



大中華實業控股有限公司*
GREATER CHINA HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 431)

website: <http://www.irasia.com/listco/hk/greaterchina/index.htm>

**FORM OF PROXY FOR SPECIAL GENERAL MEETING
(OR ANY ADJOURNMENT THEREOF)**

I/We¹ _____
of _____
being the registered holder(s) of² _____ shares of HK\$0.005 each in the capital of abovenamed company (the "Company"). **HEREBY APPOINT³** the Chairman of the meeting or failing him _____ of _____ as my/our proxy to attend and vote for me/us and on my/our behalf at the said meeting of the Company to be held at Rooms 1013 & 15, 10/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 11 February 2015 at 11:00 a.m. (or at any adjournment thereof) in respect of the resolutions set out in the notice convening the said meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit.

		FOR ⁴	AGAINST ⁴
(a)	the framework agreement dated 6 January 2015 between 平安不動產有限公司 (PingAn Real Estate Company Limited*), 江蘇思力實業股份有限公司 (Jiangshu Sili Holdings Limited*), Profit Capital Limited and the Company pursuant to which (i) Profit Capital Limited will sell and Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司), will purchase the 100% issued share capital of Keycharm Investments Limited; and (ii) the Company will sell and Spring Asia Investment Limited (泉康投資有限公司) will purchase the 100% issued share capital of Toobright Limited (a copy of which has been produced to this meeting marked "A" and initialed by the chairman of this meeting for the purpose of identification) (the "Framework Agreement") and the transactions contemplated thereunder (the "Disposals"), be and are hereby approved, confirmed and ratified;		
(b)	the formal sale and purchase agreement dated 14 January 2015 between Profit Capital, the Company and Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司) (as amended from time to time) pursuant to which Profit Capital Limited will sell and Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司) will purchase the 100% issued share capital of Keycharm Investments Limited (a copy of which has been produced to this meeting marked "B" and initialed by the chairman of this meeting for the purpose of identification) (the "Keycharm Agreement") and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
(c)	the formal sale and purchase agreement dated 14 January 2015 between the Company, Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司) and Spring Asia Investment Limited (泉康投資有限公司) (as amended from time to time) pursuant to which the Company will sell and Spring Asia Investment Limited (泉康投資有限公司) will purchase the 100% issued share capital of Toobright Limited (a copy of which has been produced to this meeting marked "C" and initialed by the chairman of this meeting for the purpose of identification) (the "Toobright Agreement") and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;		
(d)	the directors of the Company be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a), (b) and (c) above.		

Dated this _____ day of _____ 2015.

Signature(s)⁶ _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s), if no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
- If any proxy other than the Chairman of the meeting is preferred, delete the words "the Chairman of the meeting" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR ANY RESOLUTION, TICK THE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST ANY RESOLUTION, TICK IN THE BOX MARKED "AGAINST".** Failure to tick a box will entitle your proxy to cast your vote at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
- To be valid, this form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Hong Kong branch share registrar of the Company, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must either be executed under its common seal or under the hand of an officer or other person duly authorised.
- Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders are present at the meeting, personally or by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
- The proxy need not be a member of the Company but must attend the meeting in person to represent you.

* For identification purposes only