SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 265)

Proxy Form for use at the Extraordinary General Meeting to be held on 8 March 2007 (or any adjournment thereof)

I/We *(Note 1)* ____________________

of ____________________

being the registered holder(s) of *(Note 2)* ____________________

share(s) of HK$0.025 each in the share capital of South China Holdings Limited (the "Company") hereby appoint

the Chairman of the Meeting or *(Note 3)* ____________________

of ____________________

as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the "Meeting") to be held at 28/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong on Thursday, 8 March 2007 at 3:15 p.m. (or any adjournment thereof) on the undermentioned resolutions as indicated, and, if no such indication is given, as my/our proxy thinks fit:

	Ordinary Resolutions	**For** *(Note 4)*	**Against** *(Note 4)*
1.	To approve, confirm and ratify the sale by WTS International (BVI) Limited ("WTS") of the Revised Sale Shares (as defined in the circular dated 12 February 2007 issued by the Company (the "Circular")) and WTS' procurement of the sale of the Revised Sale Debt (as defined in the Circular) and all other transactions contemplated under the Amended Agreement (as defined in the Circular), and the continuance of the guarantee provided by South China Industries Limited in favour of China Construction Bank Corporation to secure the liabilities of Ever Talent Limited in respect of a loan facility of HK$80 million.		
2.	To approve, confirm and ratify the undertaking by South China Industries Limited ("SCI") relating to the provision of the guarantee by SCI in favour of an independent third party to secure a proposed loan facility of up to an aggregate principal amount of HK$500 million.		
3.	To approve, confirm and ratify the terms and conditions of the Convertible Note (as defined in the circular dated 12 February 2007 issued by the Company).		

Dated this ______________ day of ______________ 2007 Signed *(Note 5)*: ____________________

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 will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out "the Chairman of the Meeting or" and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialled by the person who signs it.
4. **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 the boxes will entitle your proxy to cast his votes at his discretion.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In the case of joint holders of a share, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the vote(s) of the other joint holder(s) and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding, the first named being the senior.
7. To be valid, this proxy form and the power of attorney 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 Room 1803, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not less than 48 hours before the time fixed for holding the Meeting (or any adjournment thereof).
8. The proxy need not be a member of the Company but must attend the Meeting (or any adjournment thereof) in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting in person at the Meeting (or any adjournment thereof) if you wish to do so. In that event, this form of proxy will be deemed to have been revoked.