HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) :

31/12/2019

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	South China Holdings Company Limited 南華集團控股有限公司
Date Submitted	02/01/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>00413</u> Descrip	otion : Ordinary	Shares	
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	20,000,000,000	0.01	200,000,000
Increase/(decrease)			
Balance at close of the month	20,000,000,000	0.01	200,000,000
(2) Stock code : <u>N/A</u> Descrip	otion :		
		Par value (State currency)	
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

2. Preference Shares

Stock code : _	: <u>N/A</u> Description :		tion : <u>I</u>	n : <u>Redeemable Convertible Preference Share</u>				
			No. o prefere share	ence	Par value (HK\$)		uthorised share capital (HK\$)	
Balance at close	of preceding	g month	3,000,00	0,000	0.02		60,000,000	
Increase/(decreas	se)	_						
Balance at close	of the montl	h _	3,000,00	0,000	0.02		60,000,000	

3. Other Classes of Shares

Stock code : N	/A Desc	cription :		
		No. of other classes of shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of pre	eceding mon			
Increase/(decrease)			-	
Balance at close of the	month			

Total authorised share capital at the end of the month (HK\$):

260,000,000

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference		
	(1) (2)		shares	classes of shares	
Balance at close of preceding month	13,221,302,172	N/A	383,188,131	N/A	
Increase/ (decrease) during the month		N/A	(4,375,000)	N/A	
Balance at close of the month	13,221,302,172	N/A	378,813,131	<u>N/A</u>	

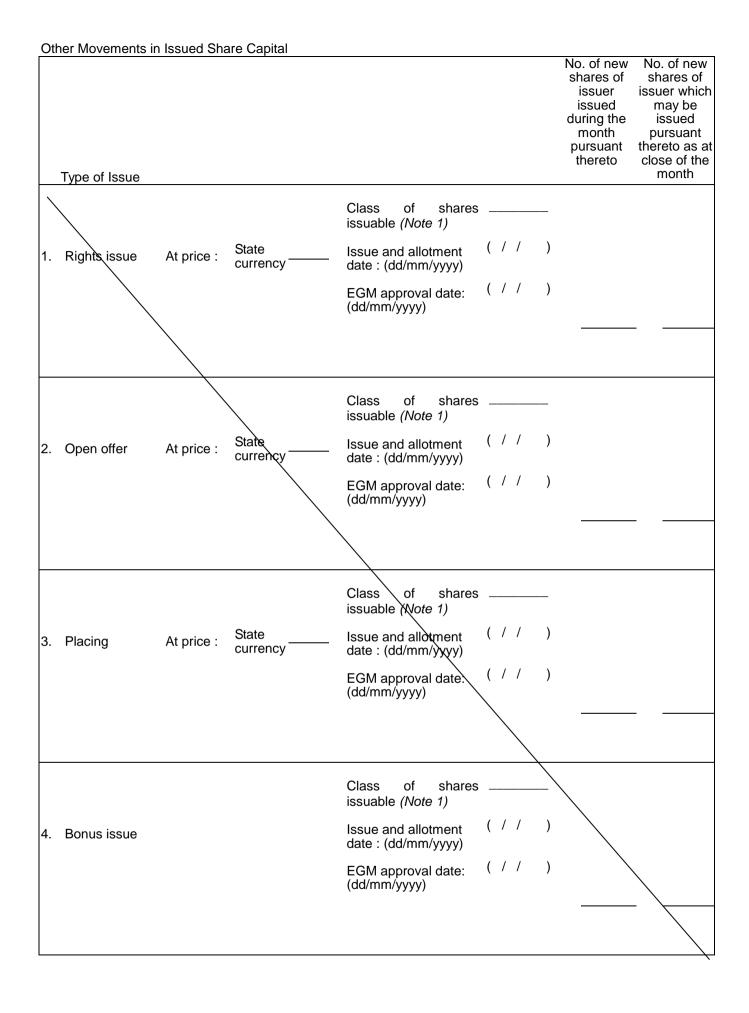
III. Details of Movements in Issued Share Capital

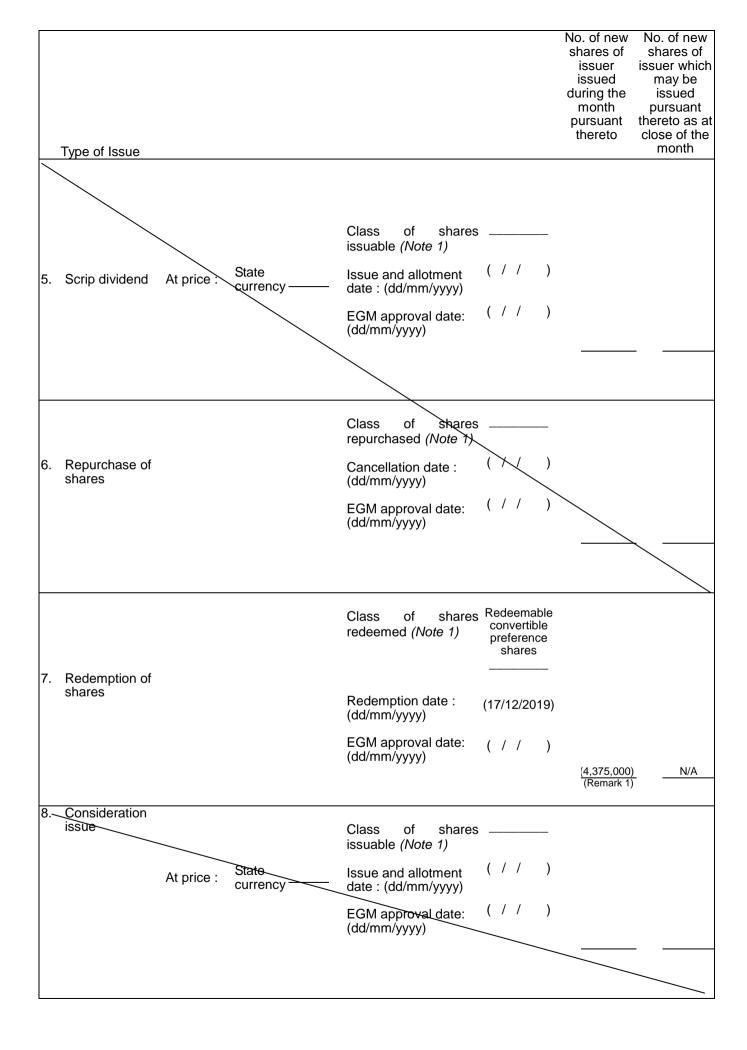
Share Opti	on Schemes o	f the Issuer)			
				issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant
	Movem <u>ent dur</u>	ing the month		thereto	thereto as at close of
				-	the month
Granted	Evercised	Cancelled	lancad		
Granieu	EXELUSED	Cancelleu	Lapseu		
_	-	-	1,905,600	-	41,923,200
	Totol		······································		
	Totai				
		•			
· · · · · · · · · · · ·	1. f		nei ciassi	IN/A	
	th from exercis	se	N/A		
incy)			1N/A		
	Granted	Movement duri	Granted Exercised Cancelled	Movement during the month Granted Exercised Cancelled Lapsed - - 1,905,600	No. of new shares of issuer issued during the month pursuant thereto Granted Exercised Cancelled Lapsed

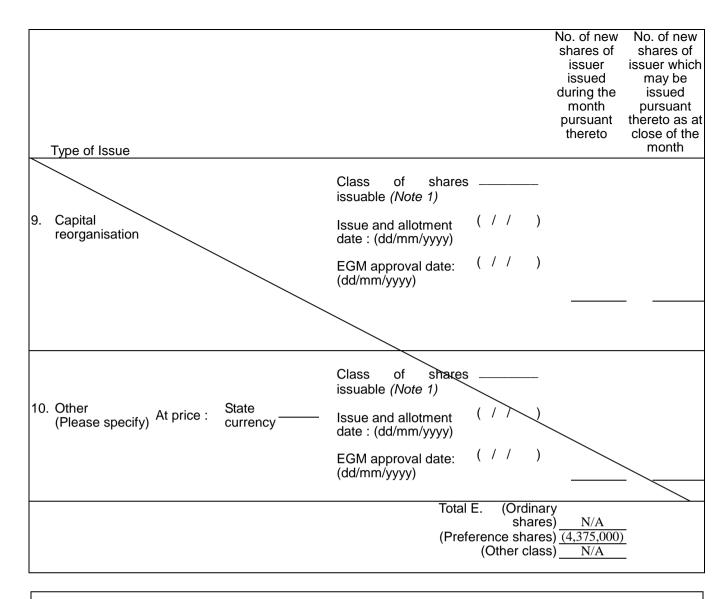
Warrants to Issue Shares of the	Issuer which	are to be Listed				
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>x.</u>						
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
2.						
	\backslash					
	$\overline{}$					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price		\				
EGM approval date						
(if applicable) (dd/mm/yyyy)	(
3.						
		\backslash				
			<u></u>			
(/ /) Stock code (if listed)			\backslash			
Class of shares			\backslash			
Subscription price EGM approval date			\backslash	\mathbf{X}		
(if applicable)				\mathbf{i}		
	(/ /)		\sim		
4.				$\langle \rangle$		
				\backslash	\backslash	
Stock code (if listed) Class of shares					\backslash	
issuable (Note 1)						
Subscription price					\backslash	
(if applicable)						
	(/ /)				\mathbf{n}
		Total B	. (Ordina	ary shares)		\backslash
		i otar E	(Preferen	ce shares)		
			(O	ther class)		_ \

Convertibles (i.e. Convertib	ole into Shares of	f the Issuer which a	are to be Lis	sted)		
Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Redeemable convertible						
preference shares						
				(Remark 1)		(Remark 2)
		HK\$306,550,504.80	-	HK\$303,050,504.80	-	757,626,262
Stock code (if listed)	 			1		
Class of shares						
issuable (Note 1)	Ordinary					
Conversion	HK\$0.40 per sl	nare				
Subscription price	(subject to adjust	ment)				
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(30/09/2015)				
2. N/A						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
3. N/A						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)				
<u>4. N/A</u>						
Stock code (if listed)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /					
		Tot		nary shares)	N/A	
				ence shares)	N/A	
			(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issue Options (other than under Share Option Schemes)	er which are to be Liste	ed, including
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<u>N.</u>		
shares (Note 1)		
2.		
shares (Note 1)		
3		
shares (Note 1)		
Total D. (Ordinary shares)		
(Preference shares)		
(Other class)		







Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A
(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	(4,375,000)
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	N/A
(These figures should be the same as the relevant figures under II above ("Movements in Issu Capital").)	ied Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

(i) all money due to the listed issuer in respect of the issue of securities has been received by it;

(ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;

- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Remarks (if any):

- On 17 December 2019, an aggregate of 4,375,000 2015 Preference Shares (as defined below) were redeemed by South China Holdings Company Limited (the "Company") at the price of HK\$0.80 per 2015 Preference Share according to the terms of the 2015 Preference Shares. Hence, the total amount of the 2015 Preference Shares decreased by HK\$3,500,000.00 and became HK\$303,050,504.80 at the close of December 2019.
- 2. Notwithstanding the restrictions on conversion of the redeemable convertible preference shares, which were issued on 7 October 2015, ("2015 Preference Shares") as disclosed in the circular of the Company dated 4 September 2015 that ordinary shares will be issued upon the conversion of the 2015 Preference Shares at the conversion price of HK\$0.40 at the initial conversion rate that one (1) 2015 Preference Share to two (2) ordinary shares according to the terms of the 2015 Preference Shares, 757,626,262 ordinary shares will be issued on the assumption of full conversion of the
- remaining 2015 Preference Shares at the close of December 2019.

Submitted by: Watt Ka Po James

<u>Secretary</u> (Director, Secretary or other duly authorised officer)

Notes :

Title:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.