



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 2 FEBRUARY 2023 AT 10:00 A.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 Thursday, 2 February 2023 at 10:00 a.m. and at any adjournment thereof, on the resolutions referred to in the notice of the EGM dated 17 January 2023 as indicated:

Unless otherwise defined, capitalised terms used in this form of proxy shall have the same meanings as those defined in the circular of the Company dated 17 January 2023.

RESOLUTIONS		See (Note 4)	
		For	Against
As Ordinary Resolutions			
1.	(a) the Investment Agreement and the Shareholders' Agreement dated 16 December 2022 and entered into among the Seller, China South International, the Subscriber and the Target Company (as amended and/or restated from time to time) and the transactions contemplated thereunder (including, among other things, the Subscription and the grant and the exercise of the Put 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 Investment Agreement, the Shareholders' Agreement and the transactions contemplated thereunder (including, among other things, the Subscription and the grant and the exercise of the Put Option), 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

Signature(s)

(Full name in block capitals)

Dated this _____ day of _____ 2023.

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.