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SOUTH CHINA HOLDINGS COMPANY LIMITED

南華集團控股有限公司

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00413)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of South China Holdings Company Limited 南華集團控股有限公司 (the “**Company**”) will be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Tuesday, 20 June 2023 at 10:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

To consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:

1. “**THAT:**

- (a) subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the approval for the listing of, and permission to deal in, the shares of the Company (the “**Shares**”) which may fall to be issued and allotted pursuant to the share option scheme (the “**2023 Share Option Scheme**”), the terms of which are contained in the document marked “A” which has been produced to this meeting and signed by the chairman of this meeting for the purpose of identification, the rules of the 2023 Share Option Scheme be and are hereby approved and adopted by the Company and the directors of the Company be and are hereby authorized to grant options and to allot, issue and deal with Shares pursuant to the exercise of any option granted thereunder and to take all such acts, matters and things as they may in their discretion consider necessary or expedient to give effect to and implement the 2023 Share Option Scheme; and
- (b) the total number of Shares to be allotted and issued pursuant to paragraph (a) hereinabove, together with any issue of Shares upon the exercise of any options and awards granted under any other share schemes of the Company as may from time to time be adopted by the Company, shall not exceed 10% of the total number of Shares in issue as at the date of approval of the 2023 Share Option Scheme.”

2. “**THAT**, conditional upon the passing of ordinary resolution 1, the Service Provider Sublimit (as defined in the 2023 Share Option Scheme, and which includes grants to Service Providers under any other share schemes of the Company) of 1% of the total number of Shares in issue as at the date of approval of the 2023 Share Option Scheme be and is hereby approved and adopted.”

SPECIAL RESOLUTION

To consider and, if thought fit, pass (with or without modification), the following resolution as a special resolution:

3. “**THAT** the amended and restated memorandum and articles of association of the Company (the “**Amended Memorandum and Articles of Association**”), a copy of which has been produced to this meeting and marked “B” produced to this meeting, be and is hereby approved and adopted in substitution for, and to the exclusion of, the existing memorandum and articles of association of the Company; and the directors of the Company be and are hereby authorized to do all things necessary to implement the adoption of the Amended Memorandum and Articles of Association.”

By Order of the Board
South China Holdings Company Limited
南華集團控股有限公司
Cheung Choi Ngor
Executive Director

Hong Kong, 25 May 2023

Registered office:

P.O. Box 31119
Grand Pavilion
Hibiscus Way
802 West Bay Road
Grand Cayman, KY1-1205
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:

28th Floor
Bank of China Tower
1 Garden Road, Central
Hong Kong

Notes:

1. To ascertain shareholders' eligibility to attend and vote at the extraordinary general meeting of the Company ("EGM"), the register of members of the Company will be closed from Wednesday, 14 June 2023 to Tuesday, 20 June 2023, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the EGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 13 June 2023.
2. A member entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and on a poll vote in his/her stead in accordance with the Articles of Association of the Company. A proxy need not be a member of the Company.
3. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the EGM or any adjourned meeting thereof should he/she so wish.
4. In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting or any adjournment thereof personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.
5. If Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal is in force at 8:00 a.m. on the date of the EGM, the EGM will be automatically postponed or adjourned. The Company will publish an announcement on the Company's website (www.scholding.com) and the Stock Exchange's website (www.hkexnews.hk) to notify shareholders of the Company of the date, time and venue of the rescheduled meeting.
6. In the event of any inconsistency, the English version of this announcement shall prevail over the Chinese version.
7. As at the date of this announcement, the Directors of the Company are:

Executive Directors:

Mr. Ng Hung Sang
Ms. Cheung Choi Ngor
Mr. Ng Yuk Yeung Paul

Non-executive Directors:

Ms. Ng Yuk Mui Jessica
Mr. Ng Yuk Fung Peter
Ms. Li Yuen Yu Alice
Mr. Yu Pui Hang

Independent Non-executive Directors:

Mrs. Tse Wong Siu Yin Elizabeth
Mr. Kam Yiu Shing Tony
Ms. Pong Scarlett Oi Lan, BBS, J.P.
Mr. Wong Chun Tat, J.P.