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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 ANNUAL GENERAL MEETING HELD ON 27 JUNE 2024**  
**(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**  
**(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR,**  
**A MEMBER OF THE AUDIT COMMITTEE AND**  
**REMUNERATION AND NOMINATION COMMITTEE**

**(1) POLL RESULTS OF ANNUAL GENERAL MEETING HELD ON 27 JUNE 2024**

The board (the “**Board**”) of directors (the “**Director(s)**”) of South China Financial Holdings Limited (the “**Company**”) announces that at the annual general meeting of the Company held on 27 June 2024 (the “**AGM**”), all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the notice of the AGM dated 26 April 2024 (the “**AGM Notice**”) were duly passed by holders (the “**Shareholders**”) of the Company’s ordinary shares (the “**Shares**”) as ordinary resolutions by way of poll. The relevant poll results are set out as follows:

Ordinary Resolutions		Total number of Shares actually voted	Number of Shares actually voted (Approximate % of total number of Shares actually voted)	
			For	Against
1.	To consider and adopt the audited financial statements together with the Directors’ Report and the Independent Auditor’s Report for the year ended 31 December 2023.	166,120,139	166,120,126 (99.9999%)	13 (0.0001%)
2(A).	To re-elect Mr. Ng Hung Sang as Director.	166,120,139	166,120,126 (99.9999%)	13 (0.0001%)
2(B).	To re-elect Ms. Ng Yuk Mui Jessica as Director.	166,120,139	166,120,126 (99.9999%)	13 (0.0001%)

Ordinary Resolutions		Total number of Shares actually voted	Number of Shares actually voted (Approximate % of total number of Shares actually voted)	
			For	Against
2(C).	To re-elect Mr. Tung Woon Cheung Eric as Director.	166,120,139	166,120,126 (99.9999%)	13 (0.0001%)
2(D).	To authorise the Board of the Company to fix the Directors' remuneration.	166,120,139	166,120,126 (99.9999%)	13 (0.0001%)
3.	To re-appoint Messrs. Ernst & Young as auditors and authorise the Board to fix their remuneration.	166,120,139	166,120,126 (99.9999%)	13 (0.0001%)
4(A).	To give a general mandate to the Directors to issue new Shares of the Company.	166,120,139	166,120,126 (99.9999%)	13 (0.0001%)
4(B).	To give a general mandate to the Directors to repurchase Shares of the Company.	166,120,139	166,120,126 (99.9999%)	13 (0.0001%)
4(C).	To extend the general mandate granted to the Directors to issue Shares of the Company by the number of Shares repurchased.	166,120,139	166,120,126 (99.9999%)	13 (0.0001%)

*Notes:*

1. The number of Shares entitling the Shareholders to attend and vote on the Proposed Resolutions: 301,277,070.
2. The number of Shares entitling the Shareholders to attend and abstain from voting in favour of the Proposed Resolutions as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**"): Nil.
3. The number of Shares that are required under the Listing Rules to abstain from voting: Nil.
4. The Company would like to report that among eight (8) directors of the Company, Ms. Cheung Choi Ngor, Ms. Ng Yuk Mui Jessica and Mr. Tung Woon Cheung Eric attended the AGM, while Mr. Ng Hung Sang, Mr. Ng Yuk Yeung Paul, Mrs. Tse Wong Siu Yin Elizabeth, Hon. Raymond Arthur William Sears, K.C. and Mr. Lam Douglas Tak Yip, SC were unable to attend the AGM due to their other business commitments.
5. Union Registrars Limited, the share registrar and transfer office of the Company, acted as scrutineer for the poll taken at the AGM.
6. The full text of each of the Proposed Resolutions numbered 4(A) to 4(C) was set out in the AGM Notice.

## **(2) RETIREMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS**

The Board announces that:

1. Hon. Raymond Arthur William Sears, K.C. (“**Mr. Sears**”), an independent non-executive Director of the Company, retired as a Director by rotation in accordance with Article 116 of the Articles of Association of the Company at the conclusion of the AGM. Mr. Sears did not offer himself for re-election at the AGM, and accordingly, he ceased to be an independent non-executive Director of the Company upon the conclusion of the AGM. Upon his retirement, Mr. Sears also ceased as a member of the audit committee and remuneration and nomination committee of the Company. Mr. Sears has confirmed that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of the Shareholders in respect of his retirement.
2. Mr. Lam Douglas Tak Yip, SC (“**Mr. Lam**”), an independent non-executive Director of the Company, retired as a Director by rotation in accordance with Article 116 of the Articles of Association of the Company at the conclusion of the AGM. Mr. Lam did not offer himself for re-election at the AGM, and accordingly, he ceased to be an independent non-executive Director of the Company upon the conclusion of the AGM. Upon his retirement, Mr. Lam also ceased as a member of remuneration and nomination committee of the Company. Mr. Lam has confirmed that he has no disagreement with the Board and there is no matter which needs to be brought to the attention of the Shareholders in respect of his retirement.

The Board wishes to express its heartfelt thanks to Mr. Sears and Mr. Lam for their valuable contributions to the Company during their tenure of service.

## **(3) APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTOR, A MEMBER OF THE AUDIT COMMITTEE AND REMUNERATION AND NOMINATION COMMITTEE**

The Board is pleased to announce that Ms. Li Yuen Yu Alice (“**Ms. Li**”) has been appointed as an independent non-executive Director, a member of the audit committee and remuneration and nomination committee of the Company with effect from the conclusion of the AGM.

The biographical details of Ms. Li are set out as follows:

Ms. Li, aged 55, is a director of Cheng & Cheng Limited, Certified Public Accountants in Hong Kong. She received her Accounting degree from Monash University, Australia in 1994 and was admitted as a Certified Public Accountant in Australia and in Hong Kong in 1997 and 1998 respectively. She is a fellow member of the Taxation Institute of Hong Kong. She retired as a non-executive director and ceased as a member of the audit committee and remuneration and nomination committee of South China Holdings Company Limited, a company whose shares are listed on the Main Board of The Stock Exchange of Hong Kong Limited (stock code: 00413) with effect from the conclusion of its annual general meeting held on 27 June 2024.

Ms. Li has entered into a letter of appointment with the Company and her initial term of appointment as an independent non-executive Director of the Company is three years commencing from 27 June 2024. She is subject to retirement at the forthcoming general meeting after her appointment and be eligible for re-election and thereafter subject to retirement by rotation at least once every three years in accordance with the articles of association of the Company. Ms. Li is entitled to receive a director's fee of HK\$100,000.00 per annum which is determined by reference to her duties, experience and the involvement.

Save as disclosed above, Ms. Li (i) does not hold any other office in the Company or any subsidiaries of the Company; (ii) does not hold other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas; (iii) does not have any other major appointments and professional qualifications; (iv) does not have any relationship with any Directors, senior management, substantial shareholder or controlling shareholder (as defined under the Listing Rules) of the Company; and (v) does not have any interests in shares of the Company within the meaning of Part XV of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Ms. Li confirmed that (i) she met the independence criteria as set out in Rule 3.13 of the Listing Rules; (ii) she has no past or present financial or other interest in the business of the Company or its subsidiaries or any connection with any core connected person (as defined under the Listing Rules) of the Company; and (iii) there are no other factors that may affect her independence at the time of her appointment.

Save as disclosed above, there is no information in relation to the appointment of Ms. Li that need to be disclosed pursuant to Rule 13.51(2) of the Listing Rules and there are no other matters relating to her appointment that needs to be brought to the attention of the Shareholders.

The Board would like to express its warmest welcome to Ms. Li for joining the Board.

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, 27 June 2024

*As at the date of this announcement, the Directors are:*

***Executive Directors***

*Mr. Ng Hung Sang*

*Ms. Cheung Choi Ngor*

*Ms. Ng Yuk Mui Jessica*

*Mr. Ng Yuk Yeung Paul*

***Independent Non-executive Directors***

*Mrs. Tse Wong Siu Yin Elizabeth*

*Mr. Tung Woon Cheung Eric*

*Ms. Li Yuen Yu Alice*