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China South City Holdings Limited
華南城控股有限公司

(Incorporated in Hong Kong with limited liability)
(Stock Code: 1668)

VOLUNTARY ANNOUNCEMENT

SHAREHOLDERS' ALLIANCE ARRANGEMENT

The Board has been informed that Mr. Cheng Chung Hing, Mr. Cheng Tai Po and Mr. Leung Moon Lam (each, together with his associates if the context permits, being an “**Alliance Shareholder**”) have entered into an agreement dated 15 September 2013 (the “**Alliance Agreement**”) pursuant to which, among other things, if any Alliance Shareholder proposes to transfer any Listco Shares to a person other than an Alliance Shareholder, he shall obtain a written approval from the other two Alliance Shareholders and grant the other two Alliance Shareholders certain first right of refusal and tag-along right in respect of their transfer of the relevant Listco Shares.

The Board is further informed that the Alliance Agreement shall be in force for a term of three years from the date of the Alliance Agreement, provided that if the Alliance Shareholders so agree in writing, the Alliance Agreement may be renewed for another three years upon the expiry of the first three years.

Mr. Cheng Chung Hing, Mr. Cheng Tai Po and Mr. Leung Moon Lam, together with their respective associates, are interested in approximately 49.30% in aggregate (or assuming all the Share Options held by Mr. Leung Moon Lam are fully exercised, approximately 50.27% in aggregate) of the total issued share capital of the Company as at the date of this announcement. Mr. Cheng Chung Hing and Mr. Leung Moon Lam are executive directors of the Company, and Mr. Cheng Tai Po is a non-executive director of the Company and is the elder brother of Mr. Cheng Chung Hing.

The Company is not a party to the Alliance Agreement, and the Alliance Agreement does not constitute a notifiable transaction under Chapter 14 or a connected transaction under Chapter 14A of the Listing Rules. This announcement is made on a voluntary basis.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meanings when used herein:

“Associate”	has the meaning ascribed to it under the Listing Rules
“Board”	the board of directors of the Company
“Company”	China South City Holdings Limited, the ordinary shares of which are listed on the Main Board of the Stock Exchange
“Listco Shares”	the ordinary shares in the capital of the Company which are listed on the Main Board of the Stock Exchange (“Shares”), and for the purpose of the Alliance Agreement, includes Shares acquired by any Alliance Shareholder after the date of the Alliance Agreement upon exercise of any Share Options and Shares acquired by any Alliance Shareholder from another Alliance Shareholder pursuant to the terms of the Alliance Agreement or otherwise, but excludes Shares acquired by any Alliance Shareholder from any person (other than the Alliance Shareholders) after the date of the Alliance Agreement
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange
“Share Options”	share options granted under the share option scheme adopted by the Company pursuant to Chapter 17 of the Listing Rules
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

For and on behalf of the Board
China South City Holdings Limited
Cheng Chung Hing
Co-Chairman and Executive Director

Hong Kong, 15 September 2013

As at the date of this announcement, the executive Directors of the Company are Mr. Cheng Chung Hing, Mr. Leung Moon Lam and Professor Xu Yang; the non-executive Directors of the Company are Dr. Ma Kai Cheung SBS, BBS, Mr. Sun Kai Lit Cliff BBS, JP, Dr. Ma Wai Mo and Mr. Cheng Tai Po; and the independent non-executive Directors of the Company are Mr. Leung Kwan Yuen Andrew GBS, SBS, JP, Mr. Li Wai Keung, Mr. Hui Chiu Chung Stephen JP and Mr. Yung Wing Ki Samuel SBS, MH, JP.