



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 (the “**EGM**”) of South China Holdings Limited (the “**Company**”) will be held at 28/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong on Tuesday, 21 August 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

ORDINARY RESOLUTION

“To approve, confirm and ratify the share purchase agreement dated 4 July 2007 entered into among South China Strategic Limited (“**SC Strategic**”) (an indirectly wholly-owned subsidiary of South China Industries Limited (“**SCI**”)), Full Sino Profits Limited (“**Full Sino**”) (an indirectly wholly-owned subsidiary of SCI), Tek Lee Finance and Investment Corporation Limited (“**Tek Lee**”) (an indirectly wholly-owned subsidiary of the Company) and South China Media Limited (“**SC Media**”) (an indirectly wholly-owned subsidiary of the Company) (the “**Agreement**”) (a copy of which has been produced to the EGM marked “A” and initialed by the Chairman of the EGM for the purpose of identification) in respect of, among other things (a)(i) the sale by SC Strategic of 1 share in Southchinanet.com (BVI) Limited (“**SCN**”), representing the entire issued share capital of SCN and sale by Full Sino of 100 shares in Four Seas Travel (BVI) Limited (“**FS Travel**”), representing the entire issued share capital of FS Travel and (ii) the sale and/or the procurement of the sale by SC Strategic and Full Sino of (as the case may be) the total outstanding interest-free loans due from the relevant members of the SCI Sale Group (as defined in the circular dated 25 July 2007 issued by the Company (the “**Circular**”)) to SC Strategic to the wholly-owned subsidiary(ies) (direct or indirect) of the Company and (b)(i) the sale by Tek Lee of 1 share in Limehouse Investments Limited (“**Limehouse**”), representing the entire issued share capital of Limehouse and 1 share in Welbeck Holdings Limited (“**Welbeck**”), representing the entire issued share capital of Welbeck and the sale by SC Media of 1 share in Artful Limited (“**Artful**”), representing the entire issued share capital of Artful and (ii) the sale and/or the procurement of the sale by Tek Lee and SC Media of (as the case may be) the total outstanding interest-free loans due from the relevant members of the SCH Sale Group (as defined in the Circular) to Tek Lee and Diamond Coin Assets Limited to the wholly-owned subsidiary(ies) (direct or indirect) of SCI pursuant to the Agreement (collectively the “**Transactions**”) and all transactions contemplated thereunder (details of which are set out in the joint announcement of the Company and SCI dated 4 July 2007 and the Circular) and to authorise any one director of the Company (the “**Director**”), 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, for and on behalf of the Company to execute all such other

documents, instruments and agreements and to do all such acts or things deemed by him/her/them to be incidental to, ancillary to or in connection with the matters contemplated in or relating to the Transactions and the other transactions contemplated under the Transactions as he/she/they may consider necessary, desirable or expedient.”

On behalf of the Board
Cheung Siu Lan
Company Secretary

Hong Kong, 25 July 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 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 attorney or authority, must be deposited at the Company's share registrar, Union Registrars Limited at Room 1803, 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 (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*

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A Member of South China Group