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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 ANNUAL GENERAL MEETING HELD ON 17 MAY 2012 AND CHANGE OF AUDITOR

The Board announces that:

- (i) all the resolutions proposed at the AGM held on 17 May 2012 have been duly passed.
- (ii) BDO Limited has been appointed as the new auditor of the Company to fill the vacancy left by the retirement of Deloitte Touche Tohmatsu.

POLL RESULTS

The board of directors (the “**Board**”) of Great China Holdings Limited (the “**Company**”) is pleased to announce that at the annual general meeting of the Company held on 17 May 2012 (the “**AGM**”), 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.	To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and auditor for the year ended 31 December 2011.	148,027,288 (100.00%)	0 (0.00%)
2.	To declare a final dividend of HK\$0.01 per share for the year ended 31 December 2011.	148,027,288 (100.00%)	0 (0.00%)
3.	To re-elect Mr Rustom Ming Yu HO as an executive director of the Company.	147,375,288 (99.56%)	652,000 (0.44%)
4.	To re-elect Ms Yu Gia HO as a non-executive director of the Company.	147,375,288 (99.56%)	652,000 (0.44%)

Ordinary Resolutions		Number of Votes (%) <i>(Note (a))</i>	
		For	Against
5.	To re-elect Mr Hsu Chou WU as an independent non-executive director of the Company.	148,027,288 (100.00%)	0 (0.00%)
6.	To authorize the Board to fix the respective directors' remuneration.	147,375,288 (99.56%)	652,000 (0.44%)
7.	To appoint BDO Limited as auditor of the Company and to authorize the Board to fix the auditor's remuneration.	148,027,288 (100.00%)	0 (0.00%)
8.	To give a general mandate to the directors to issue, allot and deal with additional shares of the Company not exceeding 20% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	147,375,288 (99.56%)	652,000 (0.44%)
9.	To give a general mandate to the directors to purchase the Company's shares not exceeding 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing of this resolution.	147,375,288 (99.56%)	652,000 (0.44%)
10.	To extend the general mandate granted to the directors to issue, allot and deal with additional shares in the capital of the Company by the aggregate nominal amount of shares repurchased by the Company.	147,375,288 (99.56%)	652,000 (0.44%)

Notes:

- (a) The number and percentage of votes are based on the total number of shares of the Company voted by the shareholders of the Company at the AGM in person or by proxy.
- (b) As all or a majority of the votes were cast in favour of each of the resolutions nos. 1 to 10, all such ordinary resolutions were duly passed.
- (c) The total number of shares of the Company in issue as at the date of AGM: 261,684,910 shares.
- (d) The total number of shares of the Company entitling the holder to attend and vote on the resolutions at the AGM: 261,684,910 shares.
- (e) The total number of shares of the Company entitling the holder to attend and abstain from voting in favour of the resolution at the AGM (as set out in Rule 13.40 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "**Listing Rules**")): Nil.
- (f) The total number of shares of the Company that are required under the Listing Rules to abstain from voting at the AGM: Nil.
- (g) None of the shareholders of the Company have stated their intention in the Company's circular dated 17 April 2012 to vote against or to abstain from voting on any of the resolutions at the AGM.
- (h) The Company's Share Registrar, Tricor Abacus Limited, acted as the scrutineer for the vote-taking at the AGM.

CHANGE OF AUDITOR

Reference is made to the Company's announcement dated 13 April 2012 and the Company's circular dated 16 April 2012. The Board announces that Deloitte Touche Tohmatsu has retired as the auditor of the Company at the AGM and BDO Limited has been appointed, by way of an ordinary resolution passed at the AGM, as the new auditor of the Company to hold office until the conclusion of the next annual general meeting of the Company.

By order of the Board
John Ming Tak HO
Managing Director

Hong Kong, 17 May 2012

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 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.