

CHINA ASSETS (HOLDINGS) LIMITED
中國資本(控股)有限公司
(Incorporated in Hong Kong with limited liability)
(Stock Code: 170)

Form of Proxy
for the Extraordinary General Meeting to be held at
10:30 a.m. on Wednesday, 25 October 2017
(or as soon thereafter as the Court Meeting (or as defined below)
shall have been concluded or adjourned)
(or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares in the capital of China Assets (Holdings) Limited (the “**Company**”) HEREBY APPOINT³ the Chairman of the meeting or _____
of _____
as my/our proxy and act for me/us and on my/our behalf as directed below at the extraordinary general meeting of the Company (and at any adjournment thereof) (the “**EGM**”) to be held at United Conference Centre (Room 1), 10/F., United Centre, 95 Queensway, Hong Kong on Wednesday, 25 October 2017 at 10:30 a.m. (or as soon thereafter as the meeting of certain shareholders of the Company convened by direction of the High Court of the Hong Kong Special Administrative Region for the same day and place shall have been concluded or adjourned (the “**Court Meeting**”)) for the purpose of considering and, if thought fit, approving, the following resolution which will be proposed as a special resolution as set out in the notice convening the EGM and at such EGM (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the special resolution as hereunder indicated, and if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION ⁴	FOR ⁵	AGAINST ⁵
To approve, inter alia, the Scheme and the reduction of the share capital of the Company, to increase the share capital of the Company to its former amount by the creation of such number of new shares of the Company (the “ New Shares ”) as is equal to the number of Scheme Shares cancelled, to apply the credit arising in the Company’s books of account as a result of the said reduction of capital in paying up the New Shares which shall be allotted and issued, credited as fully paid, to New Synergies Investments Company Limited, to make application to The Stock Exchange of Hong Kong Limited (the “ Stock Exchange ”) for the withdrawal of the listing of the Company’s shares on the Stock Exchange, subject to the Scheme taking effect, and to authorise the Directors to allot and issue such new Shares and to do all acts and things considered by them to be necessary or desirable in connection with the implementation of the Scheme and the reduction of capital.		

Dated this _____ day of _____ 2017

Signature(s)⁷ _____

Contact Phone Number: _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. 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 in the capital of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, delete the words “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided.
4. The full text of the resolution is set out in the Notice of the EGM dated 28 September 2017.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE SPECIAL RESOLUTION, TICK IN THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE SPECIAL RESOLUTION, TICK IN THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote at his discretion.
6. In order to be valid, this form of proxy, together with power of attorney under which it is signed (if any) or a notarially certified copy thereof if any, must be lodged at the Company’s share registrar, Computershare Hong Kong Investor Services Limited, at 17M Floor, Hopewell Centre, 183 Queen’s Road East, Wan Chai, Hong Kong by 10:30 a.m. on Monday, 23 October 2017.
7. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, either under seal or under the hand of an officer or attorney duly authorised. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
8. In the case of joint holders of a share of the Company, the vote of the senior who tenders a vote, whether in person or by proxy or by representative, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the share.
9. A proxy need not be a member of the Company.
10. Delivery of this proxy form shall not preclude a member from attending and voting in person at the said meeting and, in such event, this form of proxy shall be deemed to be revoked.