



ASIAN CAPITAL HOLDINGS LIMITED

卓亞資本有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08295)

Form of Proxy for use at the Annual General Meeting (“AGM”) to be convened on Wednesday, 10 August 2016 at 3:00 p.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⁾ _____

of (address) _____ or failing him/her, the Chairman of the AGM, as my/our proxy to act for me/us and on my/our behalf at the AGM of the Company to be held at 58/F, Cheung Kong Center, 2 Queen’s Road Central, Hong Kong on Wednesday, 10 August 2016 at 3:00 p.m. (or at any adjournment thereof) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the AGM and to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR ⁽⁴⁾	AGAINST ⁽⁴⁾
1.	To consider and adopt the audited consolidated financial statements and the reports of the directors of the Company (the “Director(s)”) and auditors of the Company for the 15-month period ended 31 March 2016.		
2.	(a) To re-elect Ms. DUAN Di as executive Director.		
	(b) To re-elect Mr. CHO Michael Min-kuk as executive Director.		
	(c) To re-elect Mr. CHEN Jianfeng Peter as executive Director.		
	(d) To re-elect Ms. ZHANG Yun as executive Director.		
	(e) To re-elect Mr. Stephen MARKSCHEID as independent non-executive Director.		
	(f) To re-elect Mr. Edouard MERETTE as independent non-executive Director.		
3.	To authorise the board of Directors (the “Board”) to fix the remuneration of the Directors.		
4.	To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the Board to fix auditors’ remuneration.		
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the total number of issued shares of the Company as at the date of passing of this resolution.		
6.	To give a general mandate to the Directors to repurchase shares of the Company not exceeding 10% of the total number of issued shares of the Company as at the date of passing of this resolution.		
7.	To extend the general mandate granted to the Directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate number of the Shares repurchased by the Company.		
SPECIAL RESOLUTION			
8.	To approve the proposed change of the name of the Company from “Asian Capital Holdings Limited 卓亞資本有限公司” to “ZZ Capital International Limited 中植資本國際有限公司”.		

Date: _____ 2016

Signature⁽⁵⁾: _____

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 form of proxy will be deemed to relate to all the Shares registered in your name(s).
- Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE AGM WILL ACT AS YOUR PROXY.** Any alterations made to this form of proxy should be initialled by the person who signs it. The proxy needs not be a member of the Company, but must attend the AGM in person to represent you.
- 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 AGM other than those referred to in the notice convening the AGM.
- 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, attorney or other person duly authorised.
- Where there are joint registered holders of any Share, any one of such persons may vote at the AGM, 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 AGM 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.
- 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 AGM or any adjournment thereof.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM if you so wish. In the event that you attend the AGM after having lodged this form of proxy, this form of proxy will be deemed to have been revoked.
- ANY ALTERATION MADE TO THIS FORM MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**