

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



**GREAT CHINA HOLDINGS LIMITED**  
**大中華集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 141)**

**INSIDE INFORMATION**  
**PURSUANT TO RULE 3.7 OF THE TAKEOVERS CODE**  
**AND**  
**RESUMPTION OF TRADING**

This announcement is made by Great China Holdings Limited (the “**Company**”) pursuant to Rule 3.7 of The Code on Takeovers and Mergers (the “**Takeovers Code**”), Rule 13.09 (2)(a) of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

The board (the “**Board**”) of directors (the “**Directors**”) of the Company wishes to advise shareholders of the Company that as informed by Fulcrest Limited (“**Fulcrest**”), being the controlling shareholder of the Company (which together with parties acting in concert with it hold 147,737,288 shares of the Company (the “**Shares**”), representing approximately 56.46% of the issued share capital of the Company as at the date of this announcement), Fulcrest was recently approached by an independent third party (the “**Independent Third Party**”) in respect of a possible disposal of its shareholding interest in the Company in whole (the “**Possible Transaction**”). As advised by Fulcrest, discussions are being held and no agreement has been entered into.

As at the date of this announcement, Fulcrest is owned as to approximately 50.91% by Asian Pacific Investment Corporation and as to approximately 49.09% by Kwong Fong Holdings Limited, which is a wholly owned subsidiary of Kwong Fong Industries Corporation (the shares of which are listed on the Taiwan Stock Exchange with the stock code 1416). Mr. John Ming Tak Ho and Mr. Rustom Ming Yu Ho, each a director of the Company, are beneficially interested in approximately 66.62% and 33.38% of the issued share capital of Asian Pacific Investment Corporation, respectively.

In compliance with Rule 3.7 of the Takeovers Code, monthly announcement(s) setting out the progress of the discussions between Fulcrest and the Independent Third Party in relation to the Possible Transaction will be made until the announcement of firm intention to make an offer under Rule 3.5 of the Takeovers Code or of a decision not to proceed with the Possible Transaction is made.

As at the date of this announcement, the Company has a total of 261,684,910 Shares in issue. Save as aforesaid, the Company has no other relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code as at the date hereof.

The associates (as defined in the Takeovers Code) of the Company (including shareholders having interests of more than 5% in the Company) are hereby reminded to disclose their dealings in any securities of the Company pursuant to Rule 22 of the Takeovers Code.

### **Responsibilities of stockbrokers, banks and other intermediaries**

In accordance with Rule 3.8 of the Takeovers Code, reproduced below is the full text of Note 11 to Rule 22 of the Takeovers Code:

*“Responsibilities of stockbrokers, banks and other intermediaries*

*Stockbrokers, banks and others who deal in relevant securities on behalf of clients have a general duty to ensure, so far as they are able, that those clients are aware of the disclosure obligations attaching to associates and other persons under Rule 22 and that those clients are willing to comply with them. Principal traders and dealers who deal directly with investors should, in appropriate cases, likewise draw attention to the relevant Rules. However, this does not apply when the total value of dealings (excluding stamp duty and commission) in any relevant security undertaken for a client during any 7 day period is less than \$1 million.*

*This dispensation does not alter the obligation of principals, associates and other persons themselves to initiate disclosure of their own dealings, whatever total value is involved.*

*Intermediaries are expected to co-operate with the Executive in its dealings enquiries. Therefore, those who deal in relevant securities should appreciate that stockbrokers and other intermediaries will supply the Executive with relevant information as to those dealings, including identities of clients, as part of that co-operation.”*

### **Resumption of Trading**

Trading in the Shares on the Stock Exchange was halted from 9:00 a.m. on Monday, 31 August 2015 at the request of the Company pending the release of this announcement. Application has been made by the Company for the resumption of trading in the Shares on the Stock Exchange with effect from 1:00 p.m. on Tuesday, 1 September 2015.

**There is no assurance that any transaction mentioned in this announcement will materialise or eventually be consummated and the discussions may or may not lead to a general offer. Shareholders and the public investors are urged to exercise extreme caution when dealing in the Shares.**

In the event that any transaction mentioned in this announcement materialises, the Company will comply with the applicable requirements under the Takeovers Code and the Listing Rules.

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

Hong Kong, 1 September 2015

*As at the date of this announcement, the Board comprises four executive directors, namely Mr. Ho Ming Yu, Rustom (Chairman of the Board), Mr. Ho Ming Tak, John (Managing Director), Mr. Poon Kwok Wai, Patrick and Mr. Myint Maung Tun; one non-executive Director, namely Ms. Ho Yu Gia and three independent non-executive Directors, namely, Mr. Yu Kam Kee, Lawrence, Mr. Yu Hon To, David and Mr. Wu Hsu Chou.*

*The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement the omission of which would make any statement in this announcement misleading.*