

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 265)

POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING

Reference is made to the circular (the “**Circular**”) of South China Holdings Limited (the “**Company**”) dated 12 August 2014. Unless the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

At the EGM held on 29 August 2014, voting on each of the proposed ordinary resolutions (the “**Resolutions**”) as set out in the notice of the EGM contained in the Circular was conducted by poll. The Company’s share registrar, Union Registrars Limited, acted as scrutineer for the vote-taking at the EGM.

The Board is pleased to announce that all the Resolutions were duly passed at the EGM. The poll results in respect of each of the Resolutions are as follows:

Ordinary Resolutions		For Number of Shares (Approximate %)	Against Number of Shares (Approximate %)
1.	To approve, confirm and ratify the Disposal Agreement and the transactions contemplated thereunder and to authorise any one Director to take all steps as might in their opinion be necessary, desirable or appropriate in connection with the Disposal Agreement and the transactions contemplated thereunder.	101,837,320 (100%)	0 (0%)
2.	To approve the King Link Shareholders’ Agreement and to authorise any one Director to take all steps as might in their opinion be necessary, desirable or appropriate in connection with the King Link Shareholders’ Agreement.	101,837,320 (100%)	0 (0%)

3.	To approve the Four Seas Shareholders' Agreement and to authorise any one Director to take all steps as might in their opinion be necessary, desirable or appropriate in connection with the Four Seas Shareholders' Agreement.	101,837,320 (100%)	0 (0%)
4.	To approve the Service Agreement and to authorise any one Director to take all steps as might in their opinion be necessary, desirable or appropriate in connection with the Service Agreement.	101,837,320 (100%)	0 (0%)
5.	To approve the Deed of Assignment and to authorise any one Director to take all steps as might in their opinion be necessary, desirable or appropriate in connection with the Deed of Assignment.	101,837,320 (100%)	0 (0%)
6.	To approve the Distribution and to authorise any one Director to take all steps as might in their opinion be necessary, desirable or appropriate in connection with the distribution.	1,446,019,132 (100%)	0 (0%)

Notes:

- 1. The percentage of votes is based on the total number of Shares held by the Shareholders and Independent Shareholders (as the case may be) who voted at the EGM in person or by corporate representative or proxy.*
- 2. The full text of the Resolutions is set out in the notice of the EGM dated 12 August 2014.*

As at the date of the EGM:

- the total number of issued Shares was 1,823,401,376; in respect of the Disposal, the Four Seas Shareholders' Agreement, the King Link Shareholders' Agreement, the Service Agreement and the Deed of Assignment, (i) Mr. Ng (who was interested in 1,344,181,812 Shares, representing approximately 73.72% of the total issued share capital of the Company) and his associates (including Parkfield Holdings Limited, Fung Shing Group Limited, Ronastar Investments Limited, Bannock and Earntrade) (which were interested in 371,864,000 Shares, 396,050,252 Shares, 16,665,600 Shares, 237,303,360 Shares and 487,949,760 Shares respectively, representing approximately 20.39%, 21.72%, 0.91%, 13.01% and 26.76% of the total issued share capital of the Company); (ii) any parties acting in concert with Mr. Ng; and (iii) parties involved or interested in the relevant transaction, are required to abstain from voting on the Resolution(s) approving the relevant transaction at the EGM in accordance with the Listing Rules and the Takeovers Code (as the case may be). Accordingly, the total number of Shares entitling the Independent Shareholders to attend and vote for or against Resolutions 1 to 5 as set out in the above table at the EGM was 479,219,564 Shares;

2. there were no Shares entitling the holders to attend and abstain from voting in favour of the Resolutions at the EGM as set out in Rule 13.40 of the Listing Rules;
3. save as disclosed, no Shareholders are required under the Listing Rules to abstain from voting; and
4. as more than 50% of the votes were cast in favour of each of the Resolutions, each of the Resolutions was duly passed as an ordinary resolution.

By Order of the Board
South China Holdings Limited
Cheung Choi Ngor
Executive Director

Hong Kong, 29 August 2014

As at the date of this announcement, the Directors are (1) Mr. Ng Hung Sang, Mr. Richard Howard Gorges, Ms. Cheung Choi Ngor and Mr. Ng Yuk Fung Peter as executive Directors; (2) Ms. Ng Yuk Mui Jessica and Mr. David Michael Norman as non-executive Directors; and (3) Mr. David John Blackett, Mrs. Tse Wong Siu Yin Elizabeth and Mr. Cheng Hong Kei as independent non-executive Directors.

The Directors jointly and severally accept fully responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.