



## **SOUTH CHINA HOLDINGS LIMITED**

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

**(Stock code: 265)**

### **POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 4 DECEMBER 2007**

Reference is made to the circular of South China Holdings Limited (the “Company”) dated 16 November 2007 (the “Circular”) regarding Discloseable and Connected Transaction in relation to acquisition of interest in South China Land Limited 南華置地有限公司 (“SCL”). Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

The Board is pleased to announce that at the EGM held on 4 December 2007, the ordinary resolution to approve, among other things, the Acquisition was duly passed by the Independent Shareholders (the “Resolution”) by way of poll.

As at the date of the EGM, the total number of Shares in issue was 1,823,401,376 Shares. Mr. Ng Hung Sang and his associates holding 1,344,181,812 Shares were required to abstain, and had abstained, from voting on the Resolution at the EGM. The Independent Shareholders holding the remaining 479,219,564 Shares were entitled to attend and vote for or against the Resolution. There were no Shares entitling the Shareholders to attend and vote only against the Resolution at the EGM. The Independent Shareholders interested in an aggregate of 134,432,520 Shares, representing approximately 7.37% of the existing issued share capital of the Company, were present and voted for or against the Resolution at the EGM.

Union Registrars Limited, the share registrar of the Company, was appointed as scrutineer for the purpose of the poll taken at the EGM.

The poll result in respect of the Resolution is as follows:

<b>Ordinary Resolution <sup>(1)</sup></b>	<b>For <sup>(2)</sup></b>		<b>Against <sup>(2)</sup></b>	
	<b>Number of Shares</b>	<b>%</b>	<b>Number of Shares</b>	<b>%</b>
To approve, confirm and ratify the acquisition of the Sale Shares and SCL from the Vendors by Skychance and all the transactions contemplated under the S&P Agreement, including but not limited to the issue of the Promissory Note(s).	134,432,520	100	Nil	Nil

*Notes:*

1. The full text of the Resolution proposed at the EGM was set out in the notice of EGM dated 16 November 2007, a copy of which is included in the Circular.
2. The number of votes and percentage are based on the total number of Shares held by the Independent Shareholders who voted at the EGM.

As more than 50% of votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company.

By order of the Board  
**Cheung Choi Ngor**  
Director

Hong Kong, 4 December 2007

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