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## **SOUTH CHINA FINANCIAL HOLDINGS LIMITED**

**南華金融控股有限公司**

*(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 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Wednesday, 28 March 2018 at 10:00 a.m. for the purposes of considering and, if thought fit, passing with or without modifications, the following resolution which will be proposed as ordinary resolution of the Company:

#### **ORDINARY RESOLUTION**

##### **“THAT**

- (a) the sale and purchase agreement dated 14 July 2017 (as amended by the supplemental agreements dated 11 September 2017, 11 December 2017 and 15 February 2018) (the “**Agreement**”) (a copy of which is marked “A” and produced to this meeting) entered into among Perfect Mind Ventures Limited (the “**Purchaser**”), a wholly-owned subsidiary of the Company, and the companies wholly-owned by Mr. Ng Hung Sang (an executive director, the Chairman of the board of directors and a substantial shareholder of the Company), namely Nicemate Investments Limited (“**Vendor 1**”), Jessica Publication (BVI) Limited (“**Vendor 2**”), Win Gain Investments Limited (“**Vendor 3**”) and Ace Market Investments Limited (“**Vendor 4**”) in respect of the sale of the entire issued share capital of Perfect Riches Limited, Super Bellax Ltd., Great Ready Assets Limited and Jade Fountain Limited by Vendor 1, Vendor 2, Vendor 3 and Vendor 4, respectively, and purchase of such issued share capital by the Purchaser at the consideration of HK\$15,000,000 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 on behalf of the Company to do all such acts and things, to sign, seal 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**  
南華金融控股有限公司  
**Ng Yuk Mui Jessica**  
*Executive Director*

Hong Kong, 9 March 2018

*Notes:*

1. The record date of determining the entitlement of the members of the Company (“**Shareholders**”) to attend and vote to the EGM will be Friday, 23 March 2018. All transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company’s share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong not later than 4:00 p.m. on Friday, 23 March 2018.
2. A 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.
3. 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 under which it is signed or a notarially certified copy of that power of attorney (whichever being applicable) not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (no later than 10:00 a.m. on 26 March 2018 (Hong Kong time)).
4. 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 have been revoked.
5. 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, the holder 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.
6. If Typhoon Signal No. 8 or above, or a “black” rain storm warning is in effect any time after 7:00 a.m. on the date of the EGM, the meeting will be postponed. The Company will publish an announcement on the website of the Company at [www.sctrade.com](http://www.sctrade.com) and on the website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and venue of the rescheduled meeting.
7. Voting of the resolutions as set out in this notice will be by poll.

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