



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 4 December 2007 (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 (the "Meeting") to be held at 28/F., Bank of China Tower, 1 Garden Road, Central,
Hong Kong on 4 December 2007 at 10:30 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 approve, confirm and ratify the acquisition of the Sale Shares in SCL from the Vendors by Skychance and all the transactions contemplated under the S&P Agreement, including but not limited to the issue of the Promissory Note(s) (the aforesaid terms were defined in the circular of the Company dated 16 November 2007).		

Dated this _____ day of _____ 2007 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 holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, 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 joint holding, the first named being the senior.
7. To be valid, this proxy form and 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 form of proxy will be deemed to have been revoked.