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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 Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Tuesday, 31 May 2016, at 3:30 p.m. to consider and, if thought fit, pass (with or without modifications) the following resolutions as ordinary resolutions. Words and expressions that are not expressly defined in this notice of EGM shall bear the same meaning as that defined in the shareholder circular dated 13 May 2016 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT** the Disposal Agreement dated 21 January 2016 and the Disposal Supplemental Agreement dated 18 April 2016 entered into between the Company as vendor and the Disposal Purchaser as purchaser, pursuant to which the Company conditionally agreed to sell and the Disposal Purchaser conditionally agreed to purchase the Disposal Shares and the Disposal Loan for a consideration of HK\$887,247,000 on and subject to the terms and conditions contained therein, and the transactions contemplated under the Disposal Agreement be and are hereby approved, confirmed and ratified; and the Directors be and are hereby authorised to sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the bye-laws of the Company) in connection with the Disposal Agreement and to do and take all such action, steps, deeds and things in such manner as they may deem necessary, desirable or appropriate to give effect to the Disposal Agreement and the transactions contemplated thereunder.”
2. “**THAT** the Lease Agreement dated 21 January 2016 and entered into between Shanghai Zenith, a wholly-owned subsidiary of the Disposal Group as lessee and a member of the Remaining Group as lessor, pursuant to which the subject lessor agreed to lease the Shanghai Property to the subject lessee for a period of six months commencing from the Disposal Completion Date for a monthly rent of RMB27,400 on and subject to the terms and conditions contained therein, and the transactions contemplated under the Lease Agreement be and are hereby approved, confirmed and ratified; and the Directors be and are hereby authorised to sign, execute and deliver any agreements, deeds, instruments and any other documents (and, where necessary, to affix the seal of the Company on them in accordance with the bye-laws of the Company) in connection with the Lease Agreement

and to do and take all such action, steps, deeds and things in such manner as they may deem necessary, desirable or appropriate to give effect to the Lease Agreement and the transactions contemplated under it.”

3. “**THAT**, subject to and conditional upon the Disposal Agreement, Second Special Dividend, Setting-off Arrangement and the Lease Agreement being approved by the Independent Shareholders at the EGM, the First Special Dividend of HK\$1.223 per Share, to be distributed and paid in cash to the Shareholders whose names are registered on the register of members of the Company on the First Record Date be distributed and paid in cash; and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under this resolution.”
4. “**THAT**, subject to and conditional upon the Disposal Completion and the Sale and Purchase Completion becoming effective, the Second Special Dividend of HK\$3.085 per Share be distributed and settled (i) in cash to the Shareholders (other than the Disposal Purchaser) whose names are registered on the register of members of the Company on the Second Record Date; and (ii) partly by way of set off against the amount due to the Company by the Disposal Purchaser as a result of the acquisition of the Disposal Loan pursuant to the Disposal Agreement and the remaining balance in cash for the Disposal Purchaser (i.e. the Setting-off Arrangement); and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under this resolution.”
5. “**THAT**, subject to and conditional upon the Disposal Completion and the Sale and Purchase Completion becoming effective, the Setting-Off Arrangement and the transactions contemplated under the same be and are hereby approved, confirmed and ratified; and the Directors (or any one of them) be and is/are hereby authorised to do such acts or things and execute such documents (including but not limited to the affixing of the seal of the Company) which in their/his/her opinion may be necessary, desirable or expedient to carry out or to give effect to the transactions contemplated under this resolution.”

By Order of the Board
Great China Holdings Limited
John Ming Tak HO
Managing Director

Hong Kong, 13 May 2016

Notes

1. Any member entitled to attend and vote at the EGM is entitled to appoint one or, if he is the holder of two or more shares, one or more proxies to attend and, on a poll, vote in his stead. A proxy need not be a member of the Company.
2. Where there are joint holders of shares, any one of such persons may vote at the above meeting (or any adjournment thereof), either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such share will alone be entitled to vote in respect thereof.
3. In order to be valid, 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 thereof, must be deposited at the offices of the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible and in any event not later than 48 hours (excluding any part of a day that is a public holiday) before the commencement of the EGM or any adjournment thereof.
4. The register of members of the Company will be closed from Friday, 27 May 2016 to Tuesday, 31 May 2016 (both dates inclusive) during which period no transfer of Shares will be registered, for the purpose of determining the identity of the members of the Company who are entitled to attend and vote at the EGM to be held on Tuesday, 31 May 2016. In order to qualify to attend and vote at the forthcoming EGM of the Company to be held on Tuesday, 31 May 2016, all transfer of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Thursday, 26 May 2016.
5. The register of members of the Company will be closed on Monday, 6 June 2016 during which period no transfer of Shares will be registered, for the purpose of determining the identity of the members of the Company who are entitled to the proposed First Special Dividend and Second Special Dividend upon passing of relevant resolutions at the EGM to be held on Tuesday, 31 May 2016. In order to qualify for the proposed First Special Dividend and Second Special Dividend, all transfers of Shares accompanied by the relevant share certificates must be lodged with the Company's share registrar, Union Registrars Limited at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong for registration no later than 4:00 p.m. on Friday, 3 June 2016.
6. Delivery of an instrument appointing a proxy shall not preclude a shareholder from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
7. All the proposed resolutions set out in this notice shall be decided by poll.

As at the date of this notice, 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.