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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, 23 December 2013 at 10:00 a.m. to consider and, if thought fit, pass (with or without modifications) the following resolutions:

### **ORDINARY RESOLUTIONS**

**“THAT:**

1. the Master Sales & Procurement Agreement dated 4 November 2013 between the Company (for itself and on behalf of each of the CCT Subsidiaries) and COFCO Feed for sales to and procurement from each other the Animal Feed Products during the term of the Master Sales & Procurement Agreement, the Transactions contemplated thereunder and the implementation thereof be and are hereby approved and confirmed; and
2. the Proposed Annual Caps for the Transactions contemplated under the Master Sales & Procurement Agreement for the three years ending 31 December 2014, 2015 and 2016 respectively be and are hereby approved and confirmed.”

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

Hong Kong, 5 December 2013

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him/her/it. 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. 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 or authority, 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, as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the meeting 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 meeting and, in such event, the form of proxy shall be deemed to be revoked.

3. To ascertain Shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 19 December 2013 to Monday, 23 December 2013 (both days inclusive), during which period no share transfer will be effected. In order to qualify for attending and voting at the meeting, unregistered holders of shares of the Company should ensure that all completed transfer forms accompanied by the relevant share certificates must be lodged with the Company's share registrar, Tricor Abacus Limited (at its address shown in Note 2 above) for registration no later than 4:30 p.m. on Wednesday, 18 December 2013.

*As at the date of this notice, 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.*