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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 Unit D, 26/F., United Centre, No. 95 Queensway, Hong Kong on Monday, 27 August 2012, at 9:00 a.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 extraordinary general meeting shall bear the same meaning as that defined in the shareholder circular dated 9 August 2012 (the “**Circular**”).

### **ORDINARY RESOLUTIONS**

“**THAT** approval (which, where relevant, shall include approval by way of ratification) be and is hereby given for:

- (a) the Disposal Agreement and the consummation of transactions contemplated under the Disposal Agreement as more particularly described in the Circular and on the terms and conditions set out in the Disposal Agreement;
- (b) all acts done and things executed and all such documents or deeds entered into in connection with or to give effect to the Disposal Agreement be and are hereby ratified, confirmed and approved;
- (c) the board of directors of the Company (the “**Board**”) be and is hereby authorised to do all such acts and things and sign all such documents and to take such steps as it considers necessary or expedient or desirable in connection with or to give effect to the Disposal Agreement and to implement the transactions contemplated thereunder and to agree to such variation, amendment or waiver as are, in the opinion of the Board, in the interests of the Company.”

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

Hong Kong, 9 August 2012

*Registered office:*  
Unit D, 26/F  
United Centre  
No. 95 Queensway  
Hong Kong

*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote instead of him/her. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him/her/it to attend and vote on his/her/its behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. Where there are joint holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he was solely entitled thereto, but if more than one of such joint holders be present at the EGM personally or by proxy, then the one of such holders whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof. Several executors or administrators of a deceased shareholder in whose name any share stands shall for this purpose be deemed joint holder thereof.
3. To be effective, 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 of that power of attorney must be delivered to the Share Registrar of the Company, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the holding of the EGM or any adjournment thereof. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the EGM and, in such event, the form of proxy shall be deemed to be revoked.
4. The register of members of the Company will be closed from Thursday, 23 August 2012 to Monday, 27 August 2012, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement for attending and voting at the EGM, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Share Registrar of the Company, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong, for registration no later than 4:30 p.m. on Wednesday, 22 August 2012.
5. As at the date of this notice, the Directors of the Company are 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.