

# CHINA SOUTH CITY HOLDINGS LIMITED

華南城控股有限公司

(the “Company”)

## PROCEDURES FOR SHAREHOLDERS TO PROPOSE A PERSON FOR ELECTION AS A DIRECTOR

Pursuant to section 113 of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong), shareholders of the Company (“**Shareholders**”) holding not less than one-twentieth of such of the paid-up capital of the Company may request the board of directors of the Company to convene an extraordinary general meeting. The requisition must state the objects of the meeting, such as election of director, and must be signed by the requisitionists and deposited at the registered office of the Company, and may consist of several documents in like form, each signed by one or more requisitionists.

Pursuant to Section 115A of the Companies Ordinance, any number of Shareholders holding not less than one-fortieth of the total voting rights of all members having at the date of the requisition a right to vote at the meeting to which the requisition relates; or not less than 50 Shareholders holding shares in the Company on which there has been paid up an average sum, per Shareholder, of not less than HK\$2,000 may move a resolution (such as election of director) at an annual general meeting by written request. Such written request must (i) state the resolution, accompanied by a statement of not more than 1,000 words with respect to the matter referred to in the proposed resolution and signed by all the Shareholders concerned in one or more documents in like form; and (ii) be deposited to the registered office of the Company for the attention of the Company Secretary not less than six weeks before the annual general meeting in case of a requisition requiring notice of a resolution and not less than one week in the case of any other requisition.

Pursuant to article 98(b) of the article of association of the Company (“**Article**”), requisition for appointment or reappointment of directors at the annual general meeting of the Company can be made not earlier than the day after the dispatch of the

notice of the meeting and not later than seven days prior to the date appointed for the meeting there has been left at the registered office of the Company a letter, signed by at least two Shareholders (other than the person to be proposed) entitled to vote at the meeting together holding not less than ten per cent of the entire issued share capital of the Company, notice of his intention to propose a resolution for the appointment or reappointment of that person and a notice executed by that person of his willingness to be appointed or re-appointed.

The requisition made under the Company Ordinance or the Article should also include the information about the candidate as required under Rule 13.51(2) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

Shareholders are requested to refer to the relevant sections of the Company Ordinance and the Article for the detailed requirements and procedures when making any such requisitions herein mentioned.