



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 28/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong on 4 December 2007 at 10:30 a.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 26 October 2007 (the “S&P Agreement”) entered into amongst (i) Mr. Ng Hung Sang; (ii) Bannock Investment Limited; (iii) Earntrade Investments Limited; (iv) Fung Shing Group Limited; (v) Parkfield Holdings Limited; (vi) Ronastar Investments Limited (collectively the “Vendors”) and (vii) Skychance Group Limited (the “Purchaser”) a wholly-owned subsidiary of South China (China) Limited, which is a 74.79% subsidiary of the Company, for the sale and purchase (the “Transaction”) of 346,709,203 shares in the issued share capital of South China Land Limited 南華置地有限公司 (“SCL”), representing approximately 68.45% of SCL’s issued share capital (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 all the transactions contemplated therein, including but not limited to the issue of the promissory note(s) (the “Promissory Note(s)”) in the aggregate principal amount of HK\$97,078,576.84 by the Purchaser in favour of the relevant Vendors as the consideration for the Transaction, be and are hereby approved, confirmed and ratified; and
- (b) any one director of the Company, and if the affixation of the common seal of the Company is necessary, any two directors or any one director and the company secretary of the Company, be and are hereby authorised, for and on behalf of the Company, to do all acts and things and execute and deliver all 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 Transaction and/or the S&P Agreement including but not limited to the issue of the Promissory Note(s).”

By order of the board
Cheung Siu Lan
Company Secretary

Hong Kong, 16 November 2007

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 1901-02, 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 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 in the register of members of the Company in respect of the joint shareholding.