



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 THE EXTRAORDINARY GENERAL MEETING TO BE HELD ON MONDAY, 27 JUNE 2011

I/We (Note 1) _____
of _____
being the registered holder(s) of _____ Shares (Note 2) of HK\$0.20 each in the capital of Great China Holdings Limited (the "Company"), **HEREBY APPOINT THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING OF THE COMPANY (the "EGM")** (Note 3) or _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the EGM (or at any adjournment thereof) to be held at Unit D, 26/F., United Centre, No. 95 Queensway, Hong Kong on Monday, 27 June 2011 at 10:00 a.m, to vote for me/us and in my/our name(s) as indicated below in respect of the following resolutions and other matters required to be dealt with at the EGM.

ORDINARY RESOLUTIONS (Note 4)		FOR (Note 4)	AGAINST (Note 4)
1(a)	To consider and approve the Master Sales Agreement dated 11 May 2011 between the Company (for itself and on behalf of each of its subsidiaries which sells the Animal Feed Products to COFCO Feed in accordance with the terms of Master Sales Agreement) and COFCO Feed for the sales of the Animal Feed Products from the Company, the transactions contemplated thereunder and the implementation thereof;		
1(b)	To consider and approve the Proposed Annual Caps for the Sales Transactions contemplated under the Master Sales Agreement of HK\$360 million, HK\$415 million and HK\$477 million for the three years ending 31 December 2011, 2012 and 2013 respectively; and		
2	To consider, approve, confirm and ratify the Previous Sales Transactions entered into between the Group and COFCO Feed since late February 2011 and up to the date of the EGM.		

Date: _____ 2011

Signature(s) (Note 5): _____

Notes:

- Please insert your full name and address in **Block Capitals** in the space provided.
- Please insert the number of shares of the Company ("**Shares**") to which this form of proxy relates in the space provided and delete as appropriate. If a number is inserted, this form of proxy will be deemed to relate only to those Shares. If not, this form of proxy will be deemed to relate to all the Shares registered in your name (whether alone or jointly with others).
- If any proxy other than the Chairman of the EGM is preferred, strike out "the Chairman of the Meeting of the Company (the "**EGM**") or" and insert the name and address of proxy desired in block capitals in the space provided. The proxy need not be a shareholder of the Company. If a proxy is attending the EGM on your behalf, such proxy shall produce his own identity proof.
- If you wish to vote for a resolution, place a tick "✓" in the column marked "FOR". If you wish to vote against a resolution, place a tick "✓" in the column marked "AGAINST". A ballot will not be considered as valid during the process of enumeration for the resolution(s) concerned if the voter has given up the right to vote or has voted for abstention. If no indication is given, the proxy will vote at his discretion. Your proxy will also be entitled to vote at his/her discretion on any resolution properly put to EGM other than those referred to in the notice convening the EGM.
- The form of proxy must be signed by you or your attorney duly authorized in writing. Corporations must execute this form of proxy under seal or by an attorney or by a duly authorised officer. In any event, the execution shall be made in accordance with the articles of association of such corporation or institution. If a legal representative is appointed to attend the EGM, such legal representative shall produce his own identity proof and a certified true copy of the resolution of the board of directors or other governing body of the corporation appointing the legal representative.
- If this form of proxy is signed by a person under a power of attorney or any other authority on your behalf, a notarially certified copy of that power of attorney or other authority must be deposited in the manner as mentioned in paragraph 7 below.
- In order to be valid, this form of proxy together with any power of attorney or other authority under which it is signed must be lodged with the Company's Share Registrar, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time scheduled for the holding of the EGM or any adjournment thereof.
- Completion and deposit of this form of proxy will not preclude you from attending and voting at the EGM should you so wish.
- In the case of joint registered holders of any Shares, any one of such persons may vote at the EGM, either personally or by proxy, in respect of such Shares as if he/she was solely entitled thereto; but if more than one of such joint registered holders be present at the EGM, either personally or by proxy, that one of the said persons so present whose name stands first on the register of member of the Company in respect of such Shares shall be accepted to the exclusion of the votes of the other joint registered holders.