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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, a bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Great China Holdings Limited, you should at once hand this circular, together with the enclosed form of proxy, to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

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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)**

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

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A notice convening an annual general meeting of Great China Holdings Limited to be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 25 May 2016 at 10:30 a.m. is set out on pages 11 to 12 of this circular. A form of proxy for use at the 2016 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.greatchinaholdingsltd.com.hk](http://www.greatchinaholdingsltd.com.hk)).

Whether or not you are able to attend the 2016 annual general meeting, please complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Share Registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2016 annual general meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if they so wish.

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:*

“Annual General Meeting”	an annual general meeting of the Company to be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 25 May 2016 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 11 to 12 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“close associates”	has the meaning as ascribed thereto in the Listing Rules;
“Company”	Great China Holdings Limited, a company incorporated in Hong Kong with limited liability, the shares of which are listed on the Main Board of the Stock Exchange;
“Current Articles of Association”	the articles of association of the Company currently in force;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Latest Practicable Date”	5 April 2016, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;

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## DEFINITIONS

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“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited; and
“%”	per cent.



**GREAT CHINA HOLDINGS LIMITED**

**大中華集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 141)**

*Executive Directors:*

Mr Rustom Ming Yu HO (*Chairman*)  
Mr John Ming Tak HO (*Managing Director*)  
Mr Patrick Kwok Wai POON  
Mr Maung Tun MYINT

*Registered Office and Head Office:*

Unit D, 26/F  
United Centre  
No. 95 Queensway  
Hong Kong

*Non-executive Director:*

Ms Yu Gia HO

*Independent Non-executive Directors:*

Mr Lawrence Kam Kee YU *BBS, MBE, JP*  
Mr David Hon To YU  
Mr Hsu Chou WU

21 April 2016

*To the shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

**1. INTRODUCTION**

The purpose of this circular is to provide Shareholders with information in respect of the resolution to be proposed at the Annual General Meeting relating to the re-election of the retiring Directors.

**2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS**

Pursuant to Article 104(A) of the Current Articles of Association, at each annual general meeting of the Company, one-third of the Directors for the time being (or, if their number is not three or a multiple of three, then the number nearest but not less than one-third) shall retire from office. The Directors to retire in every year shall be those who have been longest in office since their last election but as between persons who became Directors

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## LETTER FROM THE BOARD

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on the same day those to retire shall (unless they otherwise agree among themselves) be determined by lot. The retiring Directors shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

According to the foregoing provision, Mr Rustom Ming Yu HO, Mr Patrick Kwok Wai POON and Mr Maung Tun MYINT shall retire by rotation at the Annual General Meeting. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the said meeting. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of the above three retiring Directors are set out in Appendix I to this circular.

### **3. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 11 to 12 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

A form of proxy for use at the Annual General Meeting is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.greatchinaholdingsltd.com.hk](http://www.greatchinaholdingsltd.com.hk)). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, 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 or authority to the Share Registrar of the Company, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

### **4. RECOMMENDATION**

The Directors consider that the re-election of the retiring Directors is in the interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

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## LETTER FROM THE BOARD

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### 5. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting.

Yours faithfully,  
By order of the Board  
**John Ming Tak HO**  
*Managing Director*

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting according to the Current Articles of Association, are provided below.

**(1) MR RUSTOM MING YU HO****Position and Experience**

Mr Rustom Ming Yu HO (“**Mr HO**”), aged 64, is the Chairman and an executive Director. He is also a member of the Nomination Committee and a director of various subsidiaries of the Company. Mr HO joined the Group in January 1992. He has held senior management positions in the textiles industry for over 37 years. In addition, Mr HO is the chairman of Kwong Fong Industries Corporation (a company listed on Taiwan Stock Exchange Corporation, stock code: 1416) and a director of Fulcrest Limited (both companies are/are deemed to be the controlling shareholders of the Company).

Save as disclosed above, Mr HO has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the service contract entered into between Mr HO and the Company, Mr HO’s current term of office as an executive Director is 3 years from 17 May 2015, subject to renewal upon expiry of the term. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 2 of the Letter from the Board in this circular.

**Relationships**

Mr HO is the elder brother of Mr John Ming Tak HO (the Managing Director and a controlling Shareholder) and the father of Ms Yu Gia HO (a non-executive Director).

Save as disclosed above and disclosed in the sections “Position and Experience” and “Interests in Shares”, Mr HO does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.



**Interests in Shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr HO was deemed to be interested in 138,347,288 Shares, representing approximately 52.87% of the total number of Shares in issue of the Company, which were held by Fulcrest Limited. Fulcrest Limited was owned as to 50.91% by Asian Pacific Investment Corporation (a controlled corporation of Mr HO).

Save as disclosed above, Mr HO was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Mr HO is entitled to receive a salary and other benefits, which are determined by the Board. For the year ended 31 December 2015, Mr HO's annual salary and other benefits amounted to HK\$1,196,982.10. He is also eligible to participate in the Company's existing share option scheme.

The above emoluments of Mr HO have been determined by the Board with reference to his role and duties, experience, time commitment and responsibilities as well as the prevailing market conditions and are subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr HO to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr HO that need to be brought to the attention of the Shareholders.

**(2) MR PATRICK KWOK WAI POON****Position and experience**

Mr Patrick Kwok Wai POON ("Mr POON"), aged 65, has been an executive Director since 20 April 2006. He is also a member of the Nomination Committee of the Company. Mr POON joined the Group in 1997 and has since then been working at a senior level of the Group's management team. He is also a director of certain subsidiaries of the Company. Mr POON has extensive experience in the commodity market and in the banking business. He has been overseeing the Group's Shanghai office and monitoring the Group's property business in the People's Republic of China for over 17 years. Mr POON currently holds a practising licence in property management in the People's Republic of China.

Mr POON has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the service contract entered into between Mr POON and the Company, Mr POON's current term of office as an executive Director is 3 years from 21 May 2013, subject to renewal upon expiry of the term. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of Directors' retirement by rotation and re-election have been set out in paragraph 2 of the Letter from the Board in this circular.

**Relationships**

Mr POON is a director of Fulcrest Limited, the controlling shareholder of the Company.

Save as disclosed above, Mr POON does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr POON was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Mr POON is entitled to receive a salary and other benefits, which are determined by the Board. For the year ended 31 December 2015, Mr POON's annual salary and other benefits amounted to HK\$1,767,008.55. He is also eligible to participate in the Company's share option scheme.

The above emoluments of Mr POON have been determined by the Board with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and the financial results of the Group and are subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr POON to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr POON that need to be brought to the attention of the Shareholders.

**(3) MR MAUNG TUN MYINT****Position and experience**

Mr Maung Tun MYINT (also known as Nelson CHENG) (“**Mr MYINT**”), aged 50, has been an executive Director since 1 April 2009. He is a director of various subsidiaries of the Company. In addition, Mr MYINT is also a chief executive officer of the Company’s major subsidiaries, such as G.C. Luckmate Trading Limited and G.C. Luckmate Trading (Asia) Limited which are engaged in fishmeal trading business. Mr MYINT joined the Group in 2000 and has over 20 years of experience in commodities trading. He holds a Bachelor of Engineering degree in Electronics from San José State University in the United States of America and a Master’s degree in Computer Science from Asian Institute of Technology in Thailand.

Mr MYINT has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the service contract entered into between Mr MYINT and the Company, Mr MYINT’s current term of office as an executive Director is 3 years from 21 May 2013, subject to renewal upon expiry of the term. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of Directors’ retirement by rotation and re-election have been set out in paragraph 2 of the Letter from the Board in this circular.

**Relationships**

As far as the Directors are aware, Mr MYINT does not have any relationships with any other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

**Interests in shares**

As far as the Directors are aware, as at the Latest Practicable Date, Mr MYINT was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

**Director's emoluments**

Mr MYINT is entitled to receive a salary and other benefits, which are determined by the Board. For the year ended 31 December 2015, Mr MYINT's annual salary and other benefits amounted to HK\$2,202,240.00. He is also eligible to participate in the Company's share option scheme.

The above emoluments of Mr MYINT have been determined by the Board with reference to his role and duties, performance and responsibilities as well as the prevailing market conditions and the financial results of the Group and are subject to revision in future by the decision of the Board based on the recommendation of the Company's Remuneration Committee.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr MYINT to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules; and there are no other matters concerning Mr MYINT that need to be brought to the attention of the Shareholders.



**GREAT CHINA HOLDINGS LIMITED**

**大中華集團有限公司**

*(Incorporated in Hong Kong with limited liability)*

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**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Great China Holdings Limited (the “**Company**”) will be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 25 May 2016 at 10:30 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and of the auditor for the year ended 31 December 2015;
2. To re-elect Mr Rustom Ming Yu HO as an executive director of the Company;
3. To re-elect Mr Patrick Kwok Wai POON as an executive director of the Company;
4. To re-elect Mr Maung Tun MYINT as an executive director of the Company;
5. To authorize the board of directors to fix the respective directors’ remuneration; and
6. To re-appoint BDO Limited as auditor and to authorize the board of directors to fix the auditor’s remuneration.

By order of the Board  
**John Ming Tak HO**  
*Managing Director*

Hong Kong, 21 April 2016

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## NOTICE OF THE ANNUAL GENERAL MEETING

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**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, Union Registrars Limited, at Suites 3301-04, 33/F., Two Chinachem Exchange Square, 338 King's Road, North Point, 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 Monday, 23 May 2016 to Wednesday, 25 May 2016 (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, Union Registrars Limited (at its address shown in Note 2 above) for registration no later than 4:00 p.m. on Friday, 20 May 2016.
4. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 6:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.greatchinaholdingsltd.com.hk](http://www.greatchinaholdingsltd.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.