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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)

POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 21 JUNE 2022

References are made to the circular (the “**Circular**”) and the notice of EGM (the “**Notice of the EGM**”) of South China Financial Holdings Limited (the “**Company**”) dated 2 June 2022 regarding (i) Connected Transaction in relation to the proposed extension of the maturity date of HK\$50,000,000 convertible bonds due 2023 and (ii) the notice of the EGM. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE EGM

The Board is pleased to announce that the EGM held on 21 June 2022, the proposed resolution (the “**Resolution**”) as set out in the Notice of the EGM was duly passed by the Independent Shareholders by way of poll as an ordinary resolution (with more than 50% of the votes cast in favour of the Resolution). The relevant poll results are set out as follows:

ORDINARY RESOLUTION	Total number of Shares actually voted	Number of Shares actually voted (Approximate % of total number of Shares actually voted)	
		For	Against
(a) To approve, confirm and ratify the supplemental agreement (the “ Supplemental Agreement ”) dated 16 May 2022 entered into between the Company as issuer, Total Grace Investments Limited as bondholder in relation to the proposed extension of the maturity date from 30 June 2023 to 30 June 2026, and the transactions as contemplated thereunder; and	60,087,608	60,087,608 (100.0000%)	0 (0.0000%)
(b) subject to and conditional upon the fulfilment of the conditions set out in the Supplemental Agreement, any one or more Directors be and is/are hereby authorised to, for and on behalf of the Company, execute all such documents, instruments and agreements, and take such action, do all such acts or things, as he/she/they may, in his/her/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect or completion of any matters relating to the Supplemental Agreement and the transactions as contemplated thereunder.			

Notes:

1. As at the date of the EGM, there were 301,277,070 Shares in issue.
2. The number of Shares entitling the Independent Shareholders to attend and vote on the Resolution at the EGM was 200,141,463.
3. There was no Share entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules.
4. There were 101,135,607 Shares that are required under the Listing Rules to abstain from voting on the Resolution of which includes the Shares in aggregate hold by Bondholder and its associates (namely, Mr. Ng Hung Sang, the chairman of the Board, an executive Director and a substantial Shareholder of the Company, Uni-Spark Investments Limited, Fung Shing Group Limited, Parkfield Holdings Limited, Ronastar Investments Limited and Mr. Ng Yuk Yeung Paul).
5. The Company would like to report that among six directors of the Company, Ms. Cheung Choi Ngor, Ms. Ng Yuk Mui Jessica, Mrs. Tse Wong Siu Yin Elizabeth and Mr. Tung Woon Cheung Eric attended the EGM, while Mr. Ng Hung Sang and Hon. Raymond Arthur William Sears, Q.C. were unable to attend the EGM due to their other business commitments.
6. Union Registrars Limited, the share registrar of the Company, acted as scrutineer for the vote-taking at the EGM.
7. Save as disclosed, no other Shareholder is required to abstain from voting at the EGM.

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, 21 June 2022

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.