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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 EXTRAORDINARY GENERAL MEETING HELD ON 31 MAY 2016

RESULT OF THE EGM

The Board is pleased to announce that the ordinary resolutions as set out in the notice convening the EGM were duly passed by way of poll by the Independent Shareholders at the EGM held on 31 May 2016.

Reference is made to the circular of Great China Holdings Limited (the “Company”) dated 13 May 2016 (the “Circular”). Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

POLL RESULT OF THE EGM

The board of directors (the “Board”) of the Company is pleased to announce that the ordinary resolutions as set out in the notice convening the extraordinary general meeting (the “EGM”) of the Company dated 13 May 2016, were duly passed by way of poll by the Independent Shareholders at the EGM held on 31 May 2016.

The total number of Shares in issue as at the date of the EGM was 261,684,910. As stated in the Circular, shareholders including (i) the Selling Shareholder, its associates and parties acting in concert with it; (ii) the Offeror, its ultimate beneficial owner, its associates and parties acting in concert with it; and (iii) any Shareholders who are involved in or interested in the Disposal Agreement, the Group Reorganisation, the Sale and Purchase Agreement, the Second Special Dividend, the Lease Agreement, the Setting-Off Arrangement and any transactions contemplated thereunder, which together holds 148,833,288 Shares as at the date of the EGM, are required to abstain, and have abstained, from voting on all the proposed resolutions at the EGM.

In view of the aforesaid, the total number of Shares entitling the Shareholders to attend and vote for or against all the proposed resolutions was 112,851,622 Shares. No parties had stated their intention in the Circular to vote against any of the proposed resolutions at the EGM and none of the Shareholders were entitled to attend and only vote against all the proposed resolutions at the EGM according to Rule 13.40 of the Listing Rules.

The Company's share registrar, Union Registrars Limited, was appointed as the scrutineer for the purpose of vote-taking at the EGM. The poll result in respect of the ordinary resolutions at the EGM is as follows:

Ordinary Resolutions	Number of votes cast for or against the resolution and their approximate percentage of total number of votes cast		Total number of votes cast
	FOR	AGAINST	
1. To approve, confirm and ratify the Disposal Agreement dated 21 January 2016 and the Disposal Supplemental Agreement dated 18 April 2016 entered into between the Company as a vendor and the Disposal Purchaser and the transactions contemplated thereunder;	81,424,242 (100%)	0 (0%)	81,424,242
2. To approve, confirm and ratify the Lease Agreement dated 21 January 2016 entered into between Shanghai Zenith, a wholly-owned subsidiary of the Disposal Group as lessee and a member of the Remaining Group as lessor and the transactions contemplated thereunder;	81,424,242 (100%)	0 (0%)	81,424,242
3. To approve and confirm the distribution of the First Special Dividend of HK\$1.223 per Share;	81,424,242 (100%)	0 (0%)	81,424,242
4. To approve and confirm the distribution of the Second Special Dividend of HK\$3.085 per Share; and	81,424,242 (100%)	0 (0%)	81,424,242
5. To approve, confirm and ratify the Setting-Off Arrangement and the transactions contemplated thereunder.	81,424,242 (100%)	0 (0%)	81,424,242

As more than 50% of the votes were cast in favour of each of the above resolutions, the above resolutions were duly passed as ordinary resolutions of the Company.

By order of the Board
GREAT CHINA HOLDINGS LIMITED
John Ming Tak HO
Managing Director

Hong Kong, 31 May 2016

As at the date of this announcement, the Board comprises three executive Directors, namely, Mr. John Ming Tak HO, 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.

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.