



**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 February 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)*

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### COMMENCEMENT OF EXIT OFFER AND DESPATCH OF EXIT OFFER LETTER AND ACCEPTANCE FORMS

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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.

#### 1. Despatch of Exit Offer Letter and Acceptance Forms

The Directors wish to announce the despatch today of the Exit Offer Letter and the Acceptance Forms by:

- (i) CIMB-GK Securities Pte. Ltd. ("**CIMB-GK**") for and on behalf of the Offeror to all Shareholders, other than those Shareholders whose registered addresses are in the United States of America as shown in the Register of Members of the Company or, as the case may be, the records of The Central Depository (Pte) Limited (the "**CDP**") ("**US Shareholders**"); and
- (ii) the Offeror to US Shareholders, subject to and in accordance with the applicable laws of the United States of America.

A copy of the Exit Offer Letter is attached to this Announcement. Full details of the procedures for acceptance of the Exit Offer are set out in Appendix 1 to the Exit Offer Letter.

Copies of the FAT may be obtained by Shareholders from Lim Associates (Pte) Ltd on production of satisfactory evidence of title to the Offer Shares, while copies of the FAA may be obtained by Shareholders from the CDP on production of satisfactory evidence that their securities accounts with CDP are or will be credited with the Offer Shares. Shareholders who do not receive the relevant forms within a week from the date hereof should contact Lim Associates (Pte) Ltd or the CDP, as the case may be, at the following addresses:

*For Shareholders whose Shares are or will be deposited with CDP*

The Central Depository (Pte) Limited  
4 Shenton Way  
#02-01 SGX Centre 2  
Singapore 068807

*For Shareholders whose Shares are not deposited with CDP*

Lim Associates (Pte) Ltd  
10 Collyer Quay  
#19-08 Ocean Building  
Singapore 049315

The Exit Offer will be open for acceptance until **3.30 p.m. on 22 March 2006** or such other later date(s) as may be announced from time to time by or on behalf of the Offeror (the “**Closing Date**”).

## **2. Overseas Shareholders**

The making of the Exit Offer to Shareholders whose addresses are outside Singapore as shown in the Register of Members of the Company or, as the case may be, the records of the CDP (including US Shareholders) (“**Overseas Shareholders**”) may be affected by the laws of the relevant overseas jurisdictions. Accordingly, Overseas Shareholders should inform themselves about and observe any applicable legal requirements. Where there are potential restrictions on sending the Exit Offer Letter, the Acceptance Form(s) and any related documents to any overseas jurisdiction, CIMB-GK, the Company and SCI (BVI) each reserves the right not to send such documents to the relevant overseas jurisdictions. The Exit Offer is, however, made to all Shareholders (for all Offer Shares) including those to whom such documents may not be despatched.

The Company and SCI (BVI) each reserves the right to notify any matter, including the fact that the Exit Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST or paid advertisement in a daily newspaper published and circulated in Singapore, in which case such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder to receive or see such announcement or advertisement.

### 3. Important Events and Dates

Unless the Exit Offer is extended, the following events are expected to take place:

Closing Date	:	22 March 2006 (Wednesday) at 3.30 p.m.
Date and time of last trading in the Shares <i>(assuming that free float in the Shares does not fall below 10%)</i>	:	15 March 2006 (Wednesday) at 5.00 p.m.
Date and time of trading suspension in the Shares <i>(assuming that free float in the Shares does not fall below 10%)</i>	:	16 March 2006 (Thursday) at 9.00 a.m.
Date for the payment of the Exit Offer Price, in respect of valid acceptances of the Exit Offer	:	Not later than 21 days after the date of receipt of valid acceptances
Expected effective date and time of Delisting <i>(assuming that compulsory acquisition is not effected)</i>	:	5 April 2006 (Wednesday) at 9.00 a.m.

**Shareholders should note the above important dates and times. Shareholders should further note that last trading and trading suspension in the Shares may take place earlier than indicated above. In accordance to Rule 724 of the SGX-ST Listing Manual, in the event that free float in the Shares falls below 10%, the Company will, as soon as practicable, make an announcement of the same and the SGX-ST may immediately thereafter suspend trading in the Shares. Shareholders should also note that the actual effective date and time of Delisting is dependent on *inter alia* whether compulsory acquisition is effected. The Company will make an announcement of the actual effective date and time of Delisting in due course after the close of the Exit Offer.**

### 4. 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 February 2006

## CIMB-GK Securities Pte. Ltd.

*Company Number 198701621D*

*(Member of Singapore Exchange Securities Trading Limited)*

21 February 2006

To: The Shareholders of Wah Shing International Holdings Limited

Dear Sir/Madam

### **VOLUNTARY DELISTING OF WAH SHING INTERNATIONAL HOLDINGS LIMITED (“WAH SHING” OR THE “COMPANY”)**

### **EXIT OFFER BY CIMB-GK SECURITIES PTE. LTD. FOR AND ON BEHALF OF SOUTH CHINA INDUSTRIES (BVI) LIMITED (“SCI (BVI)” OR THE “OFFEROR”) TO ACQUIRE ALL THE ORDINARY SHARES OF HK\$0.20 EACH IN THE CAPITAL OF WAH SHING OTHER THAN THOSE ALREADY OWNED BY SCI (BVI) AND ITS NOMINEES OR SUBSIDIARIES (THE “OFFER SHARES”)**

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At the Special General Meeting (the “SGM”) held by Wah Shing on 20 February 2006, the shareholders of the Company (“Shareholders”) approved the voluntary delisting of Wah Shing from the Official List of the SGX-ST pursuant to Rule 1306 of the Listing Manual (the “Voluntary Delisting”).

Unless otherwise defined, terms used in this letter (the “Exit Offer Letter”) shall have the same meanings as defined in the circular dated 25 January 2006 issued by the Company in connection with the Voluntary Delisting (the “Circular”). You are advised to read carefully this Exit Offer Letter and the Circular (including the advice and recommendation of Asian Corporate Advisors Pte. Ltd. on the Exit Offer set out in Appendix 7 to the Circular) in their entirety.

As Shareholders’ approval for the Voluntary Delisting has been obtained at the SGM, this Exit Offer Letter containing the terms of the Exit Offer together with the relevant Acceptance Form(s) are despatched to you by CIMB-GK Securities Pte. Ltd. (“CIMB-GK”) for and on behalf of the Offeror.

The Exit Offer may only be accepted by the relevant Shareholder to whom this Exit Offer Letter is addressed. This Exit Offer Letter and the Acceptance Form(s) shall not be construed as, may not be used for the purpose of, and do not constitute, a notice or proposal or advertisement or an offer or invitation or solicitation in any jurisdiction or in any circumstances in which such a notice or proposal or advertisement or an offer or invitation or solicitation is unlawful or unauthorised, or to any person to whom it is unlawful to make such a notice or proposal or advertisement or an offer or invitation or solicitation. Accordingly, persons receiving such documents (including, without limitation, custodians, nominees and trustees) should not distribute, send or mail them in or to any such overseas jurisdiction. SCI (BVI) reserves the right to reject any acceptance of the Exit Offer where it believes, or has reason to believe, that such acceptance may violate the applicable laws of any jurisdiction.

## 1. The Exit Offer

For and on behalf of SCI (BVI), CIMB-GK hereby offers to acquire the Offer Shares on the terms and subject to the conditions set out in the Circular and this Exit Offer Letter (including the Acceptance Form(s)), and on the following basis:

### Consideration

**For each Offer Share — S\$0.18 in cash (the “Exit Offer Price”)**

Shareholders may accept the Exit Offer in full or in part. Each Shareholder who accepts the Exit Offer will receive S\$0.18 in cash for every Offer Share validly tendered in acceptance of the Exit Offer.

The Offer Shares will be acquired (a) fully paid, (b) free from all liens, claims, charges, pledges, trusts and other encumbrances, and (c) together with all rights, benefits and entitlements attached thereto as of the Announcement Date, including the right to all dividends, rights and distributions (if any) declared, paid or made by the Company after the Announcement Date.

### Warranty

Your acceptance of the Exit Offer will be deemed to constitute an unconditional and irrevocable warranty by you that each Offer Share in respect of which the Exit Offer is accepted is sold by you, as or on behalf of the beneficial owner(s), free from all charges, liens, pledges, trusts and other encumbrances and together with all rights, benefits and entitlements attached thereto as at the Announcement Date and thereafter attaching thereto, including, without limitation, the right to all dividends, rights and other distributions (if any), declared, paid or made by the Company thereon thereafter.

### Duration

The Exit Offer will close at **3.30 p.m. on 22 March 2006** or such other later date(s) as may be announced from time to time by or on behalf of the Offeror (the “**Closing Date**”).

If the Exit Offer is revised or extended, an announcement will be made and the Exit Offer will remain open for acceptance by Shareholders for such period as may be announced. In any case, where the terms are revised, the benefit of the Exit Offer (as so revised) will be made available to all Shareholders including those who have accepted the Exit Offer prior to the announcement of the revision. If the Closing Date is extended, Shareholders who have not accepted the Exit Offer will be entitled to tender Offer Shares for acceptance under the Exit Offer and Shareholders who have validly and partially accepted the Exit Offer will be entitled to tender additional Offer Shares for acceptance under the Exit Offer.

## 2. Acceptance Forms

If you hold Offer Shares that are deposited with The Central Depository (Pte) Limited (“**CDP**”), you should receive a Form of Acceptance and Authorisation (“**FAA**”) together with this Exit Offer Letter. If you have not received a FAA, you may obtain a copy of the FAA, upon production of satisfactory evidence that your Securities Account(s) with CDP are or will be credited with the Offer Shares, from the following address:

The Central Depository (Pte) Limited  
4 Shenton Way  
#02-01 SGX Centre 2  
Singapore 068807

If you hold Offer Shares that are represented by share certificate(s) that are not deposited with CDP, you should receive a Form of Acceptance and Transfer (“**FAT**”) together with this Exit Offer Letter. If you have not received a FAT, you may obtain a copy of the FAT, upon production of satisfactory evidence of title to the Offer Shares, from the following address:

Lim Associates (Pte) Ltd  
10 Collyer Quay  
#19-08 Ocean Building  
Singapore 049315

### 3. Options Available to Shareholders

	<b>YOU CAN CHOOSE FROM THE FOLLOWING TWO OPTIONS</b>	
	<b>Option 1</b>	<b>Option 2</b>
	<b>Accept the Exit Offer</b>	<b>Do nothing</b>
<b>Effect</b>	If you choose to accept the Exit Offer, you will receive the Exit Offer Price of S\$0.18 in cash for each Offer Share you validly tender to the Offeror.	If you choose to do nothing, you will remain a shareholder of Wah Shing even after Wah Shing is delisted from the Official List of the SGX-ST.  Please note that in the event that the conditions for compulsory acquisition under the Companies Act 1981 of Bermuda (as amended) are satisfied, the Offeror intends to exercise its right of compulsory acquisition to compulsorily acquire all remaining Offer Shares at the Exit Offer Price per Offer Share.
<b>Duration</b>	You can accept the Exit Offer during the period commencing from the date hereof and ending at 3.30 p.m. on the Closing Date.	Not relevant to Option 2.
<b>Actions required</b>	You should complete, sign and return the relevant Acceptance Form which is enclosed with this Exit Offer Letter. Please follow the provisions and instructions stated in this Exit Offer Letter and the relevant Acceptance Form.  The procedures for acceptance and settlement of the Exit Offer are set out in Appendix 1 to this Exit Offer Letter.	You do not have to take any action.  Subject to the Offeror exercising its right of compulsory acquisition, if you hold Shares that are deposited with CDP and choose not to accept the Exit Offer, share certificates in respect of such Shares will be sent, by ordinary post and at your own risk, to your address as it appears in the records of CDP after the Delisting. Please refer to section 10 of the Circular entitled “Implications of Delisting for Shareholders”.

#### **4. Responsibility Statement**

The directors of SCI (BVI) (including those who may have delegated detailed supervision of this Exit Offer Letter) collectively and individually accept responsibility for the accuracy of the information given in this Exit Offer Letter and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this Exit Offer Letter are fair and accurate in all material respects as at the date hereof and that there are no material facts the omission of which would make any statement in this Exit Offer Letter misleading in any material respect.

#### **5. Other Information**

You may obtain additional copies of the Circular from the following addresses:

Wah Shing International Holdings Limited  
28/F Bank of China Tower  
1 Garden Road  
Hong Kong

Lim Associates (Pte) Ltd  
10 Collyer Quay  
#19-08 Ocean Building  
Singapore 049315

Reid Management Limited  
5511 The Center  
99 Queen's Road Central  
Central, Hong Kong

A copy of the Circular is also available at the website of the SGX-ST at [www.sgx.com](http://www.sgx.com).

Alternatively, Shareholders may write in to Lim Associates (Pte) Ltd at 10 Collyer Quay, #19-08 Ocean Building, Singapore 049315 to request for the Circular to be sent to an address in Singapore by ordinary post at their own risk.

If you are in doubt as to any of the matters referred to in this Exit Offer Letter, you should consult your stockbroker, bank manager, solicitor or other professional adviser immediately.

Yours faithfully  
For and on behalf of  
**CIMB-GK SECURITIES PTE. LTD.**

MAH KAH LOON  
HEAD  
CORPORATE FINANCE

## PROCEDURES FOR ACCEPTANCE OF EXIT OFFER

The following procedures have been extracted (and, where applicable, modified) from Appendix 2 of the Circular.

### Posting of Acceptance Forms

To accept the Exit Offer, Shareholders should complete, sign and return:

- (a) the FAA in respect of their Offer Shares that are deposited with CDP; and/or
- (b) the FAT in respect of their Offer Shares that are not deposited with CDP,

as the case may be, in accordance with the instructions contained in the Exit Offer Letter, the FAA and/or the FAT, during the Exit Offer Period. The instructions contained in the Exit Offer Letter, the FAA and the FAT shall be deemed to form part of the terms of the Exit Offer. **Acceptance of the Exit Offer will be irrevocable.**

It is the responsibility of Shareholders to ensure that the FAA and/or the FAT is properly completed in all respects. **Any FAA and/or FAT which does not comply with the instructions contained in this Exit Offer Letter, the FAA and/or the FAT, or which is not complete or valid in any other respect, will be rejected.** Any decision to reject the FAA and/or the FAT on the grounds that it has been incorrectly or incompletely signed, completed or submitted will be final and binding and neither the Company, SCI (BVI) and/or their related corporations, CIMB-GK or CDP accepts any responsibility or liability in relation to such a decision, including the consequences thereof.

### Submission of Acceptance Forms

- (a) *Shareholders whose Shares are or will be deposited with CDP*

Shareholders who have Offer Shares standing to the credit of the "Free Balance" of their Securities Account will be entitled to receive the FAA. Such Shareholders who wish to accept the Exit Offer should complete and sign the FAA in accordance with the provisions and instructions in the Exit Offer Letter, including the provisions and instructions printed on the FAA (which provisions and instructions shall be deemed to form part of the terms of the Exit Offer).

The executed and completed FAA should be forwarded, either **by hand**, to:

South China Industries (BVI) Limited  
c/o The Central Depository (Pte) Limited  
4 Shenton Way  
#02-01 SGX Centre 2  
Singapore 068807



or **by post**, in the pre-addressed envelope, at their own risk, to:

South China Industries (BVI) Limited  
c/o The Central Depository (Pte) Limited  
Robinson Road Post Office  
P.O. Box 1984  
Singapore 903934

**so as to arrive in either case not later than 3.30 p.m. on the Closing Date.**

Shareholders who purchase Shares on the SGX-ST up till the last day of trading and such Shares are in the process of being credited to the "Free Balance" of their Securities Account must, if they wish to accept the Exit Offer, submit the relevant stamped original contract statement(s), validly issued by a member company of the SGX-ST in their names in respect of their respective purchase of such Shares, accompanied by the FAA, duly completed and signed, to CDP.

*(b) Shareholders whose Shares are not deposited with CDP*

Shareholders who hold Offer Shares which are not deposited with CDP will be entitled to receive the FAT. Such Shareholders who wish to accept the Exit Offer should complete and sign the FAT in accordance with the provisions and instructions in the Exit Offer Letter, including the provisions and instructions printed on the FAT (which provisions and instructions shall be deemed to form part of the terms of the Exit Offer).

The executed and completed FAT, together with the accepting Shareholders' existing share certificates relating to their Offer Shares, should be forwarded, in the pre-addressed envelope, either **by hand** or **by post**, at their own risk, to:

South China Industries (BVI) Limited  
c/o Lim Associates (Pte) Ltd  
10 Collyer Quay  
#19-08 Ocean Building  
Singapore 049315

**so as to arrive not later than 3.30 p.m. on the Closing Date.**

Shareholders, who hold the share certificate(s) of the Offer Shares beneficially owned by them and who wish to accept the Exit Offer in respect of such Offer Shares, **should not** deposit the share certificate(s) with CDP during the period commencing on the date of the SGM and ending on the Closing Date (both dates inclusive) as their Securities Account may not be credited with the relevant number of Offer Shares in time for them to accept the Exit Offer.

## Settlement

Subject to the receipt by 3.30 p.m. on the Closing Date by SCI (BVI) from accepting Shareholders of valid acceptances, complete in all respects and in accordance with the instructions given in the Exit Offer Letter and the relevant Acceptance Form, together with all relevant documents required by SCI (BVI), the following settlement procedures will apply:

*(a) Shareholders whose Shares are or will be deposited with CDP*

CDP will debit each relevant Securities Account with the relevant number of Offer Shares in respect of valid acceptances of the Exit Offer that are complete in all respects and that are received on or before 3.30 p.m. on the Closing Date.

Within 21 days after the date of such receipt, CDP will send by ordinary post to each Shareholder at his address as it appears in the records of CDP, at his own risk, the relevant cash consideration, based on the number of Offer Shares for which the Shareholder accepts the Exit Offer.

*(b) Shareholders whose Shares are not deposited with CDP*

Within 21 days after the receipt of valid acceptances of the Exit Offer that are complete in all respects and that are received on or before 3.30 p.m. on the Closing Date, Lim Associates (Pte) Ltd will send by ordinary post to each Shareholder at his address as registered in the Register of Members, at his own risk, the relevant cash consideration, based on the number of Offer Shares for which the Shareholder accepts the Exit Offer.