



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 4 February 2008 at 4:30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

“THAT

- (a) the conditional sale and purchase agreement dated 28 December 2007 (the “S&P Agreement”) entered into between (i) Tek Lee Finance And Investment Corporation Limited (which is indirectly wholly-owned by the Company) as the vendor and (ii) Broaden Base Investments Limited as the purchaser, for the sale and purchase of 2 shares in the issued share capital of South China Media Limited (“SC Media”) (being the entire issued share capital of SC Media) and the Shareholder’s Loan (as defined in the S&P Agreement) (the “Sale”) (a copy of the S&P Agreement has been produced to this meeting and marked “A” and initialed by the chairman of the meeting for the purpose of identification) be and are hereby generally and unconditionally approved, confirmed and ratified in all respects and that the Sale and that all the transactions contemplated therein be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company; 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 are hereby authorised, for and on behalf of the Company to sign, seal, execute, perfect or deliver (whichever is/are appropriate) the S&P Agreement or to do such further acts and things and execute and deliver such further documents of the Company or otherwise as may be necessary, desirable or expedient to carry out or to give effect to any and/or all transactions contemplated under the Sale and/or the S&P Agreement.”

By order of the board

Cheung Choi Ngor

Director

Hong Kong, 16 January 2008

Principal Place of Business in Hong Kong:

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

Notes:

1. Any member of the Company entitled to attend and vote at the meeting by the above notice is entitled to appoint one or more proxies to attend and, on a poll, vote instead of him/her. 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 attorney or authority, must be deposited at the Company's share registrar, Union Registrars Limited at Rooms 1901-1902, 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 meeting or any adjourned meeting should he so wish.
3. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand on the register of members of the Company in respect of the joint shareholding.

As at the date of this Announcement, the Board comprises (1) Mr. Ng Hung Sang, Mr. Richard Howard Gorges, Ms. Cheung Choi Ngor 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.

*A copy of this Announcement can be obtained
from our website www.sctrade.com*



南 華 集 團 成 員
A Member of South China Group