



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 ANNUAL GENERAL MEETING
 TO BE HELD ON 21 AUGUST 2014 AT 2:30 P.M.**

No. of shares to which this form of proxy relates <i>(Note 3)</i>

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 annual general meeting ("AGM"), as my/our proxy to attend and vote for me/us and on my/our behalf at the AGM of the Company to be held at Granville Room, Lower Lobby, Conrad Hong Kong, Pacific Place, 88 Queensway, Admiralty, Hong Kong on Thursday, 21 August 2014 at 2:30 p.m. and at any adjournment thereof, on the resolutions referred to in the notice of the AGM dated 23 July 2014 as indicated:

RESOLUTIONS [#]		<i>(See Note 4)</i>	
		For	Against
As Ordinary Resolutions			
1.	To receive, consider and adopt the consolidated financial statements of the Company for the year ended 31 March 2014 and the reports of the Directors and independent auditors of the Company thereon.		
2.	To declare a final dividend of HK14.0 cents per share for the year ended 31 March 2014.		
3.	(a) To re-elect Mr. Leung Moon Lam as executive Director.		
	(b) To re-elect Dr. Ma Kai Cheung as non-executive Director.		
	(c) To re-elect Mr. Sun Kai Lit Cliff as non-executive Director.		
	(d) To re-elect Mr. Lin Ching Hua as non-executive Director.		
	(e) To re-elect Mr. Hui Chiu Chung Stephen as independent non-executive Director.		
	(f) To authorize the board of Directors to fix the remuneration of Directors.		
4.	To re-appoint Messrs. Ernst & Young as independent auditors of the Company at a fee to be agreed by the Directors.		
5.	To grant a general mandate to the Directors to allot, issue and deal with additional shares of the Company not exceeding 20% of the aggregate number of ordinary shares of the Company in issue.		
6.	To grant a general mandate to the Directors to repurchase the Company's shares not exceeding 10% of the aggregate number of ordinary shares of the Company in issue.		
7.	To extend the general mandate granted to the Directors to allot, issue and deal with additional shares of the Company by the number of shares repurchased by the Company.		

* Delete where appropriate

[#] Please refer to the Notice of Annual General Meeting for the full text of the resolutions

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 all the resolutions 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 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 each of the resolutions 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.