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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)

**POLL RESULTS OF
ANNUAL GENERAL MEETING HELD ON 27 JUNE 2024
AND
RESIGNATION OF DIRECTOR
AND
RETIREMENT OF DIRECTORS
AND
CHANGE OF CHAIRMAN OF BOARD COMMITTEE
AND
CHANGE IN THE COMPOSITION OF BOARD COMMITTEES**

POLL RESULTS OF THE AGM

The board (the “**Board**”) of directors (the “**Directors**”) of South China Holdings Company Limited (the “**Company**”) is pleased to announce 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 24 April 2024 (the “**Notice of AGM**”) were duly passed by holders (the “**Shareholders**”) of the Company’s ordinary shares of HK\$0.01 each (the “**Shares**”) by way of poll. The poll results in respect of the Proposed Resolutions were as follows:

Ordinary Resolutions		Number of Shares actually voted (Approximate % of total number of Shares actually voted)		Total number of Shares actually voted
		For	Against	
1.	To consider and adopt the audited financial statements together with the Directors’ Report and Independent Auditor’s Report for the year ended 31 December 2023.	10,532,133,360 (100.0000%)	0 (0.0000%)	10,532,133,360

Ordinary Resolutions		Number of Shares actually voted (Approximate % of total number of Shares actually voted)		Total number of Shares actually voted
		For	Against	
2.	To re-elect Mr. Ng Hung Sang as Director.	10,532,133,360 (100.0000%)	0 (0.0000%)	10,532,133,360
3.	To re-elect Ms. Cheung Choi Ngor as Director.	10,532,133,360 (100.0000%)	0 (0.0000%)	10,532,133,360
4.	To authorise the Board to fix the remuneration of the Directors.	10,532,133,360 (100.0000%)	0 (0.0000%)	10,532,133,360
5.	To re-appoint KPMG as auditor and authorise the Board to fix their remuneration.	10,532,133,360 (100.0000%)	0 (0.0000%)	10,532,133,360
6(A).	To give a general mandate to the Directors to issue new shares of the Company.	10,479,733,107 (99.5025%)	52,400,253 (0.4975%)	10,532,133,360
6(B).	To give a general mandate to the Directors to repurchase shares of the Company.	10,532,133,360 (100.0000%)	0 (0.0000%)	10,532,133,360
6(C).	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.	10,479,733,107 (99.5025%)	52,400,253 (0.4975%)	10,532,133,360
As more than 50% of the votes were cast in favour of each of the above resolutions, all the above resolutions were duly passed as ordinary resolutions.				

Notes:

- Number of Shares entitling the Shareholders to attend and vote on the Proposed Resolutions at the AGM: 13,221,302,172 Shares.
- Number of Shares entitling the Shareholders to attend and abstain from voting in favour as set out in Rule 13.40 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) at the AGM: Nil.
- Number of Shares for Shareholders required under the Listing Rules to abstain from voting at the AGM: Nil.
- Union Registrars Limited, the share registrar of the Company, acted as the scrutineer for the poll at the AGM.
- The full text of the Proposed Resolutions nos. 6(A) to 6(C) are set out in the Notice of AGM.

6. Ms. Cheung Choi Ngor, Ms. Ng Yuk Mui Jessica, Ms. Li Yuen Yu Alice, Mr. Yu Pui Hang and Ms. Pong Scarlett Oi Lan, BBS, J.P. attended the AGM in person, while other Directors were unable to attend the AGM due to other business engagements.
7. All percentages rounded to four decimal places.

RESIGNATION OF DIRECTOR AND RETIREMENT OF DIRECTORS AND CHANGE OF CHAIRMAN OF BOARD COMMITTEE AND CHANGE IN THE COMPOSITION OF BOARD COMMITTEES

The Board announces that:

- (1) Mr. Ng Yuk Fung Peter (“**Mr. Ng**”), a non-executive Director, has resigned as a Director with effect from 27 June 2024 due to pursuing other business opportunities;
- (2) Ms. Li Yuen Yu Alice (“**Ms. Li**”), a non-executive Director, 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. Ms. Li did not offer herself for re-election at the AGM, and accordingly, she ceased to be a non-executive Director upon the conclusion of the AGM. Following her retirement, Ms. Li also ceased to be a member of each of the audit committee (the “**Audit Committee**”) and the remuneration and nomination committee (the “**Remuneration and Nomination Committee**”) of the Company; and
- (3) Mrs. Tse Wong Siu Yin Elizabeth (“**Mrs. Tse**”), an independent non-executive Director, 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. Mrs. Tse did not offer herself for re-election at the AGM, and accordingly, she ceased to be an independent non-executive Director upon the conclusion of the AGM. Following her retirement, Mrs. Tse also ceased to be the chairman of the Remuneration and Nomination Committee and a member of the Audit Committee.

Each of Mr. Ng, Ms. Li and Mrs. Tse has confirmed that he/she has no disagreement with the Board and there is no matter relating to his/her retirement that needs to be brought to the attention of the Shareholders and the Stock Exchange.

Following the retirement of Mrs. Tse, the Board is pleased to announce that Ms. Pong Scarlett Oi Lan, BBS, J.P. (“**Ms. Pong**”), an independent non-executive Director, has been appointed as the chairman of the Remuneration and Nomination Committee with effect from the conclusion of the AGM.

With effect from the conclusion of the AGM, the composition of the Audit Committee and the Remuneration and Nomination Committee are as follows:

Audit Committee

Mr. Kam Yiu Shing Tony (*Committee Chairman*)
Ms. Pong Scarlett Oi Lan, BBS, J.P.
Mr. Wong Chun Tat, J.P.

Remuneration and Nomination Committee

Ms. Pong Scarlett Oi Lan, BBS, J.P. (*Committee Chairman*)
Mr. Kam Yiu Shing Tony
Mr. Wong Chun Tat, J.P.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Ng, Ms. Li and Mrs. Tse for their valuable contributions to the Company during the tenure of their offices, and extend its warm welcome to Ms. Pong on taking up her new position with the Company.

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, 27 June 2024

As at the date of this announcement, 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.