



SOUTH CHINA ASSETS HOLDINGS LIMITED

南華資產控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 08155)

Proxy Form for use at the Extraordinary General Meeting to be held on Tuesday, 14 July 2020 or any adjournment thereof

I/We _____ (Note 1)
of _____
being the registered holder(s) of (Note 2) _____ share(s)
of HK\$0.01 each in the share capital of South China Assets Holdings Limited 南華資產控股有限公司 (the “Company”)
hereby appoint the Chairman of the Meeting or (Note 3) _____ of

_____ as my/our proxy to attend and vote for me/us and on my/our behalf at the Extraordinary General Meeting of the Company (“EGM”) to be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Tuesday, 14 July 2020 at 10:00 a.m. or any adjournment thereof, on the undermentioned resolutions as indicated, and, if no such indication is given, as my/our proxy thinks fit:

ORDINARY RESOLUTION	For (Note 4)	Against (Note 4)
To approve, confirm and ratify the Sale and Purchase Agreement (as defined in the circular of the Company dated 26 June 2020) and all transactions contemplated thereunder as set out in ordinary resolution in the notice of EGM.		

Dated this _____ day of _____ 2020 Signed (Note 5): _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of shares registered in your name(s). If no number is inserted, this form will be deemed to relate to all the shares in the Company registered in your name(s).
3. If any proxy other than the Chairman of the Meeting is preferred, strike out “the Chairman of the Meeting or” and insert the name and address of the proxy desired in the space provided. Any alteration made to this form must be initialled by the person who signs it.
4. **IMPORTANT:** If you wish to vote for any resolution, tick the appropriate box(es) marked “**FOR**”. If you wish to vote against any resolution, tick the appropriate box(es) marked “**AGAINST**”. Failure to complete the box(es) will entitle your proxy to cast his votes at his discretion.
5. This proxy form must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be executed either under its common seal or under the hand of an officer or attorney or other person duly authorised.
6. In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting or any adjournment thereof, personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.
7. In order to be valid, this proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company’s branch share registrar, Union Registrars Limited at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof.
8. The proxy need not be a member of the Company but must attend the meeting or any adjournment thereof, in person to represent you.
9. Completion and return of this form will not preclude you from attending and voting in person at the meeting or any adjournment thereof, if you wish to do so. In that event, this proxy form will be deemed to have been revoked.