



SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

Proxy Form for use at the Extraordinary General Meeting to be held on 19 June 2009 (or any adjournment thereof)

I/We^(Note 1) _____
of (Address) _____
being the registered holder(s) of^(Note 2) _____
share(s) of HK\$0.025 each in the share capital of South China Holdings Limited (the "Company")
hereby appoint the Chairman of the Meeting or^(Note 3) _____
of (Address) _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company to be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on 19 June 2009 at 10:00 a.m. (or any adjournment thereof) on the undermentioned resolution as indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION	For ^(Note 4)	Against ^(Note 4)
To consider and approve the payment of special dividend to be satisfied by the Distribution (as defined in the circular of the Company dated 3 June 2009).		

Dated this _____ day of _____, 2009 Signed^(Note 5): _____

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 will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialled by the person who signs it.
4. **IMPORTANT:** If you wish to vote for any resolutions, tick the appropriate boxes marked "**FOR**". If you wish to vote against any resolutions, tick the appropriate boxes marked "**AGAINST**". Failure to complete the boxes will entitle your proxy to cast his votes at his discretion.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting (or any adjournment thereof) personally or by proxy, the person whose name stands first in the register shall alone be entitled to vote in respect thereof.
7. To be valid, this proxy form together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
8. The proxy need not be a member of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you wish to do so. In that event, this proxy form will be deemed to have been revoked.