



**SOUTH CHINA HOLDINGS COMPANY LIMITED**  
**南華集團控股有限公司**

(Incorporated in the Cayman Islands with limited liability)  
 (Stock Code: 00413)

**Proxy Form for use at the Annual General Meeting to be held  
 on Wednesday, 14 June 2017 or any adjournment thereof**

I/We <sup>(Note 1)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 being the registered holder(s) of <sup>(Note 2)</sup> \_\_\_\_\_ share(s) of HK\$0.01 each  
 in the share capital of South China Holdings Company Limited 南華集團控股有限公司 (the “Company”) hereby  
 appoint the Chairman of the Meeting or <sup>(Note 3)</sup> \_\_\_\_\_  
 of \_\_\_\_\_  
 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 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Wednesday, 14 June 2017 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 <sup>(Note 4)</sup>	Against <sup>(Note 4)</sup>
1.	To consider and adopt the audited financial statements together with the Directors’ Report and Independent Auditor’s Report for the year ended 31 December 2016.		
2.	To re-elect Mr. Richard Howard Gorges as Director.		
3.	To re-elect Mr. Ng Yuk Fung Peter as Director.		
4.	To re-elect Ms. Ng Yuk Mui Jessica as Director.		
5.	To re-elect Mr. Chiu Sin Chun as Director.		
6.	To authorize the Board of Directors to fix the Directors’ remuneration.		
7.	To re-appoint KPMG as Auditor and authorize the Board of Directors to fix its remuneration.		
8(A).	To give a general mandate to the Directors to issue new shares.		
8(B).	To give a general mandate to the Directors to repurchase shares.		
8(C).	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2017 Signed <sup>(Notes 5)</sup>: \_\_\_\_\_

**Notes:**

- Full name(s) and address(s) to be inserted in **BLOCK CAPITALS**.
- 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).
- 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 initialed by the person who signs it.
- IMPORTANT:** If you wish to vote for any resolution, tick the appropriate box(es) marked “**FOR**”. If you wish to vote against any resolution, tick the appropriate box(es) marked “**AGAINST**”. Failure to complete the box(es) will entitle your proxy to cast his votes at his discretion.
- 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.
- In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting or any adjournment thereof, personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.
- In order to be valid, this proxy form and the power of attorney or other authority (if any) under which it is signed, or a notorially certified copy of such power of attorney or authority, must be deposited with 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 before the time fixed for holding the meeting or any adjournment thereof.
- The proxy need not be a member of the Company but must attend the meeting or any adjournment thereof, in person to represent you.
- 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.