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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)

PROFIT WARNING

This announcement is made by the Company pursuant to Rule 13.09(1) of the Listing Rules.

The Board wishes to inform the shareholders of the Company and potential investors that the Group's profit for the financial year ended 31 December 2011 is expected to decline from the previous financial year due to the reasons as set out in this announcement.

The information contained in this announcement is only based on the Company's preliminary assessment of the management accounts of the Group and information currently available to the Company.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

This announcement is made by Great China Holdings Limited (the "**Company**" together with its subsidiaries, the "**Group**") pursuant to Rule 13.09(1) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

The board of directors of the Company (the "**Board**") wishes to inform the shareholders of the Company and potential investors that, based on preliminary assessment of the management accounts of the Group and information currently available to the Company, the Group's profit for the financial year ended 31 December 2011 is expected to decline from that for the financial year ended 31 December 2010.

The Company considers that the decline in the profit of the Group for the financial year ended 31 December 2011 as compared to the previous financial year was mainly attributable to the underperformance of the fishmeal products trading segment of the Group as a result of the negative impact of volatility of global commodity prices throughout 2011. The profit from fishmeal products trading segment in the second half of 2011 could not compensate the loss in the first half of 2011 which in turn resulted in a decline in the overall profitability of the Group in 2011.

The Company is in the process of finalizing the annual results of the Group for the year ended 31 December 2011. The information contained in this announcement is only based on preliminary assessment of information currently available to the Company and the management accounts of the Group which have not been confirmed nor audited by the Company's auditors and may be different from the audited financial information. The audited annual results of the Group for the year ended 31 December 2011 will be announced in March 2012.

Despite the lower profit for the financial year ended 31 December 2011, the Board considers that the Group's overall financial position is still healthy and the Board remains positive on the long term prospect of the Group.

Shareholders of the Company and potential investors are advised to exercise caution when dealing in the shares of the Company.

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

Hong Kong, 17 February 2012

As at the date of this announcement, the Board comprises Mr. Rustom Ming Yu HO (Chairman), Mr. John Ming Tak HO (Managing Director), Mr. Patrick Kwok Wai POON and Mr. Maung Tun MYINT as Executive Directors; Ms. Yu Gia HO as a Non-executive Director; and Mr. Lawrence Kam Kee YU BBS MBE JP, Mr. David Hon To YU and Mr. Hsu Chou WU as Independent Non-executive Directors.