



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 the Extraordinary General Meeting to be held on 19 May 2005

I/We¹, _____
of _____

holder(s) of² _____ shares of HK\$0.20 each in
the capital of **GREAT CHINA HOLDINGS LIMITED** (the "Company"), **HEREBY APPOINT**³ _____
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
indicated⁴.

Dated this _____ day of _____ 2005

RESOLUTIONS	FOR⁴	AGAINST⁴
To alter the Articles of Association of the Company as follows:		
A. By inserting two new definitions in Article 2.		
B. By inserting words in Article 18.		
C. By inserting a sentence in Article 36.		
D. By revising Article 40 (i).		
E. By deleting Article 41.		
F. By adding Article 92A.		
G. By revising Article 103 (B) (ii).		
H. By revising Article 104 (A).		
I. By adding a sentence towards the end of Article 108.		
J. By revising Article 171.		
K. By amending Article 173.		

Signature(s)⁷ _____

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 an "X" in the appropriate box beside each of the resolutions how you wish 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.