



GREAT CHINA HOLDINGS LIMITED

大中華集團有限公司

(Incorporated in Hong Kong under the Companies Ordinance)

Stock code: 0141

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of shareholders of the Company will be held at 6th Floor, No. 9 Des Voeux Road West, Hong Kong on Thursday, 19th May, 2005 at 10:15 am (or as soon as the Annual General Meeting scheduled to be held at the same place and date at 10:00 am shall have been concluded or adjourned) for the purpose of considering and, if thought fit, passing the following resolution as a special resolution:

SPECIAL RESOLUTION

“THAT the Articles of Association of the Company be altered in the following manner:

- A. by inserting the following definitions in Article 2 immediately after the definition of “the Companies Ordinance”:

“the Listing Rules” shall mean the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (as modified from time to time);

“Associates” shall have the same meaning as ascribed to it under the Listing Rules;

- B. by inserting the words “and with the Listing Rules” immediately after the words “Section 57A of the Ordinance” in Article 18.

- C. by inserting the sentence: “However, the amount so advanced shall not entitle the holder of the share to participate in respect thereof in a dividend subsequently declared.” immediately after the first sentence in Article 36.

- D. by deleting the existing Article 40 (i) in its entirety and substituting with the following:

“40. (i) a fee of HK\$2 or, if lesser, the maximum sum allowed by the Listing Rules is paid to the Company in respect thereof;”

- E. by deleting the existing Article 41 in its entirety and substituting with the following:

“41. Deleted.”

- F. by insert the following Article immediately after Article 92:

“92A. Where any shareholder is, under the Listing Rules, required to abstain from voting on any particular resolution or restricted to voting only for or only against any particular resolution, any votes cast by or on behalf of such shareholder in contravention of such requirement or restriction shall not be counted.”

G. by deleting the existing Article 103 (B) (ii) in its entirety and substituting with the following:

“103.(B) (ii) Subject to the provisions of the Listing Rules, a Director shall not vote on any board resolution approving any contract or arrangement or any other proposal in which he or any of his Associates has a material interest nor shall he be counted in the quorum present at the meeting, unless the resolution or proposal is in respect of one or more of the following matters:–

- (1) the giving of any security or indemnity either:–
 - (a) to the Director or his Associate(s) in respect of money lent or obligations incurred or undertaken by him or any of them at the request of or for the benefit of the Company or any of its subsidiaries; or
 - (b) to a third party in respect of a debt or obligation of the Company or any of its subsidiaries for which the Director or his Associate(s) has himself/themselves assumed responsibility in whole or in part and whether alone or jointly under a guarantee or indemnity or by the giving of security;
- (2) any proposal concerning an offer of shares or debentures or other securities of or by the Company or any other company which the Company may promote or be interested in for subscription or purchase where the Director or his Associate(s) is/are or is/are to be interested as a participant in the underwriting or sub-underwriting of the offer;
- (3) any proposal concerning any other company in which the Director or his Associate(s) is/are interested only, whether directly or indirectly, as an officer or executive or shareholder or in which the Director or his Associate(s) is/are beneficially interested in shares of that company, provided that the Director and any of his Associates are not in aggregate beneficially interested in 5% or more of the issued shares of any class of such company (or of any third company through which his interest or that of his Associates is derived) or of the voting rights;
- (4) any proposal or arrangement concerning the benefit of employees of the Company or its subsidiaries including:–
 - (a) the adoption, modification or operation of any employees' share scheme or any share incentive or share option scheme under which the Director or his Associate(s) may benefit; or
 - (b) the adoption, modification or operation of a pension fund or retirement, death or disability benefits scheme which relates both to Directors, his Associates and employees of the Company or any of its subsidiaries and does not provide in respect of any Director, or his Associate(s), as such any privilege or advantage not generally accorded to the class of persons to which such scheme or fund relates; and
- (5) any contract or arrangement in which the Director or his Associate(s) is/are interested in the same manner as other holders of shares or debentures or other securities of the Company by virtue only of his/their interest in shares or debentures or other securities of the Company.

H. by deleting the existing Article 104 (A) in its entirety and substituting with the following:

“104. (A) At each annual general meeting 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 on the same day those to retire shall (unless they otherwise agree between themselves) be determined by lot. The retiring Directors shall be eligible for re-election.”

I. by adding the sentence: “The period for lodgment of the notices referred to in this article will commence no earlier than the day after the despatch of the notice of the general meeting appointed for such election and end no later than 7 days prior to the date of such general meeting.” towards the end of the existing Article 108.

J. by deleting the existing Article 171 in its entirety and substituting with the following:

“171. A member shall be entitled to have notices served on him at any address both within or outside Hong Kong.”

K. by deleting the words “within Hong Kong” in the sixth line of Article 173.”

By order of the board
Ka Yi TSE
Company Secretary

Hong Kong, 27th April 2005

Note:

Every member entitled to attend and vote at the meeting is entitled to appoint a proxy to attend and on a poll vote instead of him. A proxy need not be a member of the Company. In order to be valid, the form of proxy, together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s registered office, 6th Floor, No. 9 Des Voeux Road West, Hong Kong, not less than 48 hours before the time appointed for the holding of the meeting.

The directors of the Company as at the date of this announcement are: Mr Rustom Ming Yu HO (Chairman) and Mr John Ming Tak HO (Managing Director) as Executive Directors; Mr Chui Yi CHIU as Non-executive Director; and Mr Lawrence Kam Kee YU, Mr David Hon To YU and Mr Hsu Chou WU as Independent Non-executive Directors.

Please also refer to the published version of this announcement in China Daily.