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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)

ANNOUNCEMENT PURSUANT TO RULE 3.11 OF THE LISTING RULES

This announcement is made by China South City Holdings Limited (the “**Company**”) pursuant to Rule 3.11 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcement made by the Company on 4 May 2017 in respect of, inter alia, the re-designation of a Director as a Non-Executive Director, the appointment of Vice Chairman of the Group, the appointment of two Executive Directors and the change of Chief Executive Officer of the Group (the “**Announcement**”). Unless otherwise stated, terms used in this announcement shall have the same meanings as those defined in the Announcement.

Following the above changes, the composition of the Board comprises four Executive Directors, six Non-Executive Directors and four Independent Non-Executive Directors. As a result, the number of Independent Non-Executive Directors is less than one-third of the Board as required under Rule 3.10A of the Listing Rules.

The Company will use its best endeavours to meet the relevant requirement under Rule 3.10A of the Listing Rules within three months from 4 May 2017 by, inter alia, identifying a suitable candidate in terms of his professionals, experiences, skills and qualifications to be appointed as an additional Independent Non-Executive Director of the Company. Further announcement will be made by the Company in accordance to the requirements of the Listing Rules when appropriate.

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

Hong Kong, 5 May 2017

As at the date of this announcement, the executive directors of the Company are Mr. Cheng Chung Hing, Mr. Fung Sing Hong Stephen, Mr. Song Chuan and Ms. Cheng Ka Man Carman; 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, Mr. Cheng Tai Po, Mr. Leung Moon Lam and Mr. Lin Ching Hua; 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.