



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 Tuesday, 6 October 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.

SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
1.	<p>"THAT:</p> <p>(a) subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from "Greater China Holdings Limited" to "Greater China Financial Holdings Limited" and the Chinese name "大中華金融控股有限公司" be adopted as the secondary name of the Company with effect from the date of entry of the new English name of the Company in place of its existing English name and entry of the new secondary name of the Company in Chinese on the register of companies maintained by the Registrar of Companies in Bermuda; and</p> <p>(b) any one director of the Company be and is hereby authorised to execute all such documents or do all such deeds, acts, matters and things as may be required, necessary, appropriate or expedient for the purpose of or in connection with the implementation of or to give effect to the aforesaid in paragraph (a) and the transactions contemplated thereunder."</p>		

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