

*The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) takes no responsibility for the contents of this announcement, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**SOUTH CHINA HOLDINGS LIMITED**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock code: 265)**

**PROPOSED ADOPTION OF CHINESE NAME  
AND  
ADOPTION OF NEW ARTICLES OF ASSOCIATION**

The Directors propose to adopt the Chinese name of “南華集團有限公司” for the Company for identification purposes only and to adopt new Articles of Association of the Company in order to reflect the recent amendments to the Listing Rules which came into effect on 31 March 2004.

The proposed adoption of Chinese name and the new Articles of Association of the Company are subject to the approval of the Shareholders by way of special resolutions in the AGM. A Circular containing information of the proposed adoption of Chinese name and new Articles of Association and notice of the AGM has been despatched to the Shareholders.

**ADOPTION OF CHINESE NAME**

The directors (the “Directors”) of South China Holdings Limited (the “Company”) propose to adopt the Chinese name of “南華集團有限公司” of the Company for identification purposes only. The reason for the adoption of such Chinese name, which is the exact translation of English name of the Company, is to make the Company more visible amongst the potential investors in the Chinese community.

Subject to the passing of the special resolution to adopt the Chinese name of the Company at the annual general meeting (“AGM”) of the Company to be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Tuesday, 25 May 2004 at 11:00 a.m. and the approval of the adoption by the Registrar of Companies in the Cayman Islands, the Company will apply for the registration of the new name under Part XI of the Companies Ordinance in Hong Kong.

The adoption of Chinese name of the Company will not affect any of the rights of the shareholders of the Company (the “Shareholders”). All existing share certificates in issue bearing the present name of the Company will, after the adoption of the Chinese name, continue to be evidence of title to the shares of the Company and will be valid for trading, settlement and delivery and no share certificate of the Company will be issued as a result of the adoption of the Chinese name.

Further announcement will be made by the Company in relation to the effective date of the adoption of Chinese name by the Company.

## **ADOPTION OF NEW ARTICLES OF ASSOCIATION**

To reflect the recent amendments to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), which came into effect on 31 March 2004, the Directors propose to adopt a new set of Articles of Association of the Company (the “Articles”).

The Articles were first adopted in 1992. The Directors are of the view that the Articles are in need of updating. Accordingly, the Directors consider that it is appropriate for the Company to adopt a new set of Articles.

The proposed adoption of the Articles are subject to the approval of the Shareholders by way of passing a special resolution at the AGM. A circular containing information on the proposed adoption of the Articles together with a notice convening the AGM (the “Circular”) has been despatched to the Shareholders on 30 April 2004.

The purpose of the adoption of the Articles is set out in Appendix I of the Circular. Copies of the existing Articles and the new Articles are available for inspection at the principal place of business of the Company at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong during normal business hours on any weekday (public holidays excepted) up to and including 24 May 2004 and will be available at the AGM.

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, Christina, Ms. Ng, Jessica Yuk Mui and Mr. Ng Yuk Fung Peter as executive directors; (2) Mr. Tan Boon Seng and Mr. Yuen Kam Tim, Francis as non-executive directors; and (3) Mr. David Michael Norman and Mr David John Blackett as independent non-executive directors.

By Order of the Board  
**Chong Wai Sang**  
*Company Secretary*

Hong Kong Special Administrative Region of the People’s Republic of China  
30 April 2004

---

## **NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of South China Holdings Limited (“the Company”) will be held on Tuesday, 25 May 2004 at 11:00 a.m. at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong for the purpose of transacting the following business:

1. To receive and consider the audited financial statements and the Reports of the Directors and of the Auditors for the year ended 31 December 2003.
2. To declare a final dividend of 0.55 HK cent per share for the year ended 31 December 2003.

3. To re-elect Directors and to authorise the Board of Directors to fix the Directors' remuneration.
4. To re-appoint Auditors and to authorise the Board of Directors to fix their remuneration.

And, by way of special business, to consider and, if thought fit, to pass the following Resolutions:

#### **AS SPECIAL RESOLUTIONS**

5. To adopt “南華集團有限公司” as the Chinese name of the Company for identification purposes only.
6. To approve and adopt new Articles of Association of the Company.

#### **AS ORDINARY RESOLUTIONS**

7. To grant a general mandate to the Board of Directors to allot, issue and deal with additional shares in the Company, not exceeding 20% of the issued share capital of the Company as at the date of this Resolution.
8. To grant a general mandate to the Board of Directors to purchase shares in the Company, not exceeding 10% of the issued share capital of the Company as at the date of this Resolution.
9. Conditional on the passing of Resolutions 7 and 8, to extend the general mandate granted by Resolution 7 by adding thereto the shares purchased pursuant to the general mandate granted by Resolution 8.
10. To transaction any other ordinary business.

By Order of the Board  
**Chong Wai Sang**  
*Company Secretary*

Hong Kong Special Administrative Region of the People's Republic of China  
30 April 2004

#### *Notes:*


1. A member entitled to attend and vote at the annual general meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. In order to be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of authority, must be deposited at the Company's share registrar, Standard Registrars Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting thereof. Completion and return of the form of proxy will not preclude a member from attending and voting in person at the annual general meeting or any adjourned meeting thereof should he so wishes.

3. The Register of Members of the Company will be closed, for the purpose of determining shareholders' entitlement to the proposed final dividend from Monday, 24 May 2004 to Tuesday, 25 May 2004 (both days inclusive), during which period no transfer of shares can be registered. In order to qualify for the proposed final dividend, all share transfers, accompanied by the relevant share certificates, must be lodged for registration with the Company's share registrar, Standard Registrars Limited of Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong no later than 4:00 p.m. on 21 May 2004.
4. In case of joint shareholding, the vote of the senior joint shareholder who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint shareholder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members of the Company in respect of the joint shareholding.
5. The purpose of Resolution 5 is to adopt “南華集團有限公司” as the Chinese name of the Company for identification purposes only.
6. In relation to Resolution 6, the purpose of the adoption of new Articles of Association is set out in Appendix I to the Circular despatched to members on 30 April 2004. Copies of the existing Articles of Association and the proposed new Articles of Association are available for inspection at the principal place of business of the Company at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong during normal business hours on any weekday (public holidays excepted) up to and including 24 May 2004 and will be available at the annual general meeting.
7. In relation to Resolution 8, an explanatory statement (as required by the Listing Rules) is set out in Appendix II to the Circular despatched to members on 30 April 2004.
8. Pursuant to Article 80 of the Articles of Association of the Company, at any general meeting a resolution put to the vote at the meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands) demanded:
  - (a) by the Chairman; or
  - (b) by any member present in person or by proxy.
9. This is a summary of the full text of the Notice of Annual General Meeting. The full text of Resolutions 5, 6, 7, 8 and 9 is set out in the Notice of Annual General Meeting which was included in the Circular despatched to members on 30 April 2004.

***Please note that refreshments will not be served at the Annual General Meeting.***

---

A copy of this announcement can be obtained  
from our website [www.sctrade.com](http://www.sctrade.com)

 南 華 集 團 成 員  
A Member of South China Group

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