

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **South China Holdings Limited**, you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening the EGM to 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. is set out on pages EGM-1 to EGM-2 of this circular. Whether or not you are able to attend and/or vote at the EGM in person, you are requested to complete the enclosed form of proxy and return it to the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

15 September 2014

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of Extraordinary General Meeting	EGM-1

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Change of Company Name”	the proposed change of the English name of the Company from “South China Holdings Limited” to “Orient Victory China Holdings Limited” and adopt the Chinese name “東勝中國控股有限公司” as the dual foreign name of the Company
“Company”	South China Holdings Limited, a company incorporated in the Cayman Islands with limited liability, the shares of which are listed on the Main Board of the Stock Exchange (stock code: 265)
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to 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 purpose of considering, and if thought fit, approving the Change of Company Name
“Group”	the Company and its subsidiaries from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	12 September 2014, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Offeror”	Orient Victory Real Estate Group Holdings Limited (東勝置業集團控股有限公司), a company incorporated under the laws of the British Virgin Islands with limited liability, being the purchaser under the Share Purchase Agreement

DEFINITIONS

“Share(s)”	ordinary share(s) of HK\$0.025 each in the share capital of the Company
“Share Purchase Agreement”	the sale and purchase agreement dated 30 April 2014 entered into among Parkfield Holdings Limited, Fung Shing Group Limited, Ronastar Investments Limited, Bannock Investment Limited and Earntrade Investments Limited (盈麗投資有限公司) as vendors, Ms. Cheung Choi Ngor as the guarantor and the Offeror in relation to the sale and purchase of 1,185,210,894 Shares, as amended by the supplemental agreement dated 24 June 2014 entered into among the aforesaid parties
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

Executive Directors:

Mr. Ng Hung Sang (*Chairman*)
Mr. Richard Howard Gorges
Ms. Cheung Choi Ngor
Mr. Ng Yuk Fung Peter
Mr. Shi Baodong
Mr. Wang Jianhua
Ms. Xu Yongmei

Non-executive Directors:

Ms. Ng Yuk Mui Jessica
Mr. David Michael Norman
Mr. Zhou Jiangyong

Independent non-executive Directors:

Mr. David John Blackett
Mrs. Tse Wong Siu Yin Elizabeth
Mr. Cheng Hong Kei
Mr. Dong Xiaojie
Mr. He Qi
Mr. Law Wang Chak, Waltery

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

15 September 2014

To the Shareholders

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the announcement of the Company dated 12 September 2014 in respect of the Change of Company Name. The purpose of this circular is to provide you with information in respect of the special resolution to be proposed at the EGM regarding the Change of Company Name and to give you a notice of the EGM.

LETTER FROM THE BOARD

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from “South China Holdings Limited” to “Orient Victory China Holdings Limited” and adopt the Chinese name “東勝中國控股有限公司” as the dual foreign name of the Company.

CONDITIONS OF THE CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions (the “Conditions”):

- (a) the passing of a special resolution by the Shareholders at the EGM approving the Change of Company Name; and
- (b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the new English name and the dual foreign name in Chinese of the Company will be entered into the Register of Companies maintained by the Registrar of Companies in the Cayman Islands in place of the existing company name of the Company and the Change of Company Name will take effect from the date of the passing of the special resolution approving the same. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

REASONS FOR THE CHANGE OF COMPANY NAME

Pursuant to the Share Purchase Agreement, the Offeror shall use its reasonable endeavours to procure the Company to change its name within two months after the completion of the Share Purchase Agreement. Accordingly, the Board put forward the proposal of the Change of Company Name. The Board believes that the new English and Chinese names of the Company will not only provide the Company with fresh corporate identity, but will also better reflect the relationship between the Company and its new controlling shareholder, the Offeror.

The Board is of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

EFFECT OF THE CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company’s existing name shall, after the Change of Company Name having become effective, continue to be evidence of the title of the securities of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new names of the Company. Once the Change of Company Name becoming effective, new share certificates will be issued only in the new name of the Company.

LETTER FROM THE BOARD

Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange as and when appropriate.

EGM

The EGM 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 Shareholders to consider and, if thought fit, approve the Change of Company Name. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

Pursuant to the articles of association of the Company and the Listing Rules, voting by poll is required for any resolution put to vote at the EGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, no Shareholder is required under the Listing Rules to abstain from voting on the resolution regarding the Change of Company Name at the EGM.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you propose to attend the EGM, you are requested to complete the enclosed form of proxy and return it to the Company's share registrar and transfer office in Hong Kong, Union Registrars Limited at 18th Floor, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong in accordance with the instructions printed thereon as soon as possible but in any event not later than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from subsequently attending and voting in person at the EGM or any adjournment thereof (as the case may be) should you so wish.

RECOMMENDATION

The Board believes that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole and therefore recommends the Shareholders to vote in favour of the resolution as set out in the notice of EGM.

For and on behalf of
SOUTH CHINA HOLDINGS LIMITED
Shi Baodong
Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING



SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.