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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)**

**DELAY IN DESPATCH OF CIRCULAR  
AND  
GRANT OF WAIVER FROM STRICT COMPLIANCE  
WITH RULE 14.41(a) OF THE LISTING RULES**

Reference are made to the announcements of South China Holdings Company Limited (the “**Company**”) dated 24 December 2025 (the “**Announcement**”) and 5 January 2026 (collectively, the “**Announcements**”) in respect of, among others, the major transaction of the Company in relation to the Disposal. Unless otherwise defined herein, all capitalised terms used in this announcement shall have the same meanings as those ascribed in the Announcements.

As disclosed in the Announcements, the Company has obtained written shareholders’ approval on the Disposal pursuant to Rule 14.44 of the Listing Rules from Mr. Ng, the controlling shareholder of the Company, together with his associates, who are collectively holding 8,094,759,715 Shares (representing approximately 61.23% of the issued share capital of the Company as at the date of the Announcement) and therefore no general meeting of the Company will be convened for approving the Disposal as a major transaction. Pursuant to Rule 14.41(a) of the Listing Rules, a circular (the “**Circular**”) containing, among other things, details of the Disposal contemplated under the Sale and Purchase Agreement, is expected to be despatched to the Shareholders within 15 business days after publication of the Announcement, i.e. on or before 19 January 2026.

As additional time is required for the Company to prepare and finalise certain information to be included in the Circular, including but not limited to the statement of indebtedness and the working capital sufficiency confirmation of the Group, the Company has applied to the Stock Exchange for a waiver from strict compliance with the requirements under Rule 14.41(a) of the Listing Rules (the “**Waiver**”). Barring unforeseen circumstances, the Company currently expects that the Circular will be despatched to the Shareholders on or before 30 April 2026.

On 23 January 2026, the Stock Exchange granted the Waiver to the Company on the basis that the Company would despatch the Circular to the Shareholders on or before 30 April 2026. Shareholders and potential investors should note that the Waiver granted is subject to change or withdrawal by the Stock Exchange if the Company's situation changes.

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

Hong Kong, 23 January 2026

*As at the date of this announcement, the Directors 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. Yu Pui Hang*

**Independent Non-executive Directors:**

*Mr. Kam Yiu Shing Tony*  
*Ms. Pong Scarlett Oi Lan, BBS, J.P.*  
*Mr. Wong Chun Tat, J.P.*