

# ACR 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 THE EXTRAORDINARY GENERAL MEETING

I/We <sup>(note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note 2)</sup> \_\_\_\_\_ shares of HK\$0.10 each  
in the share capital of Asian Capital Resources (Holdings) Limited (the "Company"), HEREBY APPOINT <sup>(note 3)</sup> 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 20/F, OfficePlus@Sheung Wan, 93-103, Wing Lok Street, Sheung Wan, Hong Kong on Wednesday, 25 March 2020 at 11:30 a.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 RESOLUTION		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
1.	<p>To approve</p> <p>(a) every ten (10) issued and unissued shares with a par value of HK\$0.1 each (the "Existing Shares") in the share capital of the Company be consolidated into one (1) share with a par value of HK\$1.0 (the "Consolidated Share(s)") in the share capital of the Company (the "Share Consolidation");</p> <p>(b) round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by cancelling any fraction of a Consolidated Share arising as a result of the Share Consolidation;</p> <p>(c) any fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the "Director(s)") may think fit; and</p> <p>(d) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Share Consolidation.</p>		
SPECIAL RESOLUTION		FOR <sup>(note 4)</sup>	AGAINST <sup>(note 4)</sup>
2.	<p>To approve</p> <p>(a) the issued share capital of the Company be reduced (the "Capital Reduction") by cancelling the paid up capital of each of the issued Consolidated Shares to the extent of HK\$0.9 on each of the issued Consolidated Shares such that the par value of each issued Consolidated Shares will be reduced from HK\$1.0 to HK\$0.1 (each a "New Share");</p> <p>(b) the credit arising from the Capital Reduction be transferred to a distributable reserve account of the Company which may be utilized by the Directors in accordance with the memorandum and articles of association of the Company and all applicable laws, including, without limitation, eliminating or setting off any accumulated losses of the Company from time to time;</p> <p>(c) immediately following the Capital Reduction, each of the authorised but unissued Consolidated Shares with par value of HK\$1.0 each be sub-divided into ten (10) New Shares of par value HK\$0.1 each (the "Share Sub-division");</p> <p>(d) each of the New Shares arising from the Capital Reduction and the Share Sub-division shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company; and</p> <p>(e) the Directors be and are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Capital Reduction and the Share Sub-division and of administrative nature, on behalf of the Company, including under seal where applicable, as they may consider necessary or expedient to give effect to the Capital Reduction and the Share Sub-division.</p>		

Signature <sup>(note 5)</sup>: \_\_\_\_\_

Date: \_\_\_\_\_ 2020

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The names of all joint shareholders should be stated.
- 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).
- 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.**
- 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.
- 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.
- 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.
- 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).
- 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 extraordinary general meeting if you so wish.