



SOUTH CHINA HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 265)

CHANGE OF DIRECTORS

The Board of Directors (the “Board”) of South China Holdings Limited (the “Company”) is pleased to announce that Ms. Wong Siu Yin, Elizabeth (“Ms. Wong”) was appointed as an independent non-executive director and a member of audit committee of the Company; and Mr. David Michael Norman (“Mr. Norman”) designated non-executive director, having formerly being an independent non-executive director, with effect from 21 September 2004.

Ms. Wong, aged 47, is the Chairman of the Hong Kong Flower Retailers Association. She is also one of the judges of the Hong Kong Flower Show and a member of the Working Party on Floristry of Hong Kong Vocational Training Council. She is an independent non-executive director of South China Brokerage Company Limited and South China Industries Limited. Ms. Wong holds a Bachelor of Science in nutrition from the University of Western Ontario in Canada.

Mr. Norman, aged 47, is a partner in the international law firm of Richards Butler, based in its Hong Kong office. He studied philosophy and psychology at Oxford University in the United Kingdom and was admitted as solicitor in England in 1981 and in Hong Kong in 1984.

Ms. Wong and Mr. Norman do not have any interest in any shares or underlying shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong). They have not entered into any service contract with the Company and they are subject to retirement by rotation and re-election in accordance with the articles of association of the Company. The directors’ fee payable to Ms. Wong and Mr. Norman will be fixed by the Board subject to shareholders’ approval in annual general meeting. Ms. Wong and Mr. Norman are not connected with any directors, senior management or substantial or controlling shareholders of the Company.

The Board also announces that Mr. Tan Boon Seng (“Mr. Tan”) has tendered his resignation as non-executive director of the Company due to personal reasons with effect from 21 September 2004. Mr. Tan confirms that there is no disagreement with the Board during his appointment. There is no matter regarding his resignation that needs to be brought to the attention of the shareholders of the Company.

The Board would like to extend its warmest welcome to Ms. Wong to join the Board and to express appreciation to Mr. Tan for his valuable contribution to the Company during his appointment.

By Order of the Board
Cheung Choi Ngor
Director

Hong Kong, 21 September 2004

As at the date of this announcement, the Board of Directors of the Company comprises (1) Mr. Ng Hung Sang, Robert, Mr. Richard Howard Gorges, Ms. Cheung Choi Ngor, Ms. Ng, Jessica Yuk Mui and Mr. Ng Yuk Fung, Peter as executive directors; (2) Mr. David Michael Norman as non-executive director; and (3) Mr. David John Blackett and Ms. Wong Siu Yin, Elizabeth as independent non-executive directors.

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