



**GREAT CHINA HOLDINGS LIMITED**  
**大中華集團有限公司**

(incorporated in Hong Kong under the Companies Ordinance)

**Form of Proxy for Annual General Meeting to be held on 19th May, 2004**

I/We<sup>1</sup>, \_\_\_\_\_  
of \_\_\_\_\_  
holder(s) of<sup>2</sup> \_\_\_\_\_ shares of HK\$0.20 each in  
the capital of **GREAT CHINA HOLDINGS LIMITED** (the "Company"), **HEREBY APPOINT**<sup>3</sup> \_\_\_\_\_  
of \_\_\_\_\_  
or failing him the Chairman of the meeting as my/our proxy to vote for me/us and on my/our behalf at the said meeting  
(and at any adjournment thereof) in respect of the resolutions set out in the notice of the said meeting as hereunder  
indicated<sup>4</sup>.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2004

<b>RESOLUTIONS</b>	<b>FOR<sup>4</sup></b>	<b>AGAINST<sup>4</sup></b>
1. To receive and consider the audited financial statements and the reports of the directors and auditors for the year ended 31st December, 2003.		
2. (a) To re-elect the following Directors: Mr. Lawrence Yu Kam Kee		
(b) To authorise the Board to fix the remuneration of the directors.		
3. To re-appoint PricewaterhouseCoopers as auditors of the Company and to authorise the board of directors to fix their remuneration.		
4. To grant an unconditional general mandate to the board of directors to issue and allot additional shares not exceeding 20% of the existing issued share capital of the Company.		
5. To grant an unconditional general mandate to the directors to repurchase the Company's own shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company.		
6. To include the nominal amount of shares repurchased by the Company to the mandate granted to the directors under Resolution no. 4.		

Signature(s)<sup>7</sup> \_\_\_\_\_

*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. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. If not completed, the Chairman of the meeting will act as your proxy.
4. **IMPORTANT:** Please indicate with a "X" in the appropriate box beside each of the resolutions how you with the proxy to vote on your behalf. If no direction is given, the proxy will vote or abstain as he thinks fit.
5. To be valid, this form of proxy together with any proxy of attorney or 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 registered office, 6/F, No. 9 Des Voeux Road West, Hong Kong not less than 48 hours before the time appointed for holding the meeting.
6. In case of joint holders of a share, the vote of the person whose name stands first on the register of members in respect of such share shall be accepted to the exclusion of the vote(s) of the other joint holder(s).
7. This proxy must be signed by you or your attorney duly authorised in writing or, if you are a corporation, must either be executed under seal or under the hand of an officer or attorney duly authorised.
8. The proxy need not be a member of the Company but must attend the meeting in person to represent you.