



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 Annual General Meeting to be convened on 18 April 2011 (“AGM”) (or any adjournment thereof)

I/We ⁽¹⁾ _____
of (address) _____
being the registered holder(s) of ⁽²⁾ _____ share(s) of HK\$0.01 (the “Shares”) each in the capital of Asian Capital Holdings Limited (the “Company”), HEREBY APPOINT ⁽³⁾ _____ of (address) _____ or failing him ⁽³⁾ the Chairman of the AGM as my/our proxy to act for me/us and on my/our behalf at the AGM (or at any adjournment) of the Company to be held at the Suite 1006, Bank of America Tower, 12 Harcourt Road, Central, Hong Kong on Monday, 18 April 2011 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the resolutions set out in the notice convening the AGM or at any adjournment thereof 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 receive 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 year ended 31 December 2010.		
2.	(a) To re-elect Mr. YEUNG Kai Cheung Patrick as executive Director.		
	(b) To re-elect Mr. XIN Luo Lin as non-executive Director.		
	(c) To re-elect Mr. TSUI Pui Yan as independent non-executive Director.		
3.	To authorize the board of Directors (the “Board”) to fix the remuneration of the Directors.		
4.	To re-appoint Messrs. Ernst & Young as auditors of the Company and to authorize the Board to fix their remuneration.		
5.	To grant a general mandate to the Directors to issue Shares.		
6.	To grant a general mandate to the Directors to repurchase Shares.		
7.	To extend the general mandate to the Directors to issue Shares by the nominal amount of Shares repurchased.		

Date: _____ 2011

Signature: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares of HK\$0.01 each registered in your name(s). 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. 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 need not be a member of the Company, but must attend the AGM 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 will entitle your proxy to cast his vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the AGM other than that referred to in the notice convening the AGM.
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 duly authorised.
6. 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.
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 certified copy of that power or authority must be lodged at the offices of Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof.
8. Completion and return 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.