

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



GREAT CHINA HOLDINGS LIMITED

大中華集團有限公司

(Incorporated in Hong Kong with limited liability)

(Stock Code: 141)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the circular and proxy form of Great China Holdings Limited despatched on 21 April 2016 (collectively, the “Publication”) in relation to the proposed re-election of the retiring directors of the Company. Capitalized terms used in this announcement shall have the same meanings as defined in the Publication.

Due to the decease of Mr. Rustom Ming Yu HO, Mr. Rustom Ming Yu HO ceased to be executive Director, Chairman of the Board and member of the nomination committee of the Company. Mr. Rustom Ming Yu HO will not be elected as an executive Director at the Annual General Meeting. Ordinary resolution no. 2 in respect of the re-election of Mr. Rustom Ming Yu HO as an executive Director as set out in the Proxy Form is no longer applicable and will not be put forward for consideration and approval by the Shareholders at the Annual General Meeting.

Pursuant to Article 104(A) of the Current Article of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest but not less than one-third) shall retire from office. Mr. John Ming Tak HO will replace Mr. Rustom Ming Yu HO to retire by rotation at the Annual General Meeting, and being eligible, to offer himself for re-election at the said meeting. The requisite details of Mr. John Ming Tak HO are set out below. Ordinary resolution no. 7 will be added in respect of the re-election of Mr. John Ming Tak HO.

Pursuant to the Listing Rules, the details of Mr. John Ming Tak HO, who will retire and offer himself for re-election at the Annual General Meeting according to the Current Articles of Association, are provided below.

MR. JOHN MING TAK HO

Position and Experience

Mr. John Ming Tak HO (“Mr. HO”), aged 62, is the Managing Director and an executive director of the Company. He is also a member of the remuneration committee and the nomination committee of the Company and a director of various subsidiaries of the Company. Mr. John HO joined the Group in November 1991. He has over 37 years of experience in

commodities trading and dealing in securities. Mr. John HO is a director of Fulcrest Limited and Asian Pacific Investment Corporation (both companies are deemed to be the controlling shareholders of the Company).

Save as disclosed above, Mr. HO has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

Length of service

Pursuant to the service contract entered into between Mr. HO and the Company, Mr. HO's current term of office as an executive Director is 3 years from 21 May 2014, subject to renewal upon expiry of the term. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of Directors' retirement by rotation and re-election have been set out in paragraph 2 of the Letter from the Board in the circular published on 20 April 2016.

Relationships

Mr. HO is the younger brother of Mr. Rustom Ming Yu HO and the uncle of Ms. Yu Gia HO (non-executive Director).

Save as disclosed above and disclosed in the sections "Position and Experience" and "Interests in Shares", Mr. HO does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in Shares

As far as the Directors are aware, as at the date of this notice, Mr. HO was deemed to be interested in 1,076,000 Shares, representing approximately 0.41% of the total number of Shares in issue of the Company, which were held by his spouse.

Save as disclosed above, Mr. HO was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Mr. HO is entitled to receive a salary and other benefits, which are determined by the Board. For the year ended 31 December 2015, Mr. HO's annual salary and other benefits amounted to HK\$4,587,831.66. He is also eligible to participate in the Company's existing share option scheme.

The above emoluments of Mr. HO have been determined by the Board with reference to his role and duties, experience, time commitment and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

Other information and matters that need to be disclosed or brought to the attention of the Shareholders

As far as the Directors are aware, there is no information of Mr. HO to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr. HO that need to be brought to the attention of the Shareholders.

The above mentioned supplemental information does not affect any other information contained in the Publication and save as disclosed above, all other information therein shall remain unchanged.

The Second Form of Proxy published on the same date as this supplementary notice will be adopted in replace of the one despatched on 21 April 2016.

By order of the Board
GREAT CHINA HOLDINGS LIMITED
Mr. Ho Ming Tak John
Managing Director

Hong Kong, 9 May 2016

As at the date of this announcement, the Board comprises three executive directors, namely Mr. John Ming Tak HO (Managing Director), Mr. Patrick Kwok Wai POON, and Mr. Maung Tun MYINT; one non-executive Director, namely Ms. Yu Gia HO and three independent non-executive Directors, namely, Mr. Lawrence Kam Kee YU BBS, MBE, JP, Mr. David Hon To YU, and Mr. Hsu Chou WU.