# 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 25th March 2019

I/We[1] ______________________________________________________________________________

of ______________________________________________________________________________

being the registered holder(s) of[2] ______________________________ shares of HK$0.01 each in the 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 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 Monday, 25th March 2019 at 10:00 a.m. (the "**Meeting**") and vote 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 Share Consolidation | | |

Dated this __________ day of March 2019　　　　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, 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, no later than 10:00 a.m. on Saturday, 23rd March 2019 or 48 hours before the time appointed for 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 if you so wish and in which case, this 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*