SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 265)

PROXY FORM FOR USE AT THE ANNUAL GENERAL MEETING TO BE HELD ON 22 MAY 2007 (OR ANY ADJOURNMENT THEREOF)

I/We *(Note 1)* ____

of (Address) ____

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 (Address) ____

as my/our proxy to attend and vote for me/us and on my/our behalf at the Annual General Meeting of the Company to be held at 28/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong on Tuesday, 22 May 2007 at 12:00 noon (or any adjournment thereof) on the undermentioned resolutions as indicated, and, if no such indication is given, as my/our proxy thinks fit:

	RESOLUTIONS	**For** *(Note 4)*	**Against** *(Note 4)*
1.	To consider and adopt the audited financial statements together with the Directors' Report and the Independent Auditors' Report for the year ended 31 December 2006.		
2.	To re-elect Mr. Ng Hung Sang as a Director.		
3.	To re-elect Mr. Richard Howard Gorges as a Director.		
4.	To re-elect Mr. David John Blackett as a Director.		
5.	To authorise the Board of Directors to fix the Directors' remuneration.		
6.	To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.		
7.	To give an issue mandate to the Directors to issue new shares of the Company.		
8.	To give a repurchase mandate to the Directors to repurchase shares of the Company.		
9.	To extend the issue mandate granted to the Directors to issue shares by the number of shares repurchased.		
10.	To approve, by a special resolution, the amendments to the Articles of Association of 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 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 proxy form will be deemed to have been revoked.