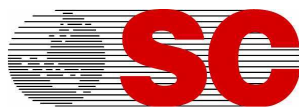


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## **SOUTH CHINA HOLDINGS LIMITED**

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

**(Stock Code: 265)**

### **POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 5 JUNE 2012**

#### **AND**

### **ADOPTION OF THE NEW SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME**

#### **POLL RESULTS**

The board of Directors (the “Board”) of South China Holdings Limited (the “Company”) announces that at the Annual General Meeting of the Company held on 5 June 2012 (the “AGM”), all the resolutions were duly passed by shareholders as ordinary resolutions by way of poll. The number of shares represented by votes for and against the respective resolutions at the AGM was as follows:

<b>Ordinary Resolutions</b>		<b>No. of Shares Actually Voted (%)</b>	
		<b>For</b>	<b>Against</b>
1.	To consider and adopt the audited financial statements together with the Directors’ Report and the Independent Auditors’ Report for the year ended 31 December 2011.	1,484,732,532 (99.895%)	1,560,800 (0.105%)
2.	To re-elect Mr. Ng Yuk Fung, Peter as a Director.	1,486,293,332 (100%)	0 (0%)
3.	To re-elect Ms. Ng Yuk Mui, Jessica as a Director.	1,486,293,332 (100%)	0 (0%)
4.	To re-elect Mr. David Michael Norman as a Director.	1,486,293,332 (100%)	0 (0%)
5.	To authorise the Board to fix the Directors’ remuneration.	1,486,293,332 (100%)	0 (0%)
6.	To re-appoint Messrs. Ernst & Young as Auditors and authorise the Board to fix their remuneration.	1,486,293,332 (100%)	0 (0%)
7(A).	To give a general mandate to the Directors to issue new shares.	1,484,732,532 (99.895%)	1,560,800 (0.105%)
7(B).	To give a general mandate to the Directors to repurchase shares.	1,486,293,332 (100%)	0 (0%)
7(C).	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.	1,484,732,532 (99.895%)	1,560,800 (0.105%)
7(D).	To approve the adoption of the New Share Option Scheme and the termination of the Existing Share Option Scheme.	1,484,732,532 (99.895%)	1,560,800 (0.105%)

Notes:

1. The number of shares entitling the shareholders to attend and vote on the resolutions at the AGM: 1,823,401,376 shares, which was the total number of shares of the Company in issue as at the date of the AGM.
2. The number of shares entitling the shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”): Nil
3. The number of shares of shareholders that are required under the Listing Rules to abstain from voting: Nil
4. No parties have stated their intention in the circular containing the notice of the AGM to vote against or abstain from voting on the relevant resolutions at the AGM.
5. Union Registrars Limited, the share registrar of the Company, acted as scrutineer for the poll taken at the AGM.

#### **ADOPTION OF THE NEW SHARE OPTION SCHEME AND TERMINATION OF THE EXISTING SHARE OPTION SCHEME**

The Board also announces that, as set out above, the ordinary resolution approving the adoption of the New Share Option Scheme, made in accordance with Chapter 17 of the Listing Rules and the principal terms of which are set out in the Company’s circular dated 27 April 2012, and the termination of the Existing Share Option Scheme was duly passed by the shareholders of the Company at the AGM.

By order of the Board  
**South China Holdings Limited**  
**Zhu Ben Yu**  
*Company Secretary*

Hong Kong, 5 June 2012

*As at the date of this announcement, the Directors of the Company 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.*