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ASIA CASSAVA RESOURCES HOLDINGS LIMITED

亞洲木薯資源控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 841)

FORM OF PROXY FOR USE BY SHAREHOLDERS AT THE ANNUAL GENERAL MEETING TO BE HELD AT 35/F, CENTRAL PLAZA, 18 HARBOUR ROAD, WAN CHAI, HONG KONG AT 2:30 P.M. ON 16 SEPTEMBER 2015

I/We <sup>(note a)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of <sup>(note b)</sup> \_\_\_\_\_ shares of HK\$0.10 each of ASIA CASSAVA RESOURCES HOLDINGS LIMITED ("Company"), HEREBY APPOINT THE CHAIRMAN OF THE MEETING or \_\_\_\_\_  
of \_\_\_\_\_  
to act as my/our proxy <sup>(note c)</sup> at the annual general meeting ("Meeting") of the Company to be held at 35/F., Central Plaza, 18 Harbour Road, Wan Chai, Hong Kong at 2:30 p.m. on 16 September 2015 and at any adjournment thereof for the purpose of considering and, if thought fit, vote for me/us and in my/our name(s) in respect of such resolutions as hereunder indicated <sup>(note d)</sup>, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR	AGAINST
1	To receive and approve the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors (the "Directors") and auditors for the year ended 31 March 2015.		
2	To declare a final dividend.		
3	To re-appoint the Company's auditors and authorize the board of directors to fix their remuneration.		
4(a)	To re-elect Professor Fung Kwok Pui as independent non-executive director of the Company.		
4(b)	To re-elect Mr. Lee Kwan Hung as independent non-executive director of the Company.		
4(c)	To re-elect Mr. Yue Man Yiu, Matthew as independent non-executive director of the Company.		
4(d)	To authorise the Board to fix their remuneration.		
5(a)	To grant a general mandate to the directors to allot, issue and otherwise deal with the Company's shares.		
5(b)	To grant a general mandate to the directors to purchase the Company's shares.		
5(c)	To add the nominal amount of the shares repurchased by the Company to the mandate granted to the directors under resolution numbered 5(a).		

Dated the \_\_\_\_\_ day of \_\_\_\_\_ 2015

Shareholder's signature x \_\_\_\_\_ x <sup>(notes e, f, g, h and i)</sup>

Notes:

- Full name(s) and address(es) are to be inserted in BLOCK CAPITALS. The names of all joint registered holders should be stated.
- 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).
- A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and, subject to the provisions of the articles of association of the Company, vote in his stead. A proxy need not be a member of the Company. If you wish to appoint some person other than the Chairman of the Meeting as your proxy, please delete the words "THE CHAIRMAN OF THE MEETING or" and insert the name and address of the person appointed the proxy in the space provided.
- If the form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his/her discretion in respect of such resolution. A proxy will also be entitled to vote at his/her discretion on any resolution properly put to the Meeting other than those set out in the notice convening the Meeting.
- In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the Meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall, alone and to the exclusion of the other joint registered holders, be entitled to vote in respect thereof.
- The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
- To be valid, this form of proxy together with any 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 offices of the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time of the Meeting or any adjourned Meeting.
- Any alteration made to this form should be initialled by the person who signed the form.
- Completion and return of this form will not preclude you from attending and voting in person at the Meeting or any adjourned Meeting if you so wish. If you attend and vote at the Meeting, the authority of your proxy will be revoked.