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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)**

### POLL RESULTS OF THE EXTRAORDINARY GENERAL MEETING HELD ON 27 JUNE 2011

The Board is pleased to announce that all the resolutions proposed at the EGM held on 27 June 2011 were duly passed.

Reference is made to the circular of Great China Holdings Limited (the “**Company**”) dated 1 June 2011 (the “**Circular**”) in relation to the Previous Sales Transactions, the Master Sales Agreement and the transactions contemplated thereunder. Capitalized terms used in this announcement shall have the same meanings as those defined in the Circular unless defined otherwise.

The Board is pleased to announce that at the EGM held on 27 June 2011, all the resolutions proposed were duly passed by way of poll voting. The poll results are as follows:

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
1(a)	To consider and approve 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	148,011,288 (100%)	0 (0%)
1(b)	To consider and approve 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	148,011,288 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
2	To consider, approve, confirm and ratify the Previous Sales Transactions entered into between the Group and COFCO Feed since late February 2011 and up to the date of the EGM	148,011,288 (100%)	0 (0%)

*Notes:*

- (a) The number and percentage of votes are based on the total number of Shares voted by the Independent Shareholders at the EGM in person or by proxy.
- (b) As all the votes were cast in favour of each of the above resolutions, all such ordinary resolutions were duly passed.
- (c) The total number of Shares in issue as at the date of EGM: 261,684,910 Shares.
- (d) The total number of Shares entitling the holder to attend and vote for or against the resolutions at the EGM: 216,626,910 Shares.
- (e) The total number of Shares entitling the holder to attend and vote only against the resolutions at the EGM: Nil.
- (f) As set out in the Circular, COFCO Hong Kong (an associate of COFCO Feed pursuant to the Listing Rules) and its associates, holding interests in 45,058,000 Shares as at the date of EGM, should abstain from voting on all the resolutions proposed at the EGM. The aforesaid parties have abstained from voting at the EGM. Save as disclosed above, none of the Shareholders have stated their intention in the Circular to vote against or to abstain from voting on the resolutions at the EGM.
- (g) The Company's Share Registrar, Tricor Abacus Limited, acted as the scrutineer for the vote-taking at the EGM.

By order of the Board  
**John Ming Tak HO**  
*Managing Director*

Hong Kong, 27 June 2011

*As at the date of this announcement, the Board comprises four executive directors, namely Mr Rustom Ming Yu HO (Chairman of the Board), Mr John Ming Tak HO (Managing Director), Mr Patrick Kwok Wai POON and Mr Maung Tun MYINT; one non-executive director, namely Ms Daphne 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.*