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 Special General Meeting (or any adjournment thereof) to be held on 8 August 2014

I/We[1] ____

of[1] ____

being the registered holder(s) of[2] ______________________ ordinary shares of HK$0.01 each in the share capital of **NORTH ASIA STRATEGIC HOLDINGS LIMITED (**the "**Company**"**) HEREBY APPOINT**[3] the Chairman of the Meeting (as defined below) or ______________________ (name)

of ______________________ (address)

as my/our proxy or proxies to attend on my/our behalf at the special general meeting (or at any adjournment thereof) of the Company to be held at Admiralty Conference Centre, 1804A, 18/F., Tower 1, Admiralty Centre, 18 Harcourt Road, Admiralty, Hong Kong on Friday, 8 August 2014 at 10:00 a.m. (the "**Meeting**") on the undermentioned resolution as indicated or, if no such indication is given, as my/our proxy or proxies think(s) fit.

ORDINARY RESOLUTION	FOR[4]	AGAINST[4]
To approve the Acquisition and the transactions contemplated under the Sale and Purchase Agreement.		

Dated this ____________ day of ____________ 2014 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/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, anyone of such joint holder may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting, the vote of the senior who tenders a vote, whether attending in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s), and for this purpose seniority shall be determined by the order in which the names stand in the Register in respect of the joint holding.
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 or any adjourned meeting (as the case may be).
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 and in such event the form of proxy will 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 purposes only*