

# 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 for Annual General Meeting (or any adjournment thereof) to be held on 5th September 2013

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 Annual General Meeting (or at any adjournment thereof) of 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. (the “Meeting”) on the undermentioned resolutions as indicated or, if no such indication is given, as my/our proxy or  
proxies think(s) fit.

ORDINARY RESOLUTIONS		FOR <sup>4</sup>	AGAINST <sup>4</sup>
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.	(a) (i) To re-elect Mr. Ding Yi as Director		
	(ii) To re-elect Mr. Joseph Chan Nap Kee as Director		
	(iii) To re-elect Mr. Stephen Luk Kai Ming as Director		
	(iv) To re-elect Mr. Kenneth Kon Hiu King as Director		
	(v) To re-elect Mr. Joseph Liang Hsien Tse as Director		
	(vi) To re-elect Mr. James Tsiolis as Director		
	(b) To authorise the Board of Directors to fix the remuneration of the Directors		
3.	To re-appoint Ernst & Young as the Company’s auditors and to authorise the Board of Directors to fix their remuneration		
4.	To give a general mandate to the Directors to allot and issue additional shares of the Company		
5.	To give a general mandate to the Directors to repurchase issued shares of the Company		
6.	To extend the general mandate under Resolution No. 4 by the addition of the number of shares repurchased under Resolution No. 5		
SPECIAL RESOLUTIONS			
7.	To approve the amendments to the Bye-laws		
8.	Conditional upon the passing of special resolution numbered 7, to approve the adoption of the amended and restated Bye-laws		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2013      Signature(s)<sup>5</sup> \_\_\_\_\_

#### 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/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.
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, 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 Company’s branch share registrar, Computershare Hong Kong Investor Services Limited 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.
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 and in which case, the form of proxy shall be deemed to be revoked.
10. Any alteration made to this form of proxy must be initialed by the person who signs it.

\* For identification purpose only