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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 of South China Holdings Limited (the “Company”) will be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on 19 June 2009 at 10:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

“THAT:

- (a) the declaration of special dividend by way of distribution of specie of shares and warrants of South China (China) Limited (“SCC”) to the shareholders of the Company (“Shareholders”) registered on the register of members on 19 June 2009 (the “Distribution”) on the basis of 106 shares of SCC and 21 warrants of SCC for every 100 shares of the Company held by the Shareholders be and is hereby generally and unconditionally approved; and
- (b) any one director of the Company (the “Director(s)”), or any two Directors or any one Director and the company secretary of the Company if the affixation of the common seal of the Company is necessary, be and is hereby authorized for and on behalf of the Company to sign and execute any documents or to do such acts and things as may be necessary, desirable or expedient to carry out or to give effect to any and/or all transactions in relation to the Distribution.”

By order of the board of
South China Holdings Limited
Cheung Siu Lan
Company Secretary

Hong Kong, 3 June 2009

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 extraordinary general meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's share registrar, Union Registrars Limited at Rooms 1901-02, Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the extraordinary general meeting or any adjourned meeting should he/she so wishes.
3. The register of members of the Company will be closed from 18 June 2009 to 19 June 2009, both days inclusive, during which period no share transfers will be registered. To qualify for the proposed final dividend, all transfers accompanied by the relevant share certificates of the Company must be lodged for registration with the Company's Share Registrar, Union Registrars Limited of Rooms 1901-02 Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong not later than 4:00 p.m. on 17 June 2009.
4. In case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting (or any adjournment thereof) personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.

As at the date of this announcement, the Board comprises (1) Mr. Ng Hung Sang, Ms. Cheung Choi Ngor, Mr. Richard Howard Gorges and Mr. Ng Yuk Fung, Peter as executive directors; (2) Mr. David Michael Norman and Ms. Ng Yuk Mui, Jessica 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.