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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the “**EGM**”) of China South City Holdings Limited (the “**Company**”) will be held at Garden Room, 2/F., New World Millennium Hong Kong Hotel, 72 Mody Road, Tsim Sha Tsui East, Kowloon, Hong Kong on Friday, 18 February 2022 at 2:30 p.m. for the purposes of considering and, if thought fit, passing with or without modification, the following resolution as ordinary resolution.

ORDINARY RESOLUTION

“THAT:

- (a) the subscription agreement dated 30 December 2021 entered into between the Company and Shenzhen SEZ Construction and Development Group Co., Ltd. (深圳市特區建設發展集團有限公司) (“**SZCDG**”) (the “**Subscription Agreement**”) in relation to the issuance of 3,350,000,000 new ordinary shares of the Company (the “**Subscription Shares**”) to SZCDG or its wholly owned subsidiary for a subscription price of HK\$0.57 per Subscription Share (a copy of which has been produced to the EGM and initiated by the chairman of the EGM for the purpose of identification), and the transactions contemplated thereunder be approved, confirmed and ratified;
- (b) the directors of the Company (the “**Directors**”) be and are hereby granted with a specific mandate to allot and issue the Subscription Shares to SZCDG in accordance with the terms and conditions of the Subscription Agreement; and

- (c) the Directors be and are hereby authorised to do all such acts and things and execute all such further documents or deeds as he/she may, in his/her absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect to or the completion of any matters relating to the Subscription Agreement, the allotment and issue of the Subscription Shares, and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

By Order of the Board
China South City Holdings Limited
Cheng Chung Hing
Chairman and Executive Director

Hong Kong, 27 January 2022

Notes:

- (1) For the purpose of determining shareholders of the Company who are entitled to attend and vote at the EGM to be held on Friday, 18 February 2022, the registers of members of the Company will be closed from Tuesday, 15 February 2022 to Friday, 18 February 2022, both days inclusive, during which period no transfer of Shares will be registered. In order to qualify for attending and voting at the EGM, Shareholders are reminded to ensure that all share transfer documents accompanied by the relevant share certificates are lodged for registration with the share registrar of the Company, Computershare Hong Kong Investor Services Limited at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong, by no later than 4:30 p.m. on Monday, 14 February 2022.
- (2) A member entitled to attend and vote at the above meeting convened by the above notice, is entitled to appoint one or more than one proxy to attend and to vote in his stead. A proxy need not be a member of the Company.
- (3) A form of proxy for the meeting is enclosed. 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 48 hours before the time for holding meeting or adjourned meeting thereof, and in defaults the form of proxy shall not be treated as valid.
- (4) 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.
- (5) Where there are joint holders of any Shares, the vote of the senior who tenders a vote whether is person, or by proxy, 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 members of the Company.

As at the date of this notice, the Executive Directors of the Company are Mr. Cheng Chung Hing, Ms. Geng Mei and Ms. Cheng Ka Man Carman; the Non-Executive Directors of the Company are Mr. Cheng Tai Po and Mr. Lei Ming; and the Independent Non-Executive Directors of the Company are Mr. Leung Kwan Yuen Andrew, GBM, GBS, JP, Mr. Li Wai Keung and Mr. Hui Chiu Chung, JP.