



# **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 JULY 2007**

Reference is made to the circular of South China Holdings Limited (the “Company”) dated 13 June 2007 (the “Circular”) regarding (i) very substantial disposal and connected transactions in relation to the indirect disposal by South China Industries Limited (“SCI”) of the remaining 49% equity interest in Praise Rich Limited and (ii) very substantial acquisition and connected transactions in relation to the full conversion of the Convertible Notes. Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context otherwise requires.

### **RESULTS OF THE EGM**

The Board is pleased to announce that at the EGM held on 4 July 2007, the ordinary resolutions to approve, among other things, the Transaction and the terms of the Convertible Note II together with the exercise of the Convertible Notes were duly passed by the Independent Shareholders (the “Resolutions”) by way of poll. The poll results in respect of the Resolutions are as follows:

<b>Ordinary Resolutions<sup>(1)</sup></b>	<b>For<sup>(2)</sup></b>		<b>Against<sup>(2)</sup></b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
1. To approve, confirm and ratify the sale by WTS International (BVI) Limited (“WTS”) of the Sale Shares and WTS’ procurement of the sale of the Sale Debt and all other transactions contemplated under the Agreement.	110,539,720	100	0	0
2. To approve, confirm and ratify the terms and conditions of the Convertible Note II, the exercise of the Convertible Notes and all other transactions contemplated under the Convertible Notes.	110,539,720	100	0	0

*Notes:*

1. The full text of the Resolutions proposed at the EGM was set out in the notice of EGM dated 13 June 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 Resolutions, each of the Resolutions was duly passed as an ordinary resolution of the Company.

As at the date of the EGM, the total number of Shares in issue was 1,823,401,376 Shares. SCL and its ultimate beneficial owners and their respective associates, which held 1,344,181,812 Shares, were required to abstain, and had abstained, from voting on the Resolutions at the EGM. The remaining 479,219,564 Shares were held by the Independent Shareholders who were entitled to attend and vote for or against the Resolutions at the EGM. There were no Shares entitling the Shareholders to attend and vote only against the Resolutions at the EGM. The Independent Shareholders interested in an aggregate of 110,539,720 Shares, representing approximately 6.06% of the existing issued share capital of the Company, were present and voted, for or against the Resolutions 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.

## **GENERAL**

As disclosed in the Circular, the conditions precedent for the Transaction should be fulfilled on or before 30 June 2007. The Vendor and SCI entered into a memorandum of understanding dated as of 29 June 2007 under which all parties confirmed and acknowledged that such date shall be 6 July 2007.

## **COMPLETION**

As of the date of the EGM, all the conditions precedent to the Completion have been fulfilled and satisfied. Completion will take place on 6 July 2007 in accordance with the Agreement.

For and on behalf of the Board  
**Cheung Choi Ngor**  
*Director*

4 July 2007, Hong Kong

*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.*