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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)

PROPOSED AMENDMENTS TO THE EXISTING MEMORANDUM AND ARTICLES OF ASSOCIATION AND ADOPTION OF THE AMENDED MEMORANDUM AND ARTICLES OF ASSOCIATION

This announcement is made by South China Holdings Company Limited (the “**Company**”) pursuant to Rule 13.51(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

As per the amended Listing Rules, where the laws and regulations of the issuers’ place of incorporation, in combination with their constitutional documents, do not provide the shareholder protections set out in the amended Appendix 3 to the Listing Rules under which a uniform set of 14 “Core Standards” for issuers, the issuers should amend their constitutional documents to conform to the aforesaid Core Standards by the second annual general meeting following 1 January 2022. As such, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend and restate the existing memorandum and articles of association of the Company (the “**Memorandum and Articles of Association**”) for the purposes of, among other things, (i) bringing the Memorandum and Articles of Association in line with the aforesaid Core Standards by making the corresponding changes to the Memorandum and Articles of Association in light of the applicable laws and procedures of the Cayman Islands which is the place of incorporation of the Company; and (ii) making certain minor housekeeping amendments (collectively, the “**Proposed Amendments**”).

Accordingly, the Board proposes to adopt the amended and restated Memorandum and Articles of Association after incorporation of the Proposed Amendments, and such amended and restated Memorandum and Articles of Association are subject to the approval of the shareholders of the Company (the “**Shareholders**”) by way of a special resolution at the extraordinary general meeting to be held on 20 June 2023 (the “**EGM**”).

A circular containing, among other things, details of the Proposed Amendments, together with the notice of the EGM, will be despatched to the Shareholders in due course.

By Order of the Board
South China Holdings Company Limited
南華集團控股有限公司
Cheung Choi Ngor
Executive Director

Hong Kong, 21 March 2023

As at the date of this announcement, the Directors are: (1) Mr. Ng Hung Sang, Ms. Cheung Choi Ngor and Mr. Ng Yuk Yeung Paul as executive Directors; (2) Ms. Ng Yuk Mui Jessica, Mr. Ng Yuk Fung Peter, Ms. Li Yuen Yu Alice and Mr. Yu Pui Hang as non-executive Directors; and (3) Mrs. Tse Wong Siu Yin Elizabeth, Mr. Kam Yiu Shing Tony, Ms. Pong Scarlett Oi Lan, BBS, J.P. and Mr. Wong Chun Tat, J.P. as independent non-executive Directors.