



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 Extraordinary General Meeting to be held on Tuesday, 20 June 2023 or any adjournment thereof

I/We ^(Note 1) _____
of _____
being the registered holder(s) of ^(Note 2) _____ share(s) of HK\$0.01 each
in the share capital of South China Holdings Company Limited (the “Company”) hereby appoint the Chairman of the Extraordinary
General Meeting (the “Meeting”) or ^(Note 3) _____
of _____
as my/our proxy to attend and vote for me/us and on my/our behalf at the Meeting to be held at 28th Floor, Bank of China Tower,
1 Garden Road, Central, Hong Kong on Tuesday, 20 June 2023 at 10:00 a.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 ^(Note 4)		For ^(Note 5)	Against ^(Note 5)
1.	To approve the adoption of the 2023 Share Option Scheme.		
2.	Subject to passing of ordinary resolution numbered 1, to approve and adopt the Service Provider Sublimit (as defined in the 2023 Share Option Scheme, and which includes grants to Service Providers under any other share schemes of the Company) of 1% of the total number of Shares in issue as at the date of approval of the 2023 Share Option Scheme.		
SPECIAL RESOLUTION ^(Note 4)		For ^(Note 5)	Against ^(Note 5)
3.	To approve the adoption of the amended and restated memorandum and articles of association of the Company.		

Dated this _____ day of _____ 2023 Signature(s) ^(Notes 6): _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS** (the names of all joint registered holders should be stated).
- 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 words “the Chairman of the Extraordinary General 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.
- The full text of the resolutions are set out in the notice of the Meeting contained in the Company’s circular dated 25 May 2023.
- IMPORTANT:** If you wish to vote for any resolution, please tick (“✓”) in the appropriate box(es) marked “**FOR**”. If you wish to vote against any resolution, please tick (“✓”) in the appropriate box(es) marked “**AGAINST**”. Failure to complete the box(es) will entitle your proxy to cast his/her votes at his/her 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 notarially certified copy of such power of attorney or authority, must be deposited with the Company’s share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than forty-eight (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.