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*This announcement, for which the SCL Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to SCL. The SCL Directors, having made all reasonable enquiries, confirm that, to the best of their knowledge and belief: (1) the information contained in this announcement is accurate and complete in all material respects and not misleading; (2) there are no other matters the omission of which would make any statement in this announcement misleading; and (3) all opinions expressed in this announcement, other than those relating to SCI and SCH, have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*



**SOUTH CHINA HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 265)

**Very Substantial Disposal  
and  
Connected Transactions**  
**Very Substantial Acquisition  
and  
Connected Transactions**



**SOUTH CHINA INDUSTRIES LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 413)

**Very Substantial Disposal  
and  
Connected Transactions**  
**Very Substantial Acquisition  
and  
Connected Transactions**



**SOUTH CHINA LAND LIMITED**

**南華置地有限公司**

*(Incorporated in the Cayman Islands with limited liability)*  
(Stock Code: 8155)

**Very Substantial Acquisition and Connected Transactions**

**JOINT ANNOUNCEMENT**

Despatch of the circulars to the shareholders of each of SCH, SCI and SCL will be postponed as the relevant parties need more time in preparing and to finalise the financial information and other relevant information for inclusion in the circulars. Each of the Companies has applied to the Stock Exchange for an extension of the despatch of circulars from 23 May 2007 to a date not later than 8 June 2007.

Reference is made to the joint announcement of SCH, SCI and SCL (collectively the “Companies”) dated 30 April 2007 in relation to (i) the very substantial disposal and connected transactions in relation to indirect disposal by SCI of the remaining 49% equity interest in Praise Rich and a very substantial acquisition and connected transactions in relation to the full conversion of Convertible Notes for SCH and SCI; and (ii) a very substantial acquisition and connected transactions in relation to acquisition of the remaining 49% equity interest in Praise Rich for SCL (the “Joint Announcement”). Terms used herein shall have the same meanings as defined in the Joint Announcement unless the context otherwise requires.

In accordance with rules 14.38 and 14A.49 of the Listing Rules and rules 19.38 and 20.49 of the GEM Listing Rules, each of SCH, SCI and SCL is required to despatch a circular containing details of the relevant transactions as listed above to its shareholders on or before 23 May 2007. As the relevant parties need more time in preparing and to finalise the financial information and other relevant information for inclusion in their circulars, each of the Companies has applied to the Stock Exchange for a waiver from strict compliance with rules 14.38 and 14A.49 of the Listing Rules and rules 19.38 and 20.49 of the GEM Listing Rules and for an extension of time limit for the despatch of the circulars from 23 May 2007 to a date not later than 8 June 2007.

On behalf of the Board of  
**South China Holdings Limited**  
**Cheung Choi Ngor**  
*Director*

On behalf of the Board of  
**South China Industries Limited**  
**Cheung Choi Ngor**  
*Director*

On behalf of the Board of  
**South China Land Limited**  
**Ng Yuk Yeung, Paul**  
*Director*

Hong Kong, 22 May 2007

*As at the date of this announcement, the SCH Board comprises four executive directors, being Mr. Ng Hung Sang, Mr. Richard Howard Gorges, Ms. Cheung Choi Ngor and Mr. Ng Yuk Fung, Peter; two non-executive directors, being Mr. David Michael Norman and Ms. Ng Yuk Mui, Jessica; and three independent non-executive directors, being Mr. David John Blackett, Mrs. Tse Wong Siu Yin, Elizabeth and Mr. Cheng Hong Kei.*

*As at the date of this announcement, the SCI Board comprises four executive directors, being Mr. Ng Hung Sang, Mr. Richard Howard Gorges, Ms. Cheung Choi Ngor and Mr. Ng Yuk Fung, Peter; one non-executive director, being Ms. Ng Yuk Mui, Jessica; and three independent non-executive directors, being Mr. Chiu Sin Chun, Mrs. Tse Wong Siu Yin, Elizabeth, and Ms. Li Yuen Yu, Alice.*

*As at the date of this announcement, the SCL Board comprises four executive directors, being Mr. Ng Hung Sang, Mr. Ng Yuk Yeung, Paul, Mr. Hui Ping and Mr. Ng Yuk Fung, Peter; one non-executive director, being Ms. Ng Yuk Mui, Jessica; and three independent non-executive directors, being Mr. Law Cho Wa, Richard, Dr. Lo Wing Yan, William, JP and Mr. Cheng Yuk Wo.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://www.hkgem.com) for a minimum period of 7 days from the date of its publication and on the website of SCL at [www.capital-hk.com](http://www.capital-hk.com).*

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