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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)

ANNOUNCEMENT

WAIVER FROM STRICT COMPLIANCE WITH RULE 8.08(1)(a) OF THE LISTING RULES

AND

UPDATE ON THE STATUS OF THE PUBLIC FLOAT OF THE COMPANY

Reference is made to the announcement dated 13 July 2016 jointly issued by the Company and the Offeror in relation to, *inter alia*, close of the Share Offer and insufficient public float of the Company (the “**Joint Announcement**”). Unless otherwise defined, capitalized terms used in this announcement shall have the same meanings as those defined in the Joint Announcement.

GRANT OF WAIVER FROM STRICT COMPLIANCE WITH RULE 8.08(1)(a) OF THE LISTING RULES

As disclosed in the Joint Announcement, immediately after the close of the Share Offer, 20,252,333 Shares, representing approximately 7.74% of the total issued Shares of the Company, were held by the Public Shareholders and accordingly, the Company could not fulfill the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules. An application has been made to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules (the “**Waiver**”).

On 20 July 2016, the Stock Exchange granted the Waiver to the Company for a period of three months from 14 July 2016 to 13 October 2016, subject to the issue of this announcement. At the request of the Company, trading in the Shares on the Stock Exchange was suspended with effect from 9:00 a.m. on 14 July 2016 and will remain suspended until restoration of the minimum public float of the Company.

CURRENT STATUS OF THE PUBLIC FLOAT OF THE COMPANY

As at the date of this announcement, the public float of the Company is approximately 7.74% and the shareholding structure of the Company is as follows:

Shareholders	<i>No. of Shares</i>	<i>Approximate percentage (%)</i>
The Offeror and parties acting in concert with it	241,432,577	92.26
Public Shareholders	<u>20,252,333</u>	<u>7.74</u>
Total	<u>261,684,910</u>	<u>100</u>

Active steps are being taken to restore the minimum public float of the Company. The Offeror and the Company currently intend to take steps to restore the minimum public float which steps may include, among other things, (i) the Company issuing new Shares (the “**Proposed New Issue(s)**”) and/or (ii) the Offeror disposing of its shareholding in the Company (the “**Proposed Disposal(s)**”), to parties independent of and not connected with the Company or its connected persons. Upon completion of the Proposed New Issue(s) and/or the Proposed Disposal(s), the Offeror and parties acting in concert with it are expected to hold not more than 75% of the total issued Shares of the Company and the public float of the Company will be no less than 25% of the total issued Shares of the Company. As at the date of this announcement, no definitive agreement has been entered into by the Company or the Offeror in respect of the above steps to restore the minimum public float.

Further announcement(s) will be made by the Company regarding the restoration of minimum public float as and when appropriate in compliance with the Listing Rules.

By order of the Board
GREAT CHINA HOLDINGS LIMITED
Mr. ZHOU Zheren
Executive Director

Hong Kong, 20 July 2016

As at the date of this announcement, the Board comprises five executive Directors, namely, Mr. ZHOU Zheren, Ms. GU Ming, Mr. LAI Han, Ms. SHEN Li and Mr. GONG Biao; one non-executive Director, namely, Mr. CHAI Yuet; and three independent non-executive Directors, namely, Ms. LI Pin, Mr. HU Jian Xing and Mrs. Patricia Bee Kuen THOMAS.

The English text of this announcement shall prevail over its Chinese text.