



South China Holdings Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 265)



South China Industries Limited
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 413)

OVERSEAS REGULATORY ANNOUNCEMENT

The following announcement was issued on 21 March 2006 by Wah Shing International Holdings Limited ("Wah Shing"). Wah Shing is a subsidiary of South China Industries Limited and an indirect subsidiary of South China Holdings Limited. The shares of Wah Shing are currently listed on Singapore Exchange Securities Trading Limited.

WAH SHING INTERNATIONAL HOLDINGS LIMITED
(Incorporated in Bermuda with limited liability)

WAIVER FROM RULE 724(2) OF THE SGX-ST LISTING MANUAL

1. Introduction

The directors (the **"Directors"**) of Wah Shing International Holdings Limited (the **"Company"**) refer to the joint announcement dated 15 November 2005 issued by the Company and South China Industries (BVI) Limited (**"SCI (BVI)"** or the **"Offeror"**) in relation to the proposed voluntary delisting of the Company from the Official List of the Singapore Exchange Securities Trading Limited (**"SGX-ST"**) pursuant to Rule 1306 of the SGX-ST Listing Manual (the **"Voluntary Delisting"**), the announcement dated 17 February 2006 in relation to the SGX-ST's agreement to the Voluntary Delisting, and the announcement dated 20 February 2006 in relation to the results of the Special General Meeting of the Company held on 20 February 2006 wherein the resolution relating to the Voluntary Delisting was duly passed. Unless otherwise defined, terms used in this Announcement shall have the same meanings as defined in the Company's circular to shareholders dated 25 January 2006 in relation to the Voluntary Delisting.

2. Waiver Sought

As at 20 March 2006, taking into account open market acquisitions by the Offeror and acceptances of the Exit Offer, the Offeror and parties acting or deemed to be acting in concert with the Offeror owned, controlled or had agreed to acquire an aggregate of 248,228,646 Shares, representing approximately 91.21% of the issued and paid-up share capital of Wah Shing. As such, the percentage of Shares held in public hands has fallen below 10 per cent. and the SGX-ST may suspend the trading of the Shares pursuant to Rule 724(2) of the SGX-ST Listing Manual.

In connection therewith, the Company had, on 20 March 2006 submitted an application to the SGX-ST to seek a waiver from the SGX-ST from the possible suspension of the trading of the Shares.

3. Rationale for the Waiver

The Company has already obtained the SGX-ST's agreement to the Voluntary Delisting on 17 February 2006 and the approval of its Shareholders of the Delisting Resolution at the SGM held on 20 February 2006. Accordingly, all conditions for the Voluntary Delisting have been satisfied and it is certain that the Voluntary Delisting will take place in due course.

The Company is therefore of the view that the delay in the suspension of trading of the Shares will not unduly prejudice Shareholders and will instead, provide Shareholders with an alternative avenue to dispose of their Shares pending the close of the Exit Offer.

4. Waiver Granted

The Directors would like to announce that the SGX-ST has granted a waiver to the Company in respect of Rule 724(2) of the SGX-ST Listing Manual and accordingly, trading in the Shares will continue until the close of trading on **13 April 2006**.

5. Responsibility Statement

The Directors (including those who may have delegated supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and the opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

By Order of the Board

WAH SHING INTERNATIONAL HOLDINGS LIMITED

21 March 2006