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## **SOUTH CHINA HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 265)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**Meeting**”) of South China Holdings Limited (the “**Company**”) will be held at Aberdeen Room, 3rd Floor, JW Marriott Hotel Hong Kong, No. 88 Queensway, Pacific Place, Hong Kong on Thursday, 9 October 2014 at 2:00 p.m. for the following purposes:

#### **SPECIAL RESOLUTION**

“**THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands, the English name of the Company be changed from “South China Holdings Limited” to “Orient Victory China Holdings Limited”, and the Chinese name “東勝中國控股有限公司” be adopted as the dual foreign name of the Company (“**Change of Company Name**”), and that any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents as he/she/they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Change of Company Name and to attend to any necessary registration and/or filing for and on behalf of the Company.”

By order of the board of  
**SOUTH CHINA HOLDINGS LIMITED**  
**Shi Baodong**  
*Executive Director*

Hong Kong, 15 September 2014

*Registered office:*

Floor 4  
Willow House  
Cricket Square  
PO Box 2804  
Grand Cayman KY1-1112  
Cayman Islands

*Head office and principal place  
of business in Hong Kong:*

28th Floor  
Bank of China Tower  
1 Garden Road  
Central  
Hong Kong

*Notes:*

1. A member entitled to attend and vote at the meeting of the Company convened by the above notice is entitled to appoint one or more proxy to attend and vote on his behalf. A member who is the holder of two or more shares and entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxy to represent him and vote on his behalf. A proxy need not be a member of the Company.
2. To be valid, the form of proxy together with a power of attorney or other authority, if any, under which is it signed or a notarially certified copy of such power or authority must be deposited at the office of the Company's Hong Kong share registrar, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 48 hours before the time of the holding the meeting of the Company or any adjourned meeting.
3. Delivery of an instrument appointing a proxy should not preclude a member from attending and voting in person at the above meeting or any adjournment thereof and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. In the case of joint holders of a notice of a share, any one of such holders may vote, either in person or by proxy, in respect of such share as if he/she/it were solely entitled thereto to. If more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint meeting.
5. As at the date of this notice, the board of Directors comprises Mr. Ng Hung Sang, Mr. Richard Howard Gorges, Ms. Cheung Choi Ngor, Mr. Ng Yuk Fung Peter, Mr. Shi Baodong, Mr. Wang Jianhua, Ms. Xu Yongmei, Ms. Ng Yuk Mui Jessica, Mr. David Michael Norman, Mr. Zhou Jiangyong, Mr. David John Blackett, Mrs. Tse Wong Siu Yin Elizabeth, Mr. Cheng Hong Kei, Mr. Dong Xiaojie, Mr. He Qi and Mr. Law Wang Chak, Waltery.