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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 16 JUNE 2020 AND RETIREMENT OF DIRECTOR

Poll Results of the 2020 Annual General Meeting

The board of directors (the “**Board**”) of South China Holdings Company Limited (the “**Company**”) is pleased to announce that at the Annual General Meeting of the Company held on 16 June 2020 (the “**AGM**”), all the proposed resolutions (the “**Proposed Resolutions**”) as set out in the notice of the AGM dated 27 April 2020 (the “**AGM Notice**”) were duly passed by holders (the “**Shareholders**”) of the Company’s ordinary shares of HK\$0.01 each (the “**Ordinary Shares**”) by way of poll. The relevant poll results are set out as follows:

Ordinary Resolutions		Number of Ordinary Shares actually voted (Approximate % of total number of Ordinary Shares actually voted)		Total number of Ordinary 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 2019.	10,609,198,666 (100.0000%)	0 (0.0000%)	10,609,198,666
2.	To re-elect Mr. Richard Howard Gorges as Director.	10,552,446,413 (99.4651%)	56,752,253 (0.5349%)	10,609,198,666
3.	To re-elect Ms. Ng Yuk Mui Jessica as Director.	10,552,446,413 (99.4651%)	56,752,253 (0.5349%)	10,609,198,666
4.	To re-elect Mr. Chiu Sin Chun as Director.	10,609,198,666 (100.0000%)	0 (0.0000%)	10,609,198,666
5.	To authorise the Board of Directors to fix the Directors’ remuneration.	10,609,198,666 (100.0000%)	0 (0.0000%)	10,609,198,666
6.	To re-appoint KPMG as Auditor and authorise the Board of Directors to fix their remuneration.	10,609,198,666 (100.0000%)	0 (0.0000%)	10,609,198,666

Ordinary Resolutions		Number of Ordinary Shares actually voted (Approximate % of total number of Ordinary Shares actually voted)		Total number of Ordinary Shares actually voted
		For	Against	
7(A).	To give a general mandate to the Directors to issue new shares of the Company.	10,552,446,413 (99.4651%)	56,752,253 (0.5349%)	10,609,198,666
7(B).	To give a general mandate to the Directors to repurchase shares of the Company.	10,609,198,666 (100.0000%)	0 (0.0000%)	10,609,198,666
7(C).	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.	10,552,446,413 (99.4651%)	56,752,253 (0.5349%)	10,609,198,666

Notes:

1. The number of Ordinary Shares entitling the Shareholders to attend and vote on the Proposed Resolutions: 13,221,302,172.
2. The number of Ordinary 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 Ordinary Shares that are required under the Listing Rules to abstain from voting: Nil.
4. Union Registrars Limited, the share registrar of the Company, acted as scrutineers for the poll taken at the AGM.
5. The full text of each of the Proposed Resolutions 7(A) to 7(C) was set out in the AGM Notice.

Retirement of Director

The Company announces that Mr. Yip Dicky Peter, J.P. (“**Mr. Yip**”), 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. Yip 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. Yip also ceased to be a member of each of the audit committee and remuneration and nomination committee of the Company. Mr. Yip 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. Yip for his valuable contributions to the Company during his tenure of service.

Following the retirement of Mr. Yip, the Board comprises eleven members, including four executive directors, four non-executive directors and three independent non-executive directors, with the number of independent non-executive directors falling below one-third of the Board as required under Rule 3.10A of the Listing Rules.

In order to fulfill the requirements of Rule 3.10A of the Listing Rules, the Company is endeavoring to identify and appoint a new independent non-executive director of the Company as soon as practicable and in any event within three months from 16 June 2020, and will make further announcement as and when appropriate.

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, 16 June 2020

As at the date of this announcement, the directors of the Company are: (1) Mr. Ng Hung Sang, Ms. Cheung Choi Ngor, Mr. Richard Howard Gorges and Mr. Ng Yuk Yeung Paul as executive directors; (2) Ms. Ng Yuk Mui Jessica, Mr. Ng Yuk Fung Peter, Mr. David Michael Norman and Ms. Li Yuen Yu Alice as non-executive directors; and (3) Mr. Chiu Sin Chun, Mr. Kam Yiu Shing Tony and Mrs. Tse Wong Siu Yin Elizabeth as independent non-executive directors.