



# 大中華集團有限公司

## GREAT CHINA HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 141)

### Second Proxy Form for use at the Annual General Meeting to be held on Wednesday, 6 June 2018

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
being the registered holder(s) of \_\_\_\_\_ share(s) <sup>(Note 2)</sup> in the share capital of Great China Holdings Limited  
(the "Company") **HEREBY APPOINT THE CHAIRMAN OF THE MEETING, or** <sup>(Note 4)</sup> \_\_\_\_\_  
of \_\_\_\_\_  
as my/our proxy <sup>(Note 3)</sup> to attend and vote for me/us and on my/our behalf at the Annual General Meeting (and any adjourned meeting) of the Company to be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong on Wednesday, 6 June 2018 at 11:00 a.m. for the purposes of considering and, if thought fit, passing the resolutions as set out in the notice convening the Annual General Meeting dated 25 April 2018 and the supplemental notice dated 11 May 2018 (the "Notices") to vote for me/us and in my/our name(s) in respect of the resolutions as indicated below, and, if no such indication is given, as my/our proxy thinks fit.

ORDINARY RESOLUTIONS		FOR <sup>(Notes 5 &amp; 6)</sup>	AGAINST <sup>(Notes 5 &amp; 6)</sup>
1.	To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and auditor for the year ended 31 December 2017.		
2.	(1)(a) To re-elect Mr. JIANG Tian as an executive director of the Company.		
	(1)(b) To re-elect Mr. LAI Han as an executive director of the Company.		
	(1)(c) To re-elect Ms. HOU Yingxuan as an executive director of the Company.		
	(1)(d) To re-elect Mr. TSEUNG Yuk Hei Kenneth as an independent non-executive director of the Company.		
	(1)(e) To re-elect Mr. JI Qing as an independent non-executive director of the Company.		
	(2) To authorize the board of directors of the Company to fix their remuneration.		
3.	To re-appoint KPMG as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration.		
4.	To grant a general mandate to the directors to allot, issue and deal with additional shares of the Company (Ordinary Resolution No. 4).		
5.	To grant a general mandate to the directors to buy back the Company's shares (Ordinary Resolution No. 5).		
6.	To extend the general mandate granted to the directors to allot, issue and deal with additional shares of the Company (Ordinary Resolution No. 6).		

Dated this \_\_\_\_\_ day of \_\_\_\_\_, 2018 Signature(s) <sup>(Note 7)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**. The name of all joint holders should be stated.
- Please insert the number of shares of the Company registered in your name(s). If no 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/its proxy to attend and vote instead of him/her/it. The proxy need not be a member of the Company but must attend the meeting in person to represent the member.
- If any proxy other than the Chairman is preferred, strike out the words "**THE CHAIRMAN OF THE MEETING or**" and insert the name and address of the proxy desired in the space provided. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend and vote on his/her/its 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 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 WHO SIGNS IT.**
- 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 any or all the boxes will entitle your proxy to cast his/her votes at his/her discretion. Your proxy will also 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.
- All resolutions will be put to vote by way of poll at the meeting. Every member of the Company present in person (in the case of a member being a corporation, by its duly authorized representative) or by proxy shall have one vote for every fully paid share of which he/she/it is the holder. A person entitled to more than one vote 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 be either executed under its common seal or under the hand of an officer or attorney or other person duly authorized.
- To be valid, this form of proxy together with the power of attorney (if any) 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 Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not less than 48 hours (exclusive of any part of a day that is public holiday) before the time fixed for holding this meeting or the adjourned meeting.
- In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names of the joint holders stand in the Register of Members of the Company in respect of the joint holding.
- Completion and delivery of the form of proxy will 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.

**PERSONAL INFORMATION COLLECTION STATEMENT**

Your supply of your and your proxy's (or proxies') name(s) and address(es) is on a voluntary basis for the purpose of processing your request for the appointment of a proxy (or proxies) and your voting instructions for the meeting (the "Purposes"). We may transfer your and your proxy's (or proxies') name(s) and address(es) to our agent, contractor, or third party service provider who provides administrative, computer and other services to us and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. Your and your proxy's (or proxies') name(s) and address(es) will be retained for such period as may be necessary to fulfill the Purposes. You/your proxy (or proxies) has/have the right to request access to and/or correction of the relevant personal data in accordance with the provisions of the Personal Data (Privacy) Ordinance and any such request should be in writing by mail to Union Registrars Limited at the above address.