



GREAT CHINA HOLDINGS LIMITED

大中華集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 141)

Form of Proxy for use at the Annual General Meeting to be held on 20 May 2009

I/We^(Note 1), _____
of _____
being the registered holder(s) of _____
shares^(Note 2) of HK\$0.20 each in the share capital of **GREAT CHINA HOLDINGS LIMITED** (the "Company"), **HEREBY APPOINT**^(Note 4) _____
of _____
or failing him/her, the Chairman of the meeting as my/our proxy to attend and vote for me/us at the Annual General Meeting (and at any adjournment thereof) of the Company to be held at Boardroom, The Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Wednesday, 20 May 2009 at 10:30 a.m. in respect of the resolutions set out in the notice convening the said meeting as indicated below.

	RESOLUTIONS	FOR ^(Notes 5 & 6)	AGAINST ^(Notes 5 & 6)
1.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and of the auditor for the year ended 31 December 2008.		
2.	To declare a final dividend of HK\$0.01 per share for the year ended 31 December 2008.		
3.	To re-elect Mr Rustom Ming Yu HO as an executive director.		
4.	To re-elect Mr John Ming Tak HO as an executive director.		
5.	To re-elect Mr Maung Tun MYINT as an executive director.		
6.	To re-elect Mr Hsu Chou WU as an independent non-executive director.		
7.	To authorize the board of directors to fix the respective directors' remuneration.		
8.	To re-appoint Deloitte Touche Tohmatsu as auditor of the Company and to authorize the board of directors to fix the remuneration of auditor.		
9.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
10.	To give a general mandate to the directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.		
11.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.		

Dated this _____ day of _____ 2009 Signature(s)^(Note 7): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares of the Company registered in your name(s). **IF NO SUCH NUMBER IS INSERTED, THIS FORM OF PROXY WILL BE DEEMED TO RELATE TO ALL THE SHARES OF THE COMPANY REGISTERED IN YOUR NAME(S)**.
- Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her, and the proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- Full name(s) and address(es) of the proxy to be inserted in **BLOCK CAPITALS**. A member of the Company is entitled to appoint more than one proxy to attend and vote on his/her behalf at the meeting provided that if more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. **IF NO SUCH NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: PLEASE PLACE A "✓" IN THE APPROPRIATE BOX BESIDE EACH OF THE RESOLUTIONS TO INDICATE HOW YOU WISH YOUR PROXY TO VOTE ON YOUR BEHALF.** Failure to complete any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will be entitled to vote at his/her discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- A person entitled to more than one vote on a poll need not use all his/her votes or cast all the votes he/she uses in the same way and in such cases, please state the relevant number of shares in the appropriate box(es) above.
- This form of proxy must be signed by you or your attorney duly authorized in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or attorney duly authorized.
- To be valid, this form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, shall be deposited at the Company's Share Registrar, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding this meeting or any adjournment thereof.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in case of a member being a corporation, is present by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she is the holder.
- In case of joint holders of any 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).
- Completion and delivery of the form of proxy shall not preclude you from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.