



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

Proxy Form for use at the Extraordinary General Meeting (the “Meeting”) to be held on Tuesday, 23 February 2021 at 10:00 a.m. 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 Meeting to be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Tuesday, 23 February 2021 at 10:00 a.m. or any adjournment thereof in respect of the resolution set out in the notice convening the Meeting as hereunder indicated, and, if no such indication is given, as my/our proxy thinks fit:

| ORDINARY RESOLUTION | For ^(Note 4) | Against ^(Note 4) |
|--|-------------------------|-----------------------------|
| <p>“THAT</p> <p>(a) the conditional engagement agreement dated 31 December 2020 (the “Engagement Agreement I”) (a copy of the Engagement Agreement I has been produced at the meeting and marked “A-I” and initialed by the chairman of the meeting for the purpose of identification) entered into between 南京電機有限公司 (Nanjing Electrical Limited)* (“Nanjing Electrical”) and 滄州南華房地產開發有限公司 (Cangzhou South China Real Estate Development Limited)* (“Cangzhou Real Estate”) in relation to the provision of pre-development management services by Cangzhou Real Estate to Nanjing Electrical and all the transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed;</p> <p>(b) the conditional engagement agreement dated 31 December 2020 (the “Engagement Agreement II”) (a copy of the Engagement Agreement II has been produced at the meeting and marked “A-II” and initialed by the chairman of the meeting for the purpose of identification) entered into between Nanjing Electrical and Cangzhou Real Estate in relation to the provision of project development management services by Cangzhou Real Estate to Nanjing Electrical and all the transactions contemplated thereunder and in connection therewith, be and are hereby approved, ratified and confirmed; and</p> <p>(c) any director of the Company be and is hereby authorised to take all such steps, do all such acts and things and execute all such documents which he/she may in his/her absolute discretion, consider necessary, desirable or expedient in connection with or to implement or give effect to the Engagement Agreement I and the Engagement Agreement II and the respective transactions contemplated thereunder.”</p> | | |

Dated this _____ day of _____ 2021

Signed ^(Note 5): _____

Notes:

- Full name(s) and address(es) are to be inserted in **BLOCK CAPITALS**.
 - Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares in the capital of the Company registered in your name(s).
 - A proxy need not be a member of the Company. If you wish to appoint a person other than the Chairman of the Meeting as your proxy, please delete the words “the Chairman of the Meeting or” and insert the name and address of the person appointed proxy in the space provided.
 - IMPORTANT:** If you wish to vote for the resolution set out above, please tick (“✓”) the box marked “For”. If you wish to vote against the resolution, please tick (“✓”) the box marked “Against”. If this form returned is duly signed but without specific direction on the proposed resolution, the proxy will vote or abstain at his discretion in respect of the resolution.
 - In the case of a joint holding, this form of proxy may be signed by any joint holder, but if more than one joint holder is present at the meeting, whether in person or by proxy, that one of the joint holder whose name stands first on the register of members in respect of the relevant joint holding shall alone be entitled to vote in respect thereof.
 - The form of proxy must be signed by a shareholder, or his attorney duly authorised in writing, or if the shareholder is a corporation, either under its Common Seal or under the hand of an officer or attorney so authorised.
 - To be valid, this form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy of such power or authority must be deposited at the office of the Company’s branch share registrar in Hong Kong, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 48 hours before the time of the Meeting or any adjourned meeting. In calculating the periods mentioned in this paragraph, no account is to be taken of any part of a day that is a public holiday (including Sunday).
 - Any alteration made to this form should be initialed by the person who signs the form.
- * Denotes English translation of a Chinese name and is provided for identification purpose only.