



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 18 FEBRUARY 2022 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 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. and at any adjournment thereof, on the resolutions referred to in the notice of the EGM dated 27 January 2022 as indicated:

RESOLUTIONS#		(See Note 4)	
		For	Against
As Ordinary Resolutions			
(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.		
(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.		

* Delete where appropriate

Please refer to the Notice of Extraordinary General Meeting for the full text of the resolutions

Signature(s)

(Full name in block capitals)

Dated this _____ day of _____ 2022.

Notes:

- The Chairman of the Meeting will demand a poll regarding the voting for all the resolutions as set out above pursuant to regulatory requirements.**
- You may appoint more than one proxy to attend and vote. The proxy need not be a shareholder of the Company.
- 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).
- 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.**
- 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.
- 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.
- 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 48 hours** before the time for holding the Meeting.
- 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.