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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)**

### **POLL RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 2 JUNE 2020**

References are made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of EGM of South China Financial Holdings Limited (the “**Company**”) dated 15 May 2020 regarding (1) Connected Transaction in relation to the issue of Convertible Bonds under Specific Mandate; and (2) the notice of EGM. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE EGM**

The Board is pleased to announce that the EGM held on 2 June 2020, the proposed resolution (the “**Resolution**”) as set out in the notice of the EGM was duly passed by the Independent Shareholders by way of poll as an ordinary resolution (with more than 50% of the votes cast in favour of the Resolution). The relevant poll results are set out as follows:

<b>ORDINARY RESOLUTION</b>		<b>Total number of Shares actually voted</b>	<b>Number of Shares actually voted (Approximate % of total number of Shares actually voted)</b>	
			<b>For</b>	<b>Against</b>
(a)	To approve the subscription agreement (the “ <b>Subscription Agreement</b> ”) dated 7 April 2020 entered into between the Company as issuer and Total Grace Investments Limited as subscriber (the “ <b>Subscriber</b> ”) in relation to the subscription of the convertible bonds in an aggregate principal amount of HK\$50,000,000 (the “ <b>Convertible Bonds</b> ”) to be issued by the Company and all transactions contemplated thereunder and in connection therewith;	65,236,397	48,489,057 (74.3282%)	16,747,340 (25.6718%)

ORDINARY RESOLUTION		Total number of Shares actually voted	Number of Shares actually voted (Approximate % of total number of Shares actually voted)	
			For	Against
(b)	subject to and conditional upon the listing committee approving the listing of, and granting the permission to deal in, the Conversion Shares (as defined below), to authorize the directors of the Company (the “ <b>Directors</b> ”) to: (i) issue the Convertible Bonds to the Subscriber; and (ii) allot and issue such shares of the Company which may fall to be issued upon exercise of the conversion rights attaching to the Convertible Bonds (the “ <b>Conversion Shares</b> ”) on the terms and subject to the conditions of the Convertible Bonds;			
(c)	to grant an unconditional specific mandate to the Directors to exercise the powers to allot, issue and deal with such number of Conversion Shares as may be required to be allotted and issued upon the exercise of the conversion rights attaching to the Convertible Bonds pursuant to the terms of the Convertible Bonds; and			
(d)	subject to and conditional upon the fulfilment of the conditions in the Subscription Agreement, to authorize any one or more Directors to, for and on behalf of the Company, execute all such documents, instruments and agreements, and take such action, do all such acts or things, as he/she/they may, in his/her/their absolute discretion, consider necessary, appropriate, desirable or expedient for the purpose of, or in connection with, the implementation of or giving effect or completion of any matters relating to the Subscription Agreement and all transactions contemplated thereunder.			

*Notes:*

1. As at the date of the EGM, there were 301,277,070 Shares in issue.
2. The number of Shares entitling the Independent Shareholders to attend and vote on the Resolution at the EGM was 201,115,463.
3. There was no Share entitling the Shareholders to attend and abstain from voting in favour of the Resolution at the EGM as set out in Rule 13.40 of the Listing Rules.

4. There were 100,161,607 Shares that are required under the Listing Rules to abstain from voting on the Resolution of which includes the Shares in aggregate hold by Subscriber and its associates (namely, Mr. Ng, the chairman of the Board, an executive Director and a substantial Shareholder of the Company, Uni-Spark Investments Limited, Fung Shing Group Limited, Parkfield Holdings Limited, Ronastar Investments Limited and Mr. Paul Ng).
5. Union Registrars Limited, the share registrar of the Company, acted as scrutineer for the vote-taking at the EGM.
6. Save as disclosed, no other Shareholder is required to abstain from voting at the EGM.

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 and Chief Executive Officer*

Hong Kong, 2 June 2020

*As at the date of this announcement, the Directors are (1) Mr. Ng Hung Sang, Ms. Cheung Choi Ngor and Ms. Ng Yuk Mui Jessica as executive Directors; and (2) Hon. Raymond Arthur William Sears, Q.C., Mrs. Tse Wong Siu Yin Elizabeth and Mr. Tung Woon Cheung Eric as independent non-executive Directors.*