



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 EXTRAORDINARY GENERAL MEETING
TO BE HELD ON FRIDAY, 19 MARCH 2010 AT 2:30 P.M.**

I/We^{1, 8} _____
of _____
being the registered holder(s) of² _____ share(s) of HK\$0.01 each (the “Shares”) in the capital of China South City Holdings Limited (the “Company”) HEREBY APPOINT³ the Chairman of the meeting or⁴ _____
of _____
as my/our proxy to attend, act and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (the “EGM”) to be held at Annapurna Room, Pacific Place Conference Centre, Level 5, One Pacific Place, 88 Queensway, Hong Kong on Friday, 19 March 2010 at 2:30 p.m. and at any adjournment thereof on the resolution referred to in the notice of the EGM dated 3 March 2010 (with or without modifications) as indicated below. Unless otherwise indicated, capitalized terms used herein shall have the same meanings as defined in the circular of the Company dated 3 March 2010.

AS ORDINARY RESOLUTION	For ⁵	Against ⁵
“ THAT , the non-exercise of the Rights of First Offer 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 authorized 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 non-exercise of the Rights of the First Offer and the transactions contemplated thereunder or any of them.”		

Signature(s)⁶ _____ Date _____

Notes:

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the Chairman of the meeting is preferred, please strike out “the Chairman of the meeting or” and insert the name and address of the proxy desired in the space provided. A member of the Company may appoint one or more proxies to attend and vote in his stead. **ANY ALTERATION MADE TO THIS PROXY FORM MUST BE INITIALED BY THE PERSON(S) WHO SIGN(S) IT.**
4. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his/her proxy to attend and vote instead of him/her. On a poll, votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member of the Company who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion. If more than one proxy is appointed, the appointment shall specify the number of shares of the Company in respect of which each such proxy is so appointed.
5. **IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTION, TICK THE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTION, TICK THE BOX MARKED “AGAINST”.** Failure to tick a box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the said meeting other than that referred to in the notice convening the meeting.
6. To be valid, the form of proxy must be in writing under the hand of the appointor or of his attorney duly authorized in writing, or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorized.
7. The form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of that power of attorney or authority, must be deposited at the Company’s share registrar, 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 or any adjourned meeting thereof, and in default the form of proxy shall not be treated as valid. Completion and return of the form of proxy will not preclude such member of the Company 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. If more than one valid proxy form is delivered in respect of the same share for use at the same meeting, the one delivered last (regardless of the date on which it is signed) shall be treated as the valid form. If it is not possible to determine the order of delivery, none of the forms will be treated as valid.
8. Where there are joint registered holders of any share, the vote of the senior who tenders a vote shall be accepted to the exclusion of the votes of other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of member.