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SOUTH CHINA FINANCIAL HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 00619)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 17 JANUARY 2017

Reference is made to the circular of South China Financial Holdings Limited (the “**Company**”) dated 29 December 2016 (the “**Circular**”) in relation to, among others, the discloseable and connected transaction on acquisition of the entire issued share capital of Golden Ways Limited and Media Bonus Limited. Unless otherwise defined, capitalized terms used herein shall have the same meanings as used in the Circular.

The Board is pleased to announce that the proposed resolution as set out in the notice of the EGM was duly passed by the Independent Shareholders as ordinary resolution by way of poll. The poll results are as follows:

Ordinary Resolution	Number of Shares actually voted (Approximate % of total number of Shares actually voted)		Total number of Shares actually voted
	For	Against	
(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	3,026,366,478 (98.5252%)	45,300,000 (1.4748%)	3,071,666,478

<p>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</p> <p>(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.</p>			
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Notes:

1. The percentage of votes is based on the total number of Shares held by the Independent Shareholders who voted at the EGM in person or by corporate representative or proxy.
2. The total number of Shares entitling the Independent Shareholders to attend and vote for or against the proposed resolution at the EGM was 10,661,173,116.
3. No Shares entitling the Shareholders to attend and abstain from voting in favour of the proposed resolution at the EGM as set out in Rule 13.40 of the Listing Rules.
4. The total number of issued Shares as at the date of the EGM was 15,084,253,500.
5. The total number of Shares that are required under the Listing Rules to abstain and have abstained from voting on the proposed ordinary resolution was 4,423,080,384 in aggregate (representing approximately 29.32% of the issued share capital of the Company) as at the date of the EGM, comprising (i) Mr. Ng, an executive Director, the Chairman of the Board, a Substantial Shareholder of the Company and the ultimate beneficial owner of the Vendors, holding 556,663,200 Shares, representing approximately 3.69% of the issued share capital of the Company as at the date of the EGM; and (ii) Fung Shing Group Limited, Parkfield Holdings Limited, Ronastar Investments Limited and Uni-spark Investments Limited, holding 3,866,417,184 Shares in aggregate, representing approximately 25.63% of the issued share capital of the Company as at the date of the EGM.

6. Union Registrars Limited, the share registrar of the Company, acted as scrutineer for the poll taken at the EGM.
7. No Shareholders had stated their intention in the Circular to vote against the proposed resolution at the EGM.
8. Save as disclosed, no Shareholders are required under the Listing Rules to abstain from voting at the EGM.
9. The full text of the proposed resolution is set out in the notice of the EGM dated 29 December 2016.

By Order of the Board
South China Financial Holdings Limited
Ng Yuk Mui Jessica
Executive Director

Hong Kong, 17 January 2017

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) Hon. Raymond Arthur William Sears, Q.C., Mrs. Tse Wong Siu Yin Elizabeth and Mr. Tung Woon Cheung Eric as independent non-executive Directors.