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## **SOUTH CHINA FINANCIAL HOLDINGS LIMITED**

*(incorporated in Hong Kong with limited liability)*

**(Stock Code: 00619)**

### **NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (the “**EGM**”) of South China Financial Holdings Limited (the “**Company**”) will be held at 10:00 a.m. on Tuesday, 17 January 2017 at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as an ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

##### **“THAT**

- (a) the sale and purchase agreement dated 3 November 2016 (the “**Agreement**”) (a copy of which is marked “A” and produced to this meeting) entered into between Perfect Mind Ventures Limited (the “**Purchaser**”), being a wholly-owned subsidiary of the Company, and Win Gain Investments Limited and Surge Fast Assets Limited (the “**Vendors**”), both being the wholly-owned companies of Mr. Ng Hung Sang (an executive director, the Chairman of the board of directors and a substantial shareholder of the Company), pursuant to which the Purchaser conditionally agreed to acquire and the Vendors conditionally agreed to sell the entire issued share capital of Media Bonus Limited and Golden Ways Limited for a consideration of HK\$20,000,000 in aggregate (as adjusted pursuant to the Agreement) and all the transactions contemplated thereunder, be and are hereby approved, ratified and confirmed; and

- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to do all such acts and things, to sign and execute all such further documents and to take such steps as they consider necessary, appropriate, desirable or expedient for implementation of and giving effect to the Agreement, or any of the transactions contemplated thereunder and to agree to such variation, amendments or waiver or matters relating thereto as are, in their opinion, in the interests of the Company and its shareholders as a whole.”

Yours faithfully,  
By order of the Board  
**South China Financial Holdings Limited**  
**Ms. Ng Yuk Mui Jessica**  
*Executive Director*

Hong Kong, 29 December 2016

*Notes:*

1. A member of the Company (“**Shareholder**”) entitled to attend and vote at the EGM is entitled to appoint one or, if such Shareholder is a holder of more than one share, more proxies to attend and vote in his stead. A proxy need not be a Shareholder.
2. In order to be valid, the form of proxy must be deposited at Union Registrars Limited, the share registrar of the Company, at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power of attorney, not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
3. Completion and delivery of the form of proxy will not preclude a Shareholder from attending and voting in person at the EGM if the Shareholder so desires and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.

*As at the date of this announcement, the Directors are (1) Mr. Ng Hung Sang, Ms. Cheung Choi Ngor and Ms. Ng Yuk Mui Jessica 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.*