

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this notice, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this notice.*



## **SOUTH CHINA HOLDINGS COMPANY LIMITED**

**南華集團控股有限公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 00413)**

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

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of South China Holdings Company Limited (the “**Company**”) will be held at 28th Floor, Bank of China Tower, 1 Garden Road, Central, Hong Kong on Thursday, 26 June 2025 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution with or without amendments as an ordinary resolution:

#### **ORDINARY RESOLUTION**

**1. “THAT:**

- (a) the sale and purchase agreement dated 6 May 2025 (the “**Sale and Purchase Agreement**”), a copy of which has been produced at the meeting marked “A” and initialed by the chairman of the meeting for the purpose of identification, entered into between and among South China Industries (China) Limited and Sino Pioneer International Limited (collectively, the “**Vendors**”) as vendors; Splendid Enterprises Limited (the “**Purchaser**”) as purchaser; World Mastery Limited (the “**Target Company A**”); Crosslight Limited (the “**Target Company B**”); and Chun Wing Company Limited (the “**Target Company C**”) (the Target Company A, the Target Company B and the Target Company C are collectively referred to as the “**Target Companies**”), under which the Vendors conditionally agreed to sell and the Purchaser conditionally agreed to purchase the entire issued share capital of the Target Companies at the total consideration of HK\$26,960,296 in accordance with the terms and subject to the conditions therein as disclosed in the circular of the Company dated 10 June 2025 and the transaction contemplated under the Sale and Purchase Agreement be and are hereby approved, confirmed and ratified; and

- (b) any one or more of the director(s) of the Company be and is/are hereby authorized to do all such acts and things and execute all such documents (including under seal) which he/she/they consider necessary, appropriate, desirable or expedient to implement and give effect to the Sale and Purchase Agreement and the transactions contemplated thereunder and to agree to such variations, amendments, waivers or matters thereto as are, in his/her/their opinion, in the interests of the Company and its shareholders as a whole.”

By order of the board of directors  
**South China Holdings Company Limited**  
南華集團控股有限公司  
**Cheung Choi Ngor**  
*Executive Director*

Hong Kong, 10 June 2025

*Registered Office:*

P.O. Box 31119  
Grand Pavilion  
Hibiscus Way  
802 West Bay Road  
Grand Cayman, KY1-1205  
Cayman Islands

*Head Office and Principal Place of  
Business in Hong Kong:*

28th Floor, Bank of China Tower  
1 Garden Road, Central  
Hong Kong

*Notes:*

1. The register of members of the Company will be closed from Wednesday, 25 June 2025 to Thursday, 26 June 2025, both days inclusive, during which period no share transfers will be effected. In order to be eligible to attend and vote at the EGM, all share transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33rd Floor., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 24 June 2025.
2. A member entitled to attend and vote at the EGM 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.
3. 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 attorney or authority, must be deposited with the Company's share registrar and transfer office, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than forty-eight (48) hours before the time fixed for holding the EGM or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the EGM or any adjourned meeting thereof should he so wish.

4. In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the EGM or any adjournment thereof personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.
5. If a Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or “extreme conditions after super typhoons” announced by the Government of the Hong Kong Special Administrative Region is/are in force at 8:00 a.m. on the date of the EGM, the EGM will be automatically postponed or adjourned. The Company will publish an announcement on the Company’s website ([www.scholding.com](http://www.scholding.com)) and the Stock Exchange’s website ([www.hkexnews.hk](http://www.hkexnews.hk)) to notify shareholders of the Company of the date, time and venue of the rescheduled EGM.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
7. As at the date of this notice, the Directors are:

**Executive Directors:**

Mr. Ng Hung Sang  
Ms. Cheung Choi Ngor  
Mr. Ng Yuk Yeung Paul

**Non-executive Directors:**

Ms. Ng Yuk Mui Jessica  
Mr. Yu Pui Hang

**Independent Non-executive Directors:**

Mr. Kam Yiu Shing Tony  
Ms. Pong Scarlett Oi Lan, BBS, J.P.  
Mr. Wong Chun Tat, J.P.