if no  
such indication is given, as my/our voting proxy thinks fit.

SPECIAL RESOLUTION		FOR <sup>4</sup>	AGAINST <sup>4</sup>
1.	To approve the Share Premium Cancellation		
ORDINARY RESOLUTIONS			
2.	To approve the Special Dividend		
3.	To elect Mr. James Nicholas Tsiolis as a Non-executive Director		

Dated this \_\_\_\_\_ day \_\_\_\_\_ of 2010

Signature(s)<sup>5</sup> \_\_\_\_\_

#### Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this second form of proxy (the “Second Proxy Form”) will be deemed to relate to all the shares registered in your name(s).
- 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.
- 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/her vote at his/her discretion. Your proxy will be entitled to vote or abstain at his/her discretion on any resolution properly put to the Meeting other than those referred to in the notice convening the Meeting.
- This Second Proxy Form 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.
- In the case of joint holders, 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).
- To be valid, this Second Proxy Form, 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 Company’s branch share registrar, Computershare Hong Kong Investor Services Limited (the “Registrar”) at 17M 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 (the “Closing Time”).
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of this Second Proxy Form shall not preclude you from attending and voting in person at the Meeting if you so wish.
- IMPORTANT: A SHAREHOLDER WHO HAS ALREADY LODGED THE PROXY FORM (THE “FIRST PROXY FORM”) WHICH WAS SENT TOGETHER WITH THE NOTICE OF THE MEETING AND CIRCULAR OF THE COMPANY DATED 5TH NOVEMBER 2010, SHOULD NOTE THAT:**
  - If no Second Proxy Form is lodged with the Registrar, the First Proxy Form will be treated as a valid proxy form lodged by him/her if correctly completed.** The proxy so appointed by the shareholder under the First Proxy Form will be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the Meeting (other than those referred to in the notice of the Meeting dated 5th November 2010 and the First Proxy Form), including resolution for the election of Mr. James Nicholas Tsiolis as a Non-executive Director as set out in the supplemental notice of the Meeting dated 15th November 2010.
  - If the Second Proxy Form is lodged with the Registrar before the Closing Time (i.e. before 48 hours prior to the time appointed for holding the Meeting), the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him/her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.**
  - If the Second Proxy Form is lodged with the Registrar after the Closing Time, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on a proposed resolution. Accordingly, shareholders are advised not to lodge the Second Proxy Form after the Closing Time. If such shareholders wish to vote at the Meeting, they will have to attend in person and vote at the Meeting themselves.**
- Any alteration made to this Second Form of Proxy must be initialed by the person who signs it.

\* For identification purpose only