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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in South China Financial Holdings Limited, you should at once hand this circular and the accompanying proxy form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

A notice convening an annual general meeting of South China Financial Holdings Limited (the “**Company**”) to be held at 36th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Tuesday, 16 June 2026 at 11:00 a.m. (the “**AGM**”) is set out on pages 13 to 16 of this circular.

A proxy form for use at the annual general meeting is enclosed with this circular. Whether or not you are able to attend the annual general meeting or any adjournment thereof, you are requested to read the notice and complete and return the proxy form in accordance with the instructions printed thereon, to the Company’s share registrar, Union Registrars Limited at Suites 3301–04, 33rd Floor, Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the annual general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the annual general meeting or any adjournment thereof, should you so wish.

In the event of any inconsistency, the English version of this circular shall prevail over the Chinese version.

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DEFINITIONS

In this circular, unless the context requires otherwise, the following expressions have the following meanings:

“AGM”	the annual general meeting of the Company to be convened and held at 36th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Tuesday, 16 June 2026 at 11:00 a.m., notice of which is set out on pages 13 to 16 of this circular
“Articles of Association”	the articles of association of the Company
“Board”	the Company’s board of Directors
“CCASS”	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited
“close associate(s)”	shall have the meaning ascribed to it in the Listing Rules
“Companies Ordinance”	Companies Ordinance (Chapter 622 of the laws of Hong Kong) as amended from time to time
“Company”	South China Financial Holdings Limited南華金融控股有限公司, a company incorporated in Hong Kong with limited liability, the Shares are listed on the Main Board of the Stock Exchange
“core connected person(s)”	shall have the meaning ascribed to it in the Listing Rules
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Issue Mandate”	a general mandate proposed to be granted to the Directors at the AGM to allot, issue and deal with Shares (including sale and transfer of Treasury Shares) not exceeding 20% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“Latest Practicable Date”	20 April 2026, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Mr. Ng”	Mr. Ng Hung Sang, an executive Director, the chairman of the Board and a substantial Shareholder of the Company
“Mr. Paul Ng”	Mr. Ng Yuk Yeung Paul, an executive director of the Company and the son of Mr. Ng
“Ms. Cheung”	Ms. Cheung Choi Ngor, an executive Director, the vice chairman of the Board of the Company
“parties acting in concert”	has the meaning ascribed thereto in the Takeovers Code
“Remuneration and Nomination Committee”	the remuneration and nomination committee of the Board
“Repurchase Mandate”	a general mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution granting such mandate
“SFC”	The Securities and Futures Commission
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission
“Treasury Share(s)”	has the meaning ascribed to it under the Listing Rules and as amended from time to time
“%”	per cent.



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)

Executive Directors:

Mr. Ng Hung Sang (*Chairman*)
Ms. Cheung Choi Ngor (*Vice Chairman*)
Ms. Ng Yuk Mui Jessica
(Executive Vice Chairman and Chief Executive Officer)
Mr. Ng Yuk Yeung Paul

Registered office:

28th Floor
Bank of China Tower
1 Garden Road
Central
Hong Kong

Independent Non-executive Directors:

Mrs. Tse Wong Siu Yin Elizabeth
Mr. Tung Woon Cheung Eric
Ms. Li Yuen Yu Alice

29 April 2026

*To the Shareholders and, for information only,
the holders of share options of the Company*

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF DIRECTORS
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with information in respect of the resolutions to be proposed at the AGM for approving: (a) the grant of the Issue Mandate to the Directors; (b) the grant of the Repurchase Mandate to the Directors; (c) the extension of the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate; and (d) the re-election of Directors; and notice of the AGM.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

As the general mandates to issue Shares and to repurchase Shares granted by the Shareholders at the annual general meeting of the Company held on 17 June 2025 will lapse at the conclusion of the AGM, ordinary resolutions will be proposed at the AGM to grant to the Directors the Issue Mandate and the Repurchase Mandate. Conditional upon the above resolutions being passed, a separate resolution will be proposed to extend the Issue Mandate by adding to it the aggregate number of Shares repurchased under the Repurchase Mandate. Details of these resolutions are set out in the notice of AGM.

LETTER FROM THE BOARD

As at the Latest Practicable Date, the Company had 301,277,070 shares in issue (excluding any Treasury Shares). Assuming that there is no change in the number of the issued Shares during the period between the Latest Practicable Date and the date of the AGM, the maximum number of Shares which may be allotted, issued and otherwise dealt with (including any sale or transfer of Treasury Shares) pursuant to the Issue Mandate will be 60,255,414 Shares, representing 20% of the total number of issued Shares and the maximum number of Shares which may be repurchased pursuant to the Repurchase Mandate will be 30,127,707 Shares, representing 10% of the total number of issued Shares.

If the Company purchases any Shares pursuant to the Repurchase Mandate, the Company will either (i) cancel the Shares repurchased; or (ii) hold such Shares in treasury, subject to market conditions and the Company's capital management needs at the relevant time any repurchases of Shares are made. If the Company holds any Shares in treasury, any sale or transfer of Shares in treasury will be subject to the ordinary resolution contained in item 4(A) of the notice of AGM and made in accordance with the Listing Rules and applicable laws and regulations of Hong Kong.

An explanatory statement containing information relating to the Repurchase Mandate as required by the Listing Rules is set out in Appendix I to this circular.

RE-ELECTION OF DIRECTORS

In accordance with Article 116 of the Articles of Association, Mr. Ng Hung Sang, Mr. Ng Yuk Yeung Paul and Mr. Tung Woon Cheung Eric will retire from office by rotation and, being eligible, offer themselves for re-election at the AGM.

The Remuneration and Nomination Committee has reviewed and considered the Board's composition, nominated Mr. Ng Hung Sang, Mr. Ng Yuk Yeung Paul and Mr. Tung Woon Cheung Eric to the Board for it to recommend to Shareholders for re-election at the AGM.

The Remuneration and Nomination Committee formed the view that, notwithstanding that Mr. Tung Woon Cheung Eric has served on the Board for over nine years, he remains independent, taking into account, his impartial views and comments expressed during the Board and the Board Committee meetings. There is no evidence to suggest that his tenure has had any impact on his independence and effective oversight of the management.

The Board has considered the recommendation of the Remuneration and Nomination Committee and has reviewed and considered the qualifications, skills and experience and suitability of Mr. Ng Hung Sang, Mr. Ng Yuk Yeung Paul and Mr. Tung Woon Cheung Eric, in particular, in respect of their appointment as Director.

The Board is satisfied that Mr. Ng Hung Sang, Mr. Ng Yuk Yeung Paul and Mr. Tung Woon Cheung Eric possess the requisite experience and capabilities to assume their respective responsibilities.

The nominations were made in accordance with the nomination policy of the Company and the criteria and procedures in making nominations, including but not limited to, skills, experience and professional expertise, diversity, commitment and standing, with due regard for the benefits of diversity, as set out under the board diversity policy of the Company.

LETTER FROM THE BOARD

At the AGM, ordinary resolutions will also be proposed to re-elect the above retiring Directors as Directors in accordance with the Articles of Association. To enable the Shareholders to make an informed decision on the re-election of these retiring Directors, the biographical details of the Directors proposed for re-election, as required under Chapter 13 of the Listing Rules, are set out in the Appendix II to this circular.

RECOMMENDATION OF THE REMUNERATION AND NOMINATION COMMITTEE WITH RESPECT TO THE INDEPENDENT NON-EXECUTIVE DIRECTOR SUBJECT TO RE-ELECTION AT THE AGM

The Remuneration and Nomination Committee assessed and reviewed the written confirmation of independence of Mr. Tung Woon Cheung Eric, the independent non-executive Director who have offered himself for re-election at the AGM based on the independence criteria as set out in Rule 3.13 of the Listing Rules. In addition, the Remuneration and Nomination Committee evaluated his performance and is of the view that he has provided valuable contributions to the Company and has demonstrated his ability to provide independent, balanced and objective view to the Company's affairs.

The Remuneration and Nomination Committee is also of the view that Mr. Tung Woon Cheung Eric would bring to the Board his own perspective, skills and experience, as further described in his biography in Appendix II to this circular.

Based on the board diversity policy adopted by the Company, the Remuneration and Nomination Committee considers that Mr. Tung Woon Cheung Eric can contribute to the diversity of the Board, in particular, with his strong educational background and professional experience in his expertise.

Therefore, the Board, with the recommendation of the Remuneration and Nomination Committee, has nominated Mr. Tung Woon Cheung Eric for re-election as independent non-executive Director at the AGM.

ANNUAL GENERAL MEETING

A notice convening the AGM is set out on pages 13 to 16 of this circular. At the AGM, relevant resolutions will be proposed to approve the granting of the Issue Mandate, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors.

A proxy form for use at the AGM is enclosed herewith. Whether or not you are able to attend the AGM or any adjournment thereof, you are requested to read the notice and complete and return the proxy form in accordance with the instructions printed thereon, to the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than forty-eight (48) hours before the time appointed for holding the AGM or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending and voting in person at the AGM or any adjournment thereof, and in such event, the appointment of the proxy will be deemed to be revoked.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Wednesday, 10 June 2026 to Tuesday, 16 June 2026 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents, accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 9 June 2026.

VOTING BY WAY OF POLL

Under Rule 13.39(4) of the Listing Rules, any vote at a general meeting must be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Treasury Shares, if any, registered in the name of the Company, shall have no voting rights at the general meeting(s) of the Company. For the avoidance of doubt, Treasury Shares, if any, pending withdrawal from and/or transfer through CCASS shall not bear any voting rights at the Company's general meeting(s).

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Directors consider that the granting of the Issue Mandates, the Repurchase Mandate, the extension of the Issue Mandate and the re-election of Directors are in the best interests of the Company and the Shareholders as a whole and so recommend the Shareholders to vote in favour of the resolutions to be proposed at the AGM.

Yours faithfully
By Order of the Board
South China Financial Holdings Limited
南華金融控股有限公司
Ng Hung Sang
Chairman

*This is an explanatory statement (“**Explanatory Statement**”) given to the Shareholders relating to the resolution to be proposed at the AGM authorizing the Repurchase Mandate. This Explanatory Statement contains all the information required pursuant to the Listing Rules, which is set out as follows and that neither the Explanatory Statement nor the Repurchase Mandate has any unusual features:*

1. EXERCISE OF THE REPURCHASE MANDATE

As at the Latest Practicable Date, there was a total of 301,277,070 Shares in issue (excluding any Treasury Shares).

Subject to the passing of the resolution in relation to the Repurchase Mandate and on the basis that no further Shares are issued or repurchased by the Company prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 30,127,707 Shares (representing 10% of the total number of issued shares of the Company (excluding any Treasury Shares)) during the period from the date of the passing of the ordinary resolution numbered 4(B) in the notice of the AGM of this circular up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association or any applicable laws to be held; or (iii) the revocation or variation of the Repurchase Mandate by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Company’s capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders’ rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

2. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interest of the Company and the Shareholders. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value of the Company and/or its earnings per Share and will only be made when the Directors believe that such a repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with the Articles of Association, the Listing Rules and the Companies Ordinance. The Company is empowered by its Articles of Association to repurchase its Shares. The Companies Ordinance provides that the amount of capital repaid in connection with a share repurchase may only be paid from the distributable profits of the Company and/or the proceeds of a new issue of Shares made for this purpose of the repurchase to such extent allowable under the Companies Ordinance.

4. GENERAL

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the financial year ended 31 December 2025) in the event that the Repurchase Mandate is exercised in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company.

5. UNDERTAKING

The Directors will exercise the Repurchase Mandate only in accordance with the Listing Rules, the Articles of Association and the applicable laws of Hong Kong.

None of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, any of their close associates have any present intention, if the Repurchase Mandate is approved by the Shareholders, to sell any Shares to the Company or its subsidiaries.

No core connected person of the Company has notified the Company that he has a present intention to sell any Shares to the Company, nor has undertaken not to do so, in the event that the Repurchase Mandate is approved by the Shareholders.

6. TAKEOVERS CODE

If as a result of a repurchase of Shares, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of Rule 26 of the Takeovers Code. Depending on the level of such increase, a Shareholder's or parties acting in concert's percentage interest in the voting rights of the Company could reach or exceed 30%, or if already 30% or higher, increase by more than 2% over the lowest percentage holding during the relevant 12-month period, thereby obliging such Shareholder or parties acting in concert to make a mandatory general offer under Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, to the best of the knowledge and belief of the Directors, the parties acting in concert (being Mr. Ng Hung Sang and his close associates, Mr. Ng Yuk Yeung Paul, Ms. Cheung Choi Ngor and Mr. Richard Howard Gorges) (the "**Concert Parties**") were interested in 123,919,918 Shares, representing approximately 41.13% of the total number of issued Shares of the Company.

In the event that the Directors were to exercise the proposed Repurchase Mandate in full (i.e. to repurchase 10% of the issued share capital of the Company) and assuming that (i) there is no further change in the issued share capital of the Company; and (ii) the number of Shares held by the Concert Parties remains unchanged, the shareholding interest of the Concert Parties in the issued share capital of the Company would be diluted upwards to approximately 45.70%.

Such increase would represent an increase of approximately 4.57 percentage points from their current shareholding interest of 41.13%. According to Rule 26 of the Takeovers Code, this would exceed the 2% creeper limit (calculated from their lowest percentage holding of approximately 39.74% within the relevant rolling 12-month period) and would therefore give rise to an obligation to make a mandatory general offer under Rule 26 of the Takeovers Code.

However, the Directors have no present intention to exercise the Repurchase Mandate to such an extent that would give rise to such an obligation under the Takeovers Code. The management will monitor the actual level of repurchase and ensure that the total number of Shares repurchased does not exceed approximately 1.47% of the issued share capital of the Company (about 4,420,000 Shares based on 301,277,070 issued Shares as at the Latest Practicable Date), being the level at which the Concert Parties' shareholding would reach approximately 41.74%, (remaining within the 2% creeper limit).

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of any Shares has been made by the Company in the six months prior to the Latest Practicable Date, whether on the Stock Exchange or otherwise.

8. SHARE PRICES

The highest and lowest prices at which Shares have been traded on the Stock Exchange during each of the previous twelve months preceding the Latest Practicable Date were as follows:

	Price per Share	
	Highest	Lowest
	HK\$	HK\$
2025		
April	0.212	0.166
May	0.190	0.151
June	0.250	0.156
July	0.475	0.215
August	0.330	0.250
September	0.340	0.233
October	0.330	0.255
November	0.435	0.290
December	0.420	0.355
2026		
January	0.445	0.365
February	0.390	0.325
March	0.380	0.290
April (up to the Latest Practicable Date)	0.350	0.265

Details of the retiring Directors proposed to be re-elected at the AGM at the Latest Practicable Date are set out as follows:

1. Mr. Ng Hung Sang, Executive Director and Chairman

Aged 76, is an Executive Director, the Chairman and a member of the Executive Committee of the Company. He is actively involved in the overall corporate policies, strategic planning and business development of the Group. He is also an executive director and the chairman of South China Holdings Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 00413). He also holds several directorships in certain subsidiaries of the Group. He holds a Master's degree in Marketing from Lancaster University in the United Kingdom and is a fellow member of the Chartered Institute of Management Accountants. He was appointed as a Director of the Company on 7 December 1988. He is the father of Ms. Ng Yuk Mui Jessica, an Executive Director, the Executive Vice Chairman and Chief Executive Officer and a member of the Executive Committee of the Company and Mr. Ng Yuk Yeung Paul, an Executive Director and a member of the Executive Committee of the Company. He is a director of companies which have an interest in the shares or underlying shares of the Company and is required to disclose to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance.

Mr. Ng has not entered into any service contract with the Company. He is subject to retirement at the AGM by rotation and eligible for re-election in accordance with the Articles of Association. He received a director's fee of HK\$10,000 for the year ended 31 December 2025, which is determined by reference to his duties, experience and involvement. As at the Latest Practicable Date, Mr. Ng is holding 13,005,264 Shares as beneficial owner, 77,328,343 Shares as interests of controlled corporations and 548,129,869 underlying shares within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Ng does not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas. He also does not hold any other position in the Company and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Mr. Ng as an Executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

2. Mr. Ng Yuk Yeung Paul, Executive Director

Aged 44, is an Executive Director and a member of the Executive Committee of the Company. He is also an executive director, the executive vice chairman, the co-chief executive officer and a member of the executive committee of South China Holdings Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 00413). He is an independent non-executive director of China Rongzhong Financial Holdings Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 03963). He also holds several directorships in certain subsidiaries of the Company. He graduated in Law from Corpus Christi College, University of Cambridge (the “**University**”) in the United Kingdom and is a Scholar of the University. He is an associate member of the Chartered Institute of Management Accountants and a member of the 13th and 14th National Committee of the Chinese People’s Political Consultative Conference and is a standing member of the 11th, 12th and 13th Liaoning Provincial Committee of the Chinese People’s Political Consultative Conference. He was the winner of the Young Industrialist Awards of Hong Kong 2017. He has extensive experience in the financial services, property development, OEM toys manufacturing, tourism and media businesses. He was appointed as a Director of the Company on 1 February 2023. He is the son of Mr. Ng Hung Sang, an Executive Director, the Chairman, a member of the Executive Committee and a substantial shareholder of the Company, and is the younger brother of Ms. Ng Yuk Mui Jessica, an Executive Director, Executive Vice Chairman, Chief Executive Officer and a member of the Executive Committee of the Company. He is a director of company which has an interest in the underlying shares of the Company and is required to disclose to the Company under the provisions of Divisions 2 and 3 of Part XV of the Securities and Futures Ordinance.

Mr. Paul Ng has not entered into any service contract with the Company. He is subject to retirement at the AGM by rotation and eligible for re-election in accordance with the Articles of Association of the Company. He received a director’s fee of HK\$10,000 for the year ended 31 December 2025, which is determined by reference to his duties, experience and involvement. As at the Latest Practicable Date, Mr. Paul Ng is holding 14,988,000 Shares as beneficial owner within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Paul Ng does not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas. He also does not hold any other position in the Company and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Mr. Paul Ng as an Executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.

3. Mr. Tung Woon Cheung Eric, Independent Non-executive Director

Aged 55, is an Independent Non-executive Director, the chairman of the Audit Committee and a member of the Remuneration and Nomination Committee of the Company. He is an executive director, company secretary and authorised representative of Beijing Enterprises Holdings Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 00392); an executive director, the chief financial officer and company secretary of Beijing Enterprises Water Group Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 00371); an independent non-executive director of GR Life Style Company Limited, a company whose shares are listed on the Main Board of the Stock Exchange (stock code: 00108); and the company secretary of Biosino Bio-Technology and Science Incorporation, a company whose shares are listed on GEM of the Stock Exchange (stock code: 08247). He was formerly an independent non-executive director of Jinke Smart Services Group Co., Ltd., a company whose H shares were delisted on the Main Board of the Stock Exchange (stock code: 09666) in February 2026. He graduated from York University, Toronto, Canada with a bachelor's honours degree in administrative studies. He is a Certified Public Accountant of Hong Kong Institute of Certified Public Accountants and a U.S. Certified Public Accountant of The American Institute of Certified Public Accountants. He was appointed as a Director of the Company on 21 September 2004.

Mr. Tung has not entered into any service contract with the Company. He is subject to retirement at the AGM by rotation and eligible for re-election in accordance with the Articles of Association. He received a director's fee of HK\$100,000 for the year ended 31 December 2025, which were determined by reference to his duties, experience and involvement. As at the Latest Practicable Date, he did not have any interest in the shares of the Company within the meaning of Part XV of the SFO.

Save as disclosed above, Mr. Tung does not hold any directorship in the last three years in any other public company, the securities of which being listed in Hong Kong or overseas. He also does not hold any other position in the Company and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

In relation to the re-election of Mr. Tung as an Independent Non-executive Director of the Company, there is no other information to be disclosed pursuant to any of the requirements of the provisions under Rule 13.51(2) of the Listing Rules and there are no other matters that need to be brought to the attention of the Shareholders.



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)

NOTICE IS HEREBY GIVEN that an annual general meeting of South China Financial Holdings Limited (the “**Company**”) will be held at 36th Floor, The Centrium, 60 Wyndham Street, Central, Hong Kong on Tuesday, 16 June 2026 at 11:00 a.m. (the “**AGM**”) for the purpose of considering and, if though fit, passing the following resolutions as ordinary resolutions of the Company:

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 2025.
2. (A) To re-elect Mr. Ng Hung Sang as Director.
(B) To re-elect Mr. Ng Yuk Yeung Paul as Director.
(C) To re-elect Mr. Tung Woon Cheung Eric as Director.
(D) To authorise the board of directors of the Company (the “**Board**”) to fix the Directors’ remuneration.
3. To re-appoint Ernst & Young as Auditor and authorise the Board to fix its remuneration.
4. To consider and, if thought fit, pass (with or without modification) the following resolutions as ordinary resolutions:
 - (A) “**THAT:**
 - (a) subject to sub-paragraph (c) of this resolution, the exercise by the directors of the Company (the “**Directors**”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional shares in the share capital of the Company (the “**Shares**”)(including any sale or transfer of treasury shares of the Company (the “**Treasury Shares**”)(which shall have the meaning ascribed to it under the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”)) and to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such powers be and is hereby generally and unconditionally approved;
 - (b) the approval in sub-paragraph (a) of this resolution shall authorise the Directors of the Company during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants, debentures, notes and other securities which carry rights to subscribe for or are convertible into Shares) which might require the exercise of such powers after the end of the Relevant Period;

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(c) the total number of Shares allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) and Treasury Shares which may be sold or transferred by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to: (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of rights of subscription or conversion under terms of any existing warrants, bonds, debentures, notes or other securities issued by the Company which carry rights to subscribe for or are convertible into Shares; or (iii) an exercise of the subscription rights under any option scheme or similar arrangement for the time being adopted for the grant or issue to officers and/or employees and/or consultants and/or advisers of the Company and/or any of its subsidiaries or such other persons eligible to participate in any such scheme(s) or arrangement of Shares or rights to acquire Shares; or (iv) any scrip dividend scheme or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on the Shares in accordance with the articles of association of the Company (the “**Articles of Association**”) from time to time, shall not exceed 20% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of passing of this resolution and the said approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Ordinance of Hong Kong or any other applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.

“**Rights Issue**” means an offer of Shares, or issue of warrants or options or similar instruments to subscribe for Shares open for a period fixed by the Directors of the Company to holders of Shares or any class of Shares on the register of members of the Company on a fixed record date in proportion to their then holdings of such Shares or any class of Shares (subject to such exclusion or other arrangements as the Directors of the Company may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange applicable to the Company).”

NOTICE OF ANNUAL GENERAL MEETING

(B) “**THAT**:

- (a) subject to sub-paragraph (b) of this resolution, the exercise by the Directors of the Company during the Relevant Period (as hereinafter defined) of all the powers of the Company to repurchase shares in the capital of the Company on the Stock Exchange or on any other exchange in accordance with all the applicable laws and the requirements of the Listing Rules as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the total number of the Shares which may be repurchased pursuant to the approval in sub-paragraph (a) of this resolution, shall not exceed 10% of the total number of Shares in issue (excluding Treasury Shares) as at the date of the passing of this resolution and the said approval shall be limited accordingly; and
- (c) for the purposes of this resolution:

“**Relevant Period**” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association, the Companies Ordinance of Hong Kong or any other applicable law to be held; and
- (iii) the date on which the authority set out in this resolution is revoked or varied by an ordinary resolution of the shareholders in general meeting.”

- (C) “**THAT** conditional upon the passing of the resolutions numbered 4(A) and 4(B) as set out in the notice convening this meeting (the “**Notice**”), the general mandate granted to the Directors to allot, issue and deal with additional Shares and/or to sale or transfer of Treasury Shares pursuant to the said resolution numbered 4(A) as set out in the Notice be and is hereby extended by the addition thereto of such number of Shares repurchased by the Company under the authority granted to the Directors pursuant to the resolution numbered 4(B) as set out in the Notice, provided that such number of Shares so repurchased shall not exceed 10% of the total number of Shares in issue (excluding any Treasury Shares) as at the date of the said resolution.”

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

Hong Kong, 29 April 2026

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. The register of members of the Company will be closed from Wednesday, 10 June 2026 to Tuesday, 16 June 2026 (both days inclusive) during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the AGM, all transfer documents accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong not later than 4:00 p.m. on Tuesday, 9 June 2026.
2. A member entitled to attend and vote at the AGM is entitled to appoint one or more proxies to attend and on a poll vote in his/her stead in accordance with the Articles of Association. A proxy need not be a member of the Company.
3. In order to be valid, a proxy form and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power of attorney or authority, must be deposited with the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33rd Floor, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, not less than forty-eight (48) hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of the proxy form will not preclude any member from attending and voting in person at the AGM or any adjourned meeting thereof, should he/she so wish.
4. In the case of joint shareholdings, any one of such persons may vote, either personally or by proxy in respect of such share, provided that if more than one of such joint holders be present at the meeting or any adjournment thereof, personally or by proxy, the more senior shall alone be entitled to vote and for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register of members in respect of the joint holding.
5. With regard to the resolutions set out in items 4(A) to 4(C) of this notice, the Directors wish to state that they have no immediate proposals either to issue or repurchase any securities of the Company. Approval is being sought from members as general mandates pursuant to the Listing Rules.
6. If Typhoon Signal No. 8 or above is hoisted or a Black Rainstorm Warning Signal or "extreme conditions after super typhoons" announced by the Government of the Hong Kong Special Administrative Region is/are in force at 8:00 a.m. on the date of the AGM, the AGM will be automatically postponed or adjourned. The Company will publish an announcement on the Company's website at www.sctrade.com and on the Stock Exchange's website at www.hkexnews.hk to notify the shareholders of the Company of the date, time and venue of the rescheduled meeting.
7. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.
8. As at the date of this notice, the Directors are:

Executive Directors:

Mr. Ng Hung Sang
Ms. Cheung Choi Ngor
Ms. Ng Yuk Mui Jessica
Mr. Ng Yuk Yeung Paul

Independent Non-executive Directors:

Mrs. Tse Wong Siu Yin Elizabeth
Mr. Tung Woon Cheung Eric
Ms. Li Yuen Yu Alice