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GREAT CHINA HOLDINGS LIMITED

大中華集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 141)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting (the “EGM”) of Great China Holdings Limited (the “**Company**”) will be held at Unit D, 26/F., United Centre, No. 95 Queensway, Hong Kong on Monday, 27 June 2011 at 10:00 a.m. to consider and, if thought fit, pass (with or without modifications) the following resolutions as ordinary resolutions:

ORDINARY RESOLUTIONS

“THAT:

1. (a) the Master Sales Agreement dated 11 May 2011 between the Company (for itself and on behalf of each of its subsidiaries which sells the Animal Feed Products to COFCO Feed in accordance with the terms of Master Sales Agreement) and COFCO Feed for the sales of the Animal Feed Products from the Company, the transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed;
- (b) the Proposed Annual Caps for the Sales Transactions contemplated under the Master Sales Agreement of HK\$360 million, HK\$415 million and HK\$477 million for the three years ending 31 December 2011, 2012 and 2013 respectively be and are hereby approved and confirmed; and
2. the Previous Sales Transactions entered into between the Group and COFCO Feed since late February 2011 and up to the date of the EGM be and are hereby approved, confirmed and ratified.”

By order of the Board
John Ming Tak HO
Managing Director

Hong Kong, 1 June 2011

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be effective, a form of proxy together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, must be delivered to the Share Registrar of the Company, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the form of proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Thursday, 23 June 2011 to Monday, 27 June 2011, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Share Registrar of the Company, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 22 June 2011.
4. Terms defined in the announcement of the Company dated 11 May 2011 shall have the same meanings when used in this notice, unless otherwise defined herein.