# SOUTH CHINA HOLDINGS LIMITED

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 265)**

# PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the English name of the Company from "South China Holdings Limited" to "Orient Victory China Holdings Limited" and adopt the Chinese name "東勝中國控股有限公司" as the dual foreign name of the Company.

The proposed change of Company's name is subject to the passing of a special resolution by the shareholders of the Company at an extraordinary general meeting of the Company and the approval by the Registrar of Companies in the Cayman Islands.

Reference is made to (a) the announcement dated 25 June 2014 jointly issued by South China Holdings Limited (the "**Company**") and the Offeror in relation to, among other things, the Share Purchase Agreement and the Offer; (b) the announcement dated 4 September 2014 jointly issued by the Company and the Offeror in relation to, among other things, the completion of the Share Purchase Agreement; and (c) the composite document dated 10 September 2014 jointly issued by the Company and the Offeror in relation to, among other things, the Offer (the "**Composite Document**"). Unless otherwise defined herein or the context otherwise requires, terms used in this announcement shall have the same meanings as those defined in the Composite Document.

## PROPOSED CHANGE OF COMPANY NAME

The board of directors (the "**Board**") of the Company proposes to change the English name of the Company from "South China Holdings Limited" to "Orient Victory China Holdings Limited" and adopt the Chinese name "東勝中國控股有限公司" as the dual foreign name of the Company (the "**Change of Company Name**").

## REASONS FOR THE PROPOSED CHANGE OF COMPANY NAME

Pursuant to the Share Purchase Agreement, the Offeror shall use its reasonable endeavours to procure the Company to change its name within two months after the completion of the Share Purchase Agreement. Accordingly, the Board put forward the proposal of the Change of Company Name. The Board believes that the new English and Chinese names of the Company will not only provide the Company with fresh corporate identity, but will also better reflect the relationship between the Company and its new controlling shareholder, the Offeror. The Board is of the opinion that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

## CONDITIONS FOR THE PROPOSED CHANGE OF COMPANY NAME

The Change of Company Name is subject to the following conditions (the "**Conditions**"):

(a) the passing of a special resolution by the Shareholders at an extraordinary general meeting of the Company (the "**EGM**") approving the Change of Company Name; and

(b) the Registrar of Companies in the Cayman Islands approving the Change of Company Name.

Subject to the satisfaction of the Conditions, the new English name and the dual foreign name in Chinese of the Company will be entered into the Register of Companies maintained by the Registrar of companies in the Cayman Islands in place of the existing company name of the Company and the change of Company Name will take effect from the date of the passing of the special resolution approving the same. The Registrar of Companies in the Cayman Islands shall issue a certificate of incorporation on change of name thereafter. The Company will then carry out the necessary filing procedures with the Companies Registry in Hong Kong.

## EFFECTS OF THE PROPOSED CHANGE OF COMPANY NAME

The Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the Company's existing name shall, after the Change of Company Name having become effective, continue to be evidence of the title of the securities of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangements for free exchange of existing share certificates for new share certificates bearing the new names of the Company. Once the Change of Company Name becoming effective, new share certificates will be issued only in the new name of the Company.

## GENERAL

The EGM will be convened to consider and, if thought fit, approve the Change of Company Name. A circular containing, among other things, details of the Change of Company Name and a notice convening the EGM will be dispatched to the Shareholders as soon as practicable. Further announcement(s) will be made by the Company to inform the Shareholders of, among other things, the results of the EGM, the effective date of the Change of Company Name and the new stock short name of the Company for trading of the Shares on the Stock Exchange as and when appropriate.

For and on behalf of
**South China Holdings Limited**
**Shi Baodong**
*Executive Director*

Hong Kong, 12 September 2014

*As at the date of this announcement, the Board of the Company comprises seven executive Directors, being Mr. Ng Hung Sang, Mr. Richard Howard Gorges, Ms. Cheung Choi Ngor, Mr. Ng Yuk Fung Peter, Mr. Shi Baodong, Mr. Wang Jianhua, Ms. Xu Yongmei, three non-executive Directors, being Ms. Ng Yuk Mui Jessica, Mr. David Michael Norman and Mr. Zhou Jiangyong, and six independent non-executive Directors, being Mr. David John Blackett, Mrs. Tse Wong Siu Yin Elizabeth, Mr. Cheng Hong Kei, Mr. Dong Xiaojie, Mr. He Qi and Mr. Law Wang Chak, Waltery.*