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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 141)

SUPPLEMENTAL NOTICE OF THE ANNUAL GENERAL MEETING OF 2017

Reference is made to the Notice of the Annual General Meeting published by Great China Holdings Limited (the “**Company**”) dated 25 April 2018. The annual general meeting of the Company (the “**AGM**”) will be held on Wednesday, 6 June 2018 at 11:00 a.m. at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the AGM will be held as originally scheduled and will consider and approve the following resolution as an ordinary resolution in addition to the resolutions set out in the previous notice dated 25 April 2018:

AS ORDINARY RESOLUTION

2. (1) To re-elect the following retiring directors of the Company:

.....

(e) Mr. JI Qing as an independent non-executive director of the Company.

(For details of the biographies of Mr. JI Qing, please refer to Appendix I)

By order of the Board
Great China Holdings Limited
JIANG Tian
Chairman

Hong Kong, 11 May 2018

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. JIANG Tian, Mr. LAI Han, Ms. HOU Yingxuan and Mr. GONG Biao; one non-executive Director, namely, Mr. CHAI Yuet; and three independent non-executive Directors, namely, Mr. HU Jianxing, Mr. TSEUNG Yuk Hei Kenneth and Mr. JI Qing.

Notes:

1. Save for the inclusion of the newly proposed resolution, there are no other changes to the resolutions set out in the notice of AGM dated 25 April 2018. Please refer to the notice of AGM dated 25 April 2018 for the other resolutions to be passed at the AGM and other relevant matters.
2. Since the proxy form sent together with the notice of AGM dated 25 April 2018 (the “**First Proxy Form**”) does not contain the proposed additional ordinary resolution as set out in this supplemental notice of AGM, a new proxy form (the “**Second Proxy Form**”) has been prepared and is enclosed with this supplemental notice of AGM.
3. The Second Proxy Form for use at the AGM is enclosed and is also published on the websites of the HKEXnews website of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) (<http://www.hkexnews.hk>) and the Company (<http://www.greatchina-holdings.com>). Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed Second Proxy Form in accordance with the instructions printed thereon not less than 48 hours (exclusive of any part of a day that is public holiday) before the time appointed for the holding of the AGM or any adjournment thereof.
4. A shareholder who has not yet lodged the First Proxy Form with the Share Registrar of the Company, Union Registrars Limited is requested to lodge the Second Proxy Form if he or she wishes to appoint proxies to attend the AGM on his or her behalf. The Share Registrar of the Company, Union Registrars Limited is at Suites 3301–04, 33/F., Two Chinachem Exchange Square, 338 King’s Road, North Point, Hong Kong. In this case, the First Proxy Form should not be lodged with the Share Registrar of the Company.
5. A shareholder who has already lodged the First Proxy Form with the Share Registrar of the Company should note that:
 - (i) If no Second Proxy Form is lodged with the Share Registrar of the Company, the First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the AGM other than those referred to in the notice convening the AGM dated 25 April 2018 and the First Proxy Form, including the additional proposed resolution as set out in this supplemental notice of AGM.
 - (ii) If the Second Proxy Form is lodged with the Share Registrar of the Company at or before 48 hours (exclusive of any part of a day that is public holiday) before the time appointed for the holding of the AGM or any adjournment thereof, the Second Proxy Form will revoke and supersede the First Proxy Form previously lodged by him or her. The Second Proxy Form will be treated as a valid proxy form lodged by the shareholder if correctly completed.

- (iii) If the Second Proxy Form is lodged with the Share Registrar of the Company after 48 hours (exclusive of any part of a day that is public holiday) before the time appointed for the holding of the AGM or any adjournment thereof, the Second Proxy Form will be invalid. It will not revoke the First Proxy Form previously lodged by the shareholder. The First Proxy Form will be treated as a valid proxy form lodged by him or her if correctly completed. The proxy so appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolutions properly put to the AGM other than those referred to in the notice convening the AGM dated 25 April 2018 and the First Proxy Form, including the additional proposed resolution as set out in this supplemental notice of AGM.
6. Shareholders are reminded that completion and delivery of the First Proxy Form and/or the Second Proxy Form will not preclude shareholders from attending and voting in person at the AGM or at any adjourned meeting should they so wish.
 7. 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.
 8. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:00 a.m. on the date of the meeting, the meeting will be postponed. The Company will post an announcement on the website of the Company at www.greatchina-holdings.com and on the HKEXnews website of the Stock Exchange at www.hkexnews.hk to notify the Company’s shareholders of the date, time and place of the rescheduled meeting.

APPENDIX I PROFILE OF DIRECTOR PROPOSED TO BE RE-ELECTED

Biographical details of the director proposed to be re-elected at the AGM are set out below:

Mr. JI Qing (“**Mr. JI**”), aged 43, is an independent non-executive director of the Company and a member of each of the audit committee of the Company, the remuneration committee of the Company and the nomination committee of the Company. Mr. JI obtained a master’s degree in business administration from the University of Management and Technology and completed an undergraduate finance program from 中央廣播電視大學 (currently known as The Open University of China). He has over 20 years of working experience in accounting, internal audit and risk management.

He has been a partner of 上海申北會計師事務所有限公司 (transliterated as Shanghai Shenbei Certified Public Accountants Co. Ltd.*), mainly in charge of business matters and market development since May 2013. Prior to joining Shanghai Shenbei Certified Public Accountants Co. Ltd., he has worked at 東吳人壽保險股份有限公司 (transliterated as Dongwu Life Insurance Co., Ltd.*) responsible for internal audit matters. He has also worked at 天安保險股份有限公司 (transliterated as Tian An Insurance Co., Ltd.*) responsible for internal risk control and risk management matters.

Mr. JI has been appointed for a term from 3 May 2018 to 22 June 2019 with a monthly remuneration and directors’ fee of HK\$20,000 and will be entitled to a meeting allowance and the other allowances as determined by the board (the “**Board**”) of directors (the “**Director(s)**”) in accordance with the Company’s policy. The remuneration of Mr. JI has been determined by the Board with reference to his duties and responsibilities, experience, qualification and prevailing market conditions and will be subject to annual review. He is subject to retirement and eligible for re-election pursuant to the articles of association of the Company (the “**Articles**”). Pursuant to the Articles, any Director so appointed shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election, but shall not be taken into account in determining the Directors who are to retire by rotation at such meeting.

Saved as disclosed above, as at the date of this notice, Mr. JI (i) does not hold any position within the Company or other members of the Group; (ii) does not have any relationship with any other Directors, senior management, substantial shareholders or controlling shareholders (as respectively defined in the Rules Governing the Listing of Securities (the “**Listing Rules**”) on the Stock Exchange) of the Company; (iii) has not held any directorship in public companies, the securities of which are listed on any securities market in Hong Kong or overseas, in the last three years; and (iv) does not have any interests or short positions in the shares, underlying shares or debentures of the Company or any of its associated corporation which are required to be disclosed pursuant to Part XV of the Securities and Futures Ordinance (Cap. 571 of the Laws of Hong Kong).

Save as disclosed above, there is no other information related to the re-election of Mr. JI that need to be disclosed pursuant to the requirements of Rule 13.51(2) of the Listing Rules nor are there other matters that need to be brought to the attention of the shareholders of the Company.

* For identification purposes only