



**SOUTH CHINA FINANCIAL HOLDINGS LIMITED**  
**南華金融控股有限公司**

*(Incorporated in Hong Kong with limited liability)*

(Stock Code: 619)

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of South China Financial Holdings Limited (the “Company”) will be held at 28/F., Bank of China Tower, 1 Garden Road, Central, Hong Kong on Friday, 12 October 2007 at 9:15 a.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution:

**ORDINARY RESOLUTION**

“**THAT**, conditional on the Listing Committee of The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) granting listing of, and permission to deal in, the warrants (the “Bonus Warrants”) and any shares of the Company (the “Shares”) to be issued upon any exercise of the subscription rights attaching to the Bonus Warrants, the directors of the Company be and are hereby authorised:

- (a) to create the Bonus Warrants, which shall be in registered form, to subscribe, at the initial exercise price of HK\$0.168 per Share, subject to adjustments and the terms and conditions set out in the warrant instrument (the “Bonus Warrant Instrument”, a copy of a draft of which has been produced to the meeting and signed for the purpose of identification by the Chairman) and such Bonus Warrants could be exercised during the period from the date of dealing in the Bonus Warrants on the Stock Exchange commence on 23 October 2007 to 22 October 2008 (both dates inclusive) and to issue the same by way of bonus to and among the persons who were registered as shareholders of the Company (the “Shareholders”) on 12 October 2007 in the proportion of one Bonus Warrant carrying the right to subscribe at HK\$0.168 for a Share in the capital of the Company for every 5 Shares held, provided that:
  - (i) in the case of persons having registered addresses not in Hong Kong, the relevant Bonus Warrants shall at the discretion of the directors of the Company not be issued to such persons but be aggregated and sold in the market and the net proceeds of sale, after deduction of expenses, distributed pro rata to such persons unless such amount falling to be distributed to any such persons is less than HK\$100 in which case such amount will be retained for the benefit of the Company; and
  - (ii) no fractional entitlements to Bonus Warrants shall be issued aforesaid, but the fractional entitlements shall be aggregated and sold for the benefit of the Company. The net proceeds of the sale will be retained for the benefit of the Company. The directors of the Company shall do all such acts and things as they consider necessary or expedient to give effect to the foregoing arrangements;

- (b) as a specific mandate to the directors of the Company, to allot and issue shares in the capital of the Company arising from the exercise of subscription rights under such Bonus Warrants or any of them;
- (c) to affix the common seal of the Company to and to sign the Bonus Warrant Instrument in accordance with the articles of association of the Company; and
- (d) to do all such acts and things as the directors of the Company consider necessary or expedient to give effect to the transactions contemplated by the Bonus Warrant Instrument.”

Yours faithfully,  
By Order of the Board  
**Sun Kwing Sum**  
*Company Secretary*

Hong Kong, 25 September 2007

*Notes:*

1. A member entitled to attend and vote at the extraordinary general meeting is entitled to appoint one or more proxies to attend and on a poll vote instead of him. A proxy need not be a member of the Company.
2. 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 authority, must be deposited at the Company’s share registrar, Union Registrars Limited not less than 48 hours before the time fixed for holding the meeting or any adjourned meeting thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the extraordinary general meeting or any adjourned meeting thereof should he/she so wishes. The address of Union Registrars Limited is currently located at Room 1803 Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong and will, as from 1 October 2007, be changed to Rooms 1901-02 Fook Lee Commercial Centre, Town Place, 33 Lockhart Road, Wanchai, Hong Kong.
3. In case of joint shareholdings, 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.

*As at the date of this announcement, the Board comprises (1) Mr. Ng Hung Sang, Mr. Richard Howard Gorges, Ms. Cheung Choi Ngor, Mr. Ng Chun Sang and Mr. Ng Yuk Yeung, Paul as executive directors; and (2) Mrs. Tse Wong Siu Yin, Elizabeth, Hon. Raymond Arthur William Sears, Q.C. and Mr. Tung Woon Cheung, Eric as independent non-executive directors.*