



# SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 265)

## POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 8 MARCH 2007

Reference is made to the circular of South China Holdings Limited (the “Company”) dated 12 February 2007 (the “Circular”) regarding (i) major and connected transactions in relation to the indirect disposal by South China Industries Limited (“SCI”) of 51% equity interest in Praise Rich Limited; and (ii) major and connected transactions in relation to the Continuing Guarantee and the Guarantee. 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 8 March 2007, the ordinary resolutions to approve, among other things, the Revised Transaction, the provision of the Continuing Guarantee and the undertaking of the provision of the Guarantee by SCI were duly passed by the Independent Shareholders (the “Resolutions”) by way of poll. The poll results in respect of the Resolutions are as follows:

Ordinary Resolutions <sup>(1)</sup>	For <sup>(2)</sup>		Against <sup>(2)</sup>	
	Number of Shares	%	Number of Shares	%
1. To approve, confirm and ratify the sale by WTS International (BVI) Limited (“WTS”) of the Revised Sale Shares and WTS’ procurement of the sale of the Revised Sale Debt and all other transactions contemplated under the Amended Agreement, and the continuance of the guarantee provided by SCI in favour of China Construction Bank Corporation to secure the liabilities of Ever Talent Limited in respect of a loan facility of HK\$80 million.	101,112,720	100%	0	0%
2. To approve, confirm and ratify the undertaking by SCI relating to the provision of the guarantee by SCI in favour of an independent third party to secure a proposed loan facility of up to an aggregate principal amount of HK\$500 million.	101,112,720	100%	0	0%
3. To approve, confirm and ratify the terms and conditions of the Convertible Note.	101,112,720	100%	0	0%

#### Notes:

1. The full text of the Resolutions proposed at the EGM was set out in the notice of EGM dated 12 February 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 casted 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. CPL and its ultimate beneficial owners and their respective associates, which held 1,344,181,812 Shares as at the date of the EGM, were required to abstain from 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. The Independent Shareholders holding an aggregate of 101,112,720 Shares, representing approximately 5.55% of the existing issued share capital of the Company, were present and voted, for or against the Resolutions at the EGM. There were no Shareholders who were entitled to attend and vote only 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.

## **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 12 March 2007 in accordance with the Amended Agreement.

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

8 March 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, Ms. Wong Siu Yin, Elizabeth and Mr. Cheng Hong Kei as independent non-executive directors.*

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