
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, 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 or transfer was effected for transmission to the purchaser or transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 141)

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 5 June 2019 at 11:15 a.m. (or such later time as when the annual general meeting of the Company which is scheduled to commence at 11:00 a.m. at the same venue and date is concluded) is set out on pages 6 to 7 of this circular.

A form of proxy for use at the EGM is enclosed with this circular. Such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.greatchina-holdings.com). Whether or not you are able to attend the EGM, 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 (exclusive of any part of a day that is public holiday) before the time appointed for the holding of the EGM 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.

10 May 2019

CONTENTS

	<i>Page</i>
Definitions	1
Letter from the Board	3
Notice of EGM	6

DEFINITIONS

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

“Announcement”	the announcement of the Company dated 8 May 2019, in relation to the Proposed Change of Company Name
“Board”	the board of Directors
“Business Day(s)”	any day(s) except Saturday, Sunday or public holiday on which licensed banks in Hong Kong are open for business throughout their normal business hours
“Companies Ordinance”	Companies Ordinance, Chapter 622 of the Laws of Hong Kong
“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
“Director(s)”	the director(s) of the Company
“EGM”	an extraordinary general meeting of the Company to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 5 June 2019 at 11:15 a.m. (or such later time as when the annual general meeting of the Company which is scheduled to commence at 11:00 a.m. at the same venue and date is concluded) to consider and, if thought fit, to approve the resolution contained in the notice of the meeting which is set out on pages 6 to 7 of this circular, or any adjournment thereof
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Proposed Change of Company Name”	the proposed change of company name in which the English name of the Company be changed from “Great China Holdings Limited” to “Sky Chinafortune Holdings Group Limited” and the Chinese name of the Company from “大中華集團有限公司” to “天禧海嘉控股集團有限公司”
“Registry”	the Hong Kong Companies Registry
“Share(s)”	ordinary share(s) in the capital of the Company

DEFINITIONS

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

LETTER FROM THE BOARD



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

(Incorporated in Hong Kong with limited liability)

(Stock Code: 141)

Executive Directors:

Mr. JIANG Tian (*Chairman and Chief Executive*)
Ms. HOU Yingxuan (*Vice-President*)
Mr. GONG Biao (*Vice-President*)
Mr. GAO Keqin

Registered Office and Head Office:

Room 1512, 15/F.,
New World Tower 1,
16–18 Queen's Road Central,
Hong Kong

Non-executive Director:

Mr. CHAI Yuet

Independent Non-executive Directors:

Mr. HU Jianxing
Mr. TSEUNG Yuk Hei Kenneth
Mr. JI Qing

10 May 2019

To the Shareholders

Dear Sir/Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

Reference is made to the Announcement regarding the Proposed Change of Company Name.

The purpose of this circular is to provide you with information regarding the Proposed Change of Company Name and to give you notice of the EGM.

The notice setting out details of the resolution to be proposed at the EGM is set out on pages 6 to 7 of this circular.

THE PROPOSED CHANGE OF COMPANY NAME

The Board proposes that the English name of the Company be changed from “Great China Holdings Limited” to “Sky Chinafortune Holdings Group Limited” and the Chinese name of the Company be changed from “大中華集團有限公司” to “天禧海嘉控股集團有限公司”.

LETTER FROM THE BOARD

Reasons for the Proposed Change of Company Name

The Board believes that the new name of the Company will provide the Company with a new corporate image which will benefit the Company and is in the interests of the Company and the Shareholders as a whole.

Conditions for the Proposed Change of Company Name

The Proposed Change of Company Name is subject to the passing of a special resolution by the Shareholders at the EGM and the approval by the Registry. The Proposed Change of Company Name shall take effect from the date on which the certificate of change of name is issued by the Registry. The Company will carry out the necessary filing procedures with the Registry.

In addition, subject to the confirmation by the Stock Exchange, the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange will also be changed after the Proposed Change of Company Name becomes effective.

Effects of the Proposed Change of Company Name

The Proposed Change of Company Name will not affect any of the rights of the Shareholders. All existing share certificates in issue bearing the existing name of the Company will, after the Proposed Change of Company Name has become effective, continue to be evidence of title to the Shares and will continue to be valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates under the new name of the Company. Should the Proposed Change of Company Name become effective, any issue of share certificates thereafter will be in the new name of the Company.

Further announcement(s) relating to the effective date of the Proposed Change of Company Name and the new stock short names of the Company for trading in the Shares will be made by the Company as and when appropriate.

EXTRAORDINARY GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the EGM is set out on pages 6 to 7 of this circular.

At the EGM, a resolution will be proposed to approve the Proposed Change of Company Name.

In accordance with the requirements of Rule 13.39(4) of the Listing Rules, the proposed resolution will be put to vote by way of poll at the EGM. An announcement on the poll vote results will be made by the Company after the EGM in the manner prescribed under Rule 13.39(5) of the Listing Rules.

LETTER FROM THE BOARD

A form of proxy for use at the EGM is enclosed with this circular and such form of proxy is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.greatchina-holdings.com). Whether or not you are able to attend the EGM, please complete and sign the 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 (exclusive of any part of a day that is public holiday) before the time appointed for holding the EGM or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM if you so wish and, in such event, the form of proxy shall be deemed to be revoked.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on the resolution to be proposed at the EGM.

RECOMMENDATION

The Directors consider that the Proposed Change of Company Name is in the best interests of the Company and the Shareholders. The Directors therefore recommend the Shareholders to vote in favour of the resolution as set out in the notice of the EGM on pages 6 to 7 of this circular.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

Yours faithfully,
By order of the Board
Great China Holdings Limited
JIANG Tian
Chairman and Chief Executive

NOTICE OF EGM



大中華集團有限公司

GREAT CHINA HOLDINGS LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 141)

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Great China Holdings Limited (the “**Company**”) will be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 5 June 2019 at 11:15 a.m. (or such later time as when the annual general meeting of the Company which is scheduled to commence at 11:00 a.m. at the same venue and date is concluded) for the following purposes:

To consider and, if thought fit, pass with or without amendments, the following resolution as special resolution:

SPECIAL RESOLUTION

“**THAT** subject to and conditional upon the approval by the Hong Kong Companies Registry:

- a). to approve that the English name of the Company be changed from “Great China Holdings Limited” to “Sky Chinafortune Holdings Group Limited” and the Chinese name of the Company be changed from “大中華集團有限公司” to “天禧海嘉控股集團有限公司” (the “**Proposed Change of Company Name**”); and
- b). to approve that any one director or the company secretary of the Company be authorized to do or procure any such acts and things and execute all documents as may be required to effect the Proposed Change of Company Name.”

Yours faithfully,

By order of the Board

Great China Holdings Limited

JIANG Tian

Chairman and Chief Executive

Hong Kong, 10 May 2019

Notes:

1. The resolution at the meeting will be taken by poll except where the chairman, in good faith, decides to allow a resolution which relates to purely a procedural or administrative matter to be voted on by a show of hands in accordance with the Rules Governing the Listing on The Stock Exchange of Hong Kong Limited (“the

NOTICE OF EGM

Listing Rules”), and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) and the Company in accordance with the Listing Rules.

2. 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 of shares in respect of which each such proxy is so appointed.
3. 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 (exclusive of any part of a day that is public holiday) 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.
4. To ascertain shareholders’ eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Thursday, 30 May 2019 to Wednesday, 5 June 2019 (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 3 above) for registration no later than 4:00 p.m. on Wednesday, 29 May 2019.
5. If a Typhoon Signal No. 8 or above is hoisted, or a “black” rainstorm warning is in effect any time after 8:15 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.

As at the date of this notice, the Board comprises four executive Directors, namely, Mr. JIANG Tian, Ms. HOU Yingxuan, Mr. GONG Biao and Mr. GAO Keqin; 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.