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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: 413)

FURTHER DELAY IN DESPATCH OF CIRCULAR IN RESPECT OF MAJOR AND CONNECTED TRANSACTIONS IN RELATION TO THE PROPOSED

- (1) EXERCISE OF PUT OPTION;**
- (2) ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
ELITE EMPIRE INVESTMENTS LIMITED;**
- (3) ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
BIGWIN INVESTMENTS LIMITED; AND**
- (4) PROVISION OF GUARANTEES FOR BENEFIT OF
SOUTH CHINA LAND LIMITED**

Reference is made to the announcement of South China Holdings Company Limited (the “**Company**”) dated 7 July 2015 (the “**Announcement**”) in furtherance of the joint announcement of the Company and South China Land Limited (“**SCL**”) dated 16 June 2015 regarding the major and connected transactions in relation to the proposed (1) exercise of Put Option; (2) acquisition of the entire issued share capital of Elite Empire Investments Limited; (3) acquisition of the entire issued share capital of Bigwin Investments Limited; and (4) provision of guarantees for benefit of SCL. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

As disclosed in the Announcement, a circular containing further details of, among other things, the Transactions and the notice of the extraordinary general meeting of the Company as required under the Listing Rules is expected to be despatched to the shareholders of the Company (the “**Shareholders**”) on or before 29 July 2015. However, as additional time is required to prepare and finalise certain information to be included in the circular, the despatch date of the circular will be postponed to a date not later than 31 August 2015.

As Completion is subject to the fulfillment of a number of conditions precedent, the Transactions may or may not proceed. The Shareholders and potential investors should exercise caution when dealing in the Company’s shares.

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, 29 July 2015

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, Mr. Ng Yuk Fung Peter and Mr. Law Albert Yu Kwan as executive directors; (2) Ms. Ng Yuk Mui Jessica and Mr. David Michael Norman as non-executive directors; and (3) Mr. Chiu Sin Chun, Mrs. Tse Wong Siu Yin Elizabeth, Ms. Li Yuen Yu Alice, Mr. Yip Dicky Peter, J.P., Dr. Leung Tony Ka Tung and Mr. Lau Lai Chiu Patrick as independent non-executive directors.