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亞洲資產(控股)有限公司 ASIAN CAPITAL RESOURCES (HOLDINGS) LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08025)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING

I/We ^(note 1) _____
of _____ being the registered holder(s) of ^(note 2) _____
shares of HK\$0.10 each in the capital of Asian Capital Resources (Holdings) Limited (the "Company"), **HEREBY APPOINT** ^(note 3)
the Chairman of the meeting or _____
of _____

as my/our proxy to vote for me/us and on my/our behalf at the extraordinary general meeting of the Company (or at any adjournment thereof) to be held at 37/F., Cosco Tower, 183 Queen's Road Central, Hong Kong on Monday, 29 September, 2014 at 3:00 p.m. for the purposes of considering and, if thought fit, passing the resolutions set out in the notice convening such meeting (the "Notice") and at such meeting (or at any adjournment thereof) to vote for me/us and in my/our name(s) as indicated below or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR ^(note 4)	AGAINST ^(note 4)
1	To approve the Proposed Increase of Authorized Share Capital		
2	Subject to passing of the resolution no.1 :- (a) To approve the Sale and Purchase Agreement and the transactions contemplated thereunder (b) To approve the issue and allotment of up to 276,306,666 Consideration Shares for the purpose of satisfying part of the consideration under the Sale and Purchase Agreement (c) To approve the issue of the Convertible Bonds for the purpose of satisfying part of the consideration under the Sale and Purchase Agreement (d) To authorize the directors of the Company to issue and allot Conversion Shares at the conversion price of HK\$0.45 (subject to adjustment) upon exercising the conversion rights attaching to the Convertible Bonds (e) To authorise any one of the directors for and on behalf of the Company to sign, execute and deliver all such documents and deeds, and do all such acts, matters and things as they may in their discretion consider necessary or desirable to carry out the Sale and Purchase Agreement		

Signature ^(note 5) _____

Date: _____ 2014

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint shareholders should be stated.
2. Please insert the number of shares registered in your name(s) to which this form of proxy related. If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman is preferred, strike out the words "the Chairman of the meeting or" and insert the name and address of the proxy desired. **Any alteration made to this form of proxy must be initialled by the person who signs it.**
4. **Important: If you wish to vote for the resolution, tick in the relevant box marked "FOR". If you wish to vote against the resolution, tick in the box marked "AGAINST".** Failure to tick a box will entitle your proxy, at his discretion, to cast your vote in respect of such resolution or abstain from voting. Your proxy will also be entitled to vote at his discretion on any resolutions properly put to the meeting other than those referred to in the Notice.
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 either be executed under seal or under the hand of an officer or attorney duly authorised in writing.
6. In the case of joint shareholders, any one of such joint shareholders may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint shareholders are present at the meeting personally or by proxy, that one of the said persons whose name stands first in the register of members of the Company in respect of the relevant share shall alone be entitled to vote in respect thereof. Only one of joint shareholders need to sign.
7. To be valid, this form of proxy, duly signed, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Hong Kong Registrars Limited, at 17M Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting (or at any adjournment thereof).
8. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote on his behalf. The proxy need not be a member of the Company but must attend the meeting in person to represent you. Completion and deposit of the form of proxy will not preclude you from attending and voting at the annual general meeting if you so wish.