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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)**

**(1) POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING  
HELD ON 7 NOVEMBER 2018;  
(2) SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE;  
AND  
(3) ADJUSTMENTS TO THE SHARE OPTIONS**

The Board is pleased to announce that the ordinary resolution as set out in the notice of the EGM (the “Resolution”) was duly passed by the Shareholders by way of poll at the EGM held on Wednesday, 7 November 2018.

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Thursday, 8 November 2018.

As a result of the Share Consolidation, adjustments will be made in relation to (i) Outstanding Options granted under the Share Option Scheme. Such adjustments will take effect on Thursday, 8 November 2018.

Reference is made to the circular of Company dated 18 October 2018 (the “Circular”) and the notice of the extraordinary general meeting of the Company (the “EGM”) of the same date. Unless the context thereof otherwise requires, all capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the Resolution was duly passed by the Shareholders by way of poll at the EGM held on Wednesday, 7 November 2018.

All the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective on Thursday, 8 November 2018.

As a result of the Share Consolidation, adjustments will be made in relation to the Outstanding Options granted under the Share Option Scheme. Such adjustments will take effect on Thursday, 8 November 2018.

As at the date of the EGM, the total number of issued shares of the Company was 15,063,853,500 Existing Shares, which was the total number of shares of the Company entitling the Shareholders to attend and vote for or against the Resolution. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder was required under the Listing Rules to abstain from voting on the Resolution; and none of the Shareholders entitled to attend the EGM had the right to vote only against the Resolution. None of the Shareholders had stated their intention in the Circular to vote against the Resolution or to abstain from voting at the EGM.

Union Registrars Limited, the Company's share registrar and transfer office in Hong Kong, was appointed as the scrutineer at the EGM for the purpose of vote-taking.

The poll results of the EGM are set out as follows:

Ordinary Resolution	Number of Shares actually voted (Approximate percentage of total number of Shares actually voted)		Total number of Shares actually voted
	For	Against	
To approve the Share Consolidation	6,660,923,820 (86.89%)	1,004,984,316 (13.11%)	7,665,908,136

*Note:*

Please refer to the notice of EGM for the full version of the Resolution.

As more than half of the votes were cast in favour of the Resolution, the Resolution was duly passed as an ordinary resolution of the Company without modification at the EGM.

## **SHARE CONSOLIDATION AND CHANGE IN BOARD LOT SIZE**

The Board is also pleased to announce that all the conditions precedent to the Share Consolidation have been fulfilled and the Share Consolidation will become effective from Thursday, 8 November 2018. Dealings in the Consolidated Shares will commence at 9:00 a.m. on Thursday, 8 November 2018. Please refer to the Circular for the details, including the trading arrangement, the Change in Board Lot Size and the exchange and replacement of share certificates and matching services for odd lots in connection with the Share Consolidation. Shareholders should note that upon the Share Consolidation becoming effective, the colour of the share certificates of the Company will be changed from green to pink.

## ADJUSTMENTS TO THE OUTSTANDING OPTIONS

Immediately upon the Share Consolidation becoming effective on Thursday, 8 November 2018 and pursuant to (i) the terms of the Share Option Scheme; and (ii) Chapter 17 of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding adjustment of share options under Rule 17.03(13) of the Listing Rules, the number of Existing Shares subject to the Outstanding Options so far as unexercised and/or the exercise price and/or the maximum number of Existing Shares available for subscription upon the exercise of the Outstanding Options will be adjusted in the following manner:

Date of grant	Exercisable period	Immediately prior to the adjustments as a result of the Share Consolidation		Immediately after the adjustments as a result of the Share Consolidation	
		Exercise price per Existing Share	Number of Existing Shares to be issued upon exercise of the Outstanding Options	Exercise price per Consolidated Share	Number of Consolidated Shares to be issued upon exercise of the Outstanding Options
09/06/2015	09/06/2017 – 08/06/2019	HK\$0.195	10,358,975	HK\$9.750	207,177
	09/06/2018 – 08/06/2020	HK\$0.195	10,358,975	HK\$9.750	207,180
<b>Total</b>			<b>20,717,950</b>		<b>414,357</b>

The aforesaid adjustments in relation to the Outstanding Options will take effect on Thursday, 8 November 2018, the effective date of the Share Consolidation. Save for the above adjustments, all other terms and conditions of the Outstanding Options granted by the Company under the Share Option Scheme remain unchanged.

In accordance with the note to paragraph 17.03(13) of the Listing Rules, the Company has engaged the auditor of the Company to perform certain agreed-upon procedures on the computation of the adjustments to the exercise price and the number of Shares issuable upon the exercise of the Outstanding Options in accordance with the Hong Kong Standard on Related Services 4400 “Engagements to Perform Agreed-Upon Procedures Regarding Financial Information” issued by the Hong Kong Institute of Certified Public Accountants (HKICPA) and issue a report of factual findings to the Directors.

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, 7 November 2018

*As at the date of this announcement, the Board comprises (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.*