



ASIAN CAPITAL HOLDINGS LIMITED

卓亞資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8295)

FORM OF PROXY FOR USE AT THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 21 MARCH 2016 AT 10:00 A.M. (OR AT ANY ADJOURNMENT THEREOF)

I/We⁽¹⁾ _____
of (address) _____
being the registered holder(s) of⁽²⁾ _____ share(s) of HK\$0.01 each (the “Shares”) in the share capital of Asian Capital Holdings Limited (the “Company”), HEREBY APPOINT⁽³⁾ the Chairman of the meeting or _____ of (address) _____ as my/our proxy to act for me/us and on my/our behalf at the extraordinary general meeting of the Company (the “EGM”) to be held at Suite 601, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Monday, 21 March 2016 at 10:00 a.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolution as set out in the notice convening the EGM and to vote for me/us and in my/our name(s) in respect of the resolution as indicated below and, if no such indication is given, as my/our proxy thinks fit.

Unless otherwise indicated, capitalised terms used herein shall have the meanings as those defined in the circular of the Company dated 4 March 2016.

ORDINARY RESOLUTION*		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	(a) To approve, ratify and confirm the IAM Agreement; (b) To approve, ratify and confirm the proposed Annual Caps for the remuneration payable under the IAM Agreement; and (c) To authorise any one Director to do all such acts and things, to execute all such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the IAM Agreement and the transactions contemplated thereunder.		

* The full text of the resolution appears in the notice convening the EGM dated 4 March 2016.

Date _____

Signature⁽⁵⁾ _____

Notes:

1. Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**. The names of all joint registered holders should be stated.
2. Please insert the number of Shares registered in your name(s) to which this form of proxy relates. 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 of the meeting is preferred, please strike out the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.** The proxy needs not be a member of the Company, but must attend the EGM in person to represent you.
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE PLACE A “✓” IN THE RELEVANT BOX MARKED “AGAINST”.** Failure to tick either box in respect of a resolution will entitle your proxy to cast your vote at his/her discretion or to abstain from voting. Your proxy will also be entitled to vote at his/her discretion or to abstain from voting on any resolution properly put to the EGM other than those referred to in the notice convening the EGM.
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 either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. Where there are joint registered holders of any Share, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if this person were solely entitled thereto; but if more than one of such joint holders be present at the EGM personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members of the Company in respect of the relevant joint holding.
7. To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority must be deposited at the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
8. Completion and delivery of this form of proxy will not preclude you from attending and voting at the EGM if you so wish. In the event that you attend the EGM after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.