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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 Fung Shui Room, 6/F., Marco Polo Hongkong Hotel, Harbour City, Kowloon, Hong Kong, on Friday, 9 September 2022 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modification, the following ordinary resolutions.

Unless otherwise defined, capitalised terms used in this notice shall have the same meanings as those defined in the circular of the Company dated 25 August 2022 of which this notice forms part.

Shareholders should note that:

1. “**THAT:**

- (a) the Equity Transfer Agreement dated 15 July 2022 and entered into among the Vendor, the Purchaser and the Company (as amended and/or restated from time to time) and the transactions contemplated thereunder (including, among other things, the Disposal, the grant and the exercise of the Put Option and the grant and the exercise of the Call Option) be hereby approved, ratified and confirmed; and
- (b) 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 Equity Transfer Agreement and the transactions contemplated thereunder (including, among other things, the Disposal, the grant and the exercise of the Put Option and the grant and the exercise of the Call Option), and to agree to and make such variations, amendments or waivers of any of the matters relating thereto or in connection therewith.”

2. “**THAT:**

- (a) the transactions under the Property Management Transaction Framework Agreement (including the annual caps for the Property Management Transactions) be hereby approved, ratified and confirmed; and
- (b) 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 Property Management Transactions Framework Agreement and the transactions contemplated thereunder, 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, 25 August 2022

Notes:

- (1) As (i) the Disposal, the grant and the exercise of the Put Option and the grant and the exercise of the Call Option are all transactions contemplated under the Equity Transfer Agreement; (ii) the Disposal, the grant and the exercise of the Put Option and the grant and the exercise of the Call Option are part and parcel to the same transactions which have been negotiated and agreed by the Group and the Purchaser simultaneously; and (iii) the approval of each of Disposal, the grant and the exercise of the Put Option and the grant and the exercise of the Call Option is interdependent on, and cannot proceed without, the approvals of the other two, the Company will seek Independent Shareholders’ approval for each of the Disposal, the grant and the exercise of the Put Option and the grant and the exercise of the Call Option under the same single resolution at the EGM. As a result, Independent Shareholders which exercise their rights to vote will be either voting in favour of the one single resolution which includes all of the Disposal, the grant and the exercise of the Put Option and the grant and the exercise of the Call Option, or voting against it.
- (2) Reference is made to the announcement of the Company dated 23 August 2022 in relation to the closure of the register of members of the Company. For the purpose of determining Shareholders who are entitled to attend and vote at the EGM to be held on Friday, 9 September 2022, the registers of members of the Company will be closed from Tuesday, 6 September 2022 to Friday, 9 September 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, 5 September 2022.
- (3) 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.

- (4) 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.
- (5) 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.
- (6) 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, Mr. Wan Hongtao, Mr. Qin Wenzhong and Ms. Cheng Ka Man Carman; the Non-Executive Director of the Company is Mr. Cheng Tai Po; and the Independent Non-Executive Directors of the Company are Mr. Leung Kwan Yuen Andrew, GBM, GBS, JP, Mr. Li Wai Keung, Mr. Hui Chiu Chung, JP and Ms. Shen Lifeng.