



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

(incorporated in Hong Kong with limited liability)

(Stock Code: 1668)

**FORM OF PROXY FOR THE EXTRAORDINARY GENERAL MEETING  
TO BE HELD ON 13 MARCH 2014 AT 2:30 P.M.**

No. of shares to which this form  
of proxy relates (Note 3)

I/We \_\_\_\_\_  
of \_\_\_\_\_  
being a registered shareholder(s) of China South City Holdings Limited (the "Company") hereby appoint \_\_\_\_\_  
of \_\_\_\_\_  
or failing him \_\_\_\_\_  
of \_\_\_\_\_  
or\* the chairman of the extraordinary general meeting ("EGM"), as my/our proxy to attend and vote for me/us and on my/our behalf at the EGM of the Company to be held at Fountains Room 1-3, LG/F, Hotel Nikko Hongkong, 72 Mody Road, Tsimshatsui East, Kowloon, Hong Kong on Thursday, 13 March 2014 at 2:30 p.m. and at any adjournment thereof, on the resolution referred to in the notice of the EGM dated 25 February 2014 as indicated below. Unless otherwise indicated, capitalised terms used herein shall have the same meanings as defined in the circular of the Company dated 25 February 2014:

AS ORDINARY RESOLUTION	(See Note 4)	
	For	Against
"THAT, the Equity Transfer Agreement and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and that any one or more of the Directors be and are hereby authorised to sign, seal, execute, perfect, deliver or do all other documents or supplemental agreements or deeds on behalf of the Company and to do all such things, matters and take all such actions as he or they may in his or their discretion consider necessary or desirable for the purpose of or in connection with effecting and implementing the Equity Transfer Agreement and the transactions contemplated thereunder or any of them."		

\* Delete where appropriate

Signature(s)

(Full name in block capitals)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2014

Notes:

1. **The Chairman of the Meeting will demand a poll regarding the voting for the resolution as set out above pursuant to regulatory requirements.**
2. You may appoint more than one proxy to attend and vote. The proxy need not be a shareholder of the Company.
3. Please insert the number of shares of HK\$0.01 each registered in your name(s) to which this form of proxy relates. If no such information is inserted, this form of proxy will be deemed to relate to all the shares in the Company registered in your name(s).
4. Please indicate with a "✓" in the appropriate space beside the resolution on how you wish the proxy to vote on your behalf. In the absence of any such indication, the proxy will vote for or against the resolution or will abstain at his discretion. **Any alteration made to this form of proxy must be initialled only by the person who signs it.**
5. If the registered shareholder is a corporation, this form of proxy must be executed either under its common seal or under the hand of an officer or attorney authorised in writing.
6. In the case of joint holders, the vote of the senior who tenders a vote whether in person or by proxy shall be accepted to the exclusion of the votes of the other joint holders and for this purpose, seniority will be determined by the order in which the names stand in the Register of Members in respect of the joint holding.
7. 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 the same, must be completed, signed and deposited at the Company's share registrar in Hong Kong, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, **not less than 2 clear days** before the time for holding the Meeting.
8. Completion and return of the form of proxy will not preclude members from attending and voting in person at the above meeting or any adjourned meeting thereof should they so wish. In such case, such form of proxy shall be deemed to be revoked.