



# 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 Wednesday, 4 July 2007 at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

### ORDINARY RESOLUTIONS

- “1. To approve, confirm and ratify the sale by WTS International (BVI) Limited (“**WTS**”) of 49 shares of US\$1.00 each in the share capital of Praise Rich Limited (“**Praise Rich**”), representing the remaining 49% of the existing issued share capital of Praise Rich, and WTS’ procurement of the sale of a sum representing the total outstanding interest-free debts owing from Ever Talent Limited to Able Management Limited, a wholly-owned subsidiary of South China Industries Limited (“**SCI**”) to South China Land Limited (“**SCL**”) (the “**Transaction**”) pursuant to the share purchase agreement dated 30 April 2007 entered into among SCL, WTS and SCI (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) and all transactions contemplated thereunder (details of which are set out in the joint announcement of South China Holdings Limited (the “**Company**”), SCI and SCL dated 30 April 2007 and the circular dated 13 June 2007 issued by the Company) 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 Transaction and the other transactions contemplated under the Transaction as he/she/they may consider necessary, desirable or expedient.”
- “2. To approve, confirm and ratify the terms and conditions of the non-interest bearing convertible note (the “**Convertible Note II**”) in the principal amount of HK\$392 million due 2012 to be issued by South China Land Limited (“**SCL**”) in favour of Skychance Group Limited (which is a wholly-owned subsidiary of South China Industries Limited (“**SCI**”), which is in turn beneficially owned as to approximately 74.79% by South China Holdings Limited (the “**Company**”)) pursuant to the share purchase agreement dated 30 April 2007 entered into among SCL, WTS International (BVI) Limited and SCI (a copy of the Convertible Note II incorporating its terms and conditions has been produced to the EGM marked “B” and initialed by the Chairman of the EGM for the purpose of identification) and the exercise of the conversion rights of the Convertible Note I (as defined in the circular of the Company dated 13 June 2007 (the “**Circular**”)) and the Convertible Note II; 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 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 Convertible Note I

(as defined in the Circular) and the Convertible Note II (including, without limitation, the exercise of the redemption, conversion and other rights attaching to the Convertible Note I (as defined in the Circular) and the Convertible Note II) and the other transactions contemplated under the Convertible Note I (as defined in the Circular) and the Convertible Note II as he/she/they may consider necessary, desirable or expedient.”

On behalf of the Board  
**Cheung Siu Lan**  
Company Secretary

Hong Kong, 13 June 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](http://www.sctrade.com)*

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A Member of South China Group

Please also refer to the published version of this announcement in The Standard.