
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 a licensed securities dealer, 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 to the purchaser or the transferee or to the bank manager, the licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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: 0141)

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY
AND
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW
SHARES AND TO REPURCHASE SHARES OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

A notice convening an annual general meeting of Great China Holdings Limited to be held at Boardroom, The Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 23 May 2008 at 10:30 a.m. is set out on pages 17 to 20 of this circular. A form of proxy for use at the annual general meeting is also enclosed. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.greatchinaholdingsltd.com.hk).

Whether or not you are able to attend the annual general meeting, you are requested to 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, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting if you so wish.

29 April 2008

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DEFINITIONS

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

“Annual General Meeting”	an annual general meeting of the Company to be held at Boardroom, The Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 23 May 2008 at 10:30 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 17 to 20 of this circular, or any adjournment thereof;
“Board”	the board of Directors;
“Companies Ordinance”	Companies Ordinance, Chapter 32 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;
“Current Articles of Association”	the Articles of Association of the Company currently in force with any amendments thereto from time to time;
“Director(s)”	the director(s) of the Company;
“Group”	the Company and its subsidiaries from time to time;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Issuance Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Latest Practicable Date”	23 April 2008, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Repurchase Mandate”	as defined in paragraph 3(b) of the Letter from the Board;

DEFINITIONS

“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) of HK\$0.2 each in the capital of the Company or if there has been a subsequent sub-division, consolidation, reclassification or reconstruction of the share capital of the Company, shares forming part of the ordinary equity share capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Hong Kong Codes on Takeovers and Mergers issued by the Securities and Futures Commission in Hong Kong.

LETTER FROM THE BOARD



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

(Incorporated in Hong Kong with limited liability)

(Stock code: 0141)

Executive Directors:

Mr Rustom Ming Yu HO (*Chairman*)
Mr John Ming Tak HO (*Managing Director*)
Mr Patrick Kwok Wai POON

Registered Office and Head Office:

United D, 26/F
United Centre
No. 95 Queensway
Hong Kong

Non-executive Director:

Ms Daphne HO

Independent Non-executive Directors:

Mr Lawrence Kam Kee YU *BBS, MBE, JP*
Mr David Hon To YU
Mr Hsu Chou WU

29 April 2008

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY
AND
PROPOSED GRANTING OF GENERAL MANDATES TO ISSUE NEW
SHARES AND TO REPURCHASE SHARES OF THE COMPANY
AND
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

1. INTRODUCTION

The purpose of this circular is to provide Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting relating to (i) the re-election of the retiring Directors; (ii) the granting of the Issuance Mandate to the Directors; (iii) the granting of the Repurchase Mandate to the Directors; and (iv) the extension of the Issuance Mandate by adding to it the nominal amount of the issued Shares repurchased by the Company under the Repurchase Mandate.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 104(A) of the Current Articles of Association, at each annual general meeting of the Company, 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 among themselves) be determined by lot. The retiring Directors shall be eligible for re-election by the Shareholders at the relevant annual general meeting.

Pursuant to Article 95 of the Current Articles of Association, the Board shall have power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. 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 at that meeting provided that any Director who so retires shall not be taken into account in determining which particular Directors or the number of Directors who are to retire by rotation at such meeting pursuant to Article 104(A).

According to the foregoing Article 104(A) of the Current Articles of Association, Mr Patrick Kwok Wai POON and Mr David Hon To YU shall retire by rotation at the Annual General Meeting whereas according to Article 95 of the Current Articles of Association, Ms Daphne HO (appointed by the Board on 28 March 2008 as an additional Director with effect from 1 April 2008) shall retire at the Annual General Meeting. All of the above three retiring Directors, being eligible, will offer themselves for re-election at the said meeting. Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any director(s) proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting. The requisite details of Mr Patrick Kwok Wai POON, Ms Daphne HO and Mr David Hon To YU are set out in Appendix I to this circular.

3. PROPOSED GRANTING OF THE ISSUANCE AND REPURCHASE MANDATES

At the annual general meeting of the Company held on 18 May 2007, general mandates were granted to the Directors to exercise the powers of the Company to issue new Shares and to repurchase Shares respectively. Up to the Latest Practicable Date, such mandates have not been used and, if not used by the date of the Annual General Meeting, will lapse at the conclusion of the Annual General Meeting.

LETTER FROM THE BOARD

Ordinary resolutions will be proposed at the Annual General Meeting to approve the granting of new general mandates to the Directors:

- (a) to allot, issue or deal with Shares of an aggregate nominal amount of up to 20% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to HK\$10,467,396.40 (equivalent to 52,336,982 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the “Issuance Mandate”);
- (b) to purchase Shares on the Stock Exchange of an aggregate nominal amount of up to 10% of the total nominal amount of the issued share capital of the Company as at the date of passing of such resolution (i.e. an aggregate nominal amount of Shares up to HK\$5,233,698.20 (equivalent to 26,168,491 Shares) on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting) (the “Repurchase Mandate”); and
- (c) to extend the Issuance Mandate by an amount representing the aggregate nominal amount of Shares repurchased by the Company pursuant to and in accordance with the Repurchase Mandate.

The Issuance Mandate and the Repurchase Mandate will continue in force until the conclusion of the next annual general meeting of the Company held after the Annual General Meeting or any earlier date as referred to in the proposed ordinary resolutions contained in items 5 and 6 of the notice of the Annual General Meeting as set out on pages 17 to 20 of this circular. With reference to the Issuance Mandate and the Repurchase Mandate, the Directors wish to state that they have no immediate plan to issue any Shares or repurchase any Shares pursuant thereto.

In accordance with the requirements of the Listing Rules, the Company is required to send to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the granting of the Repurchase Mandate. The explanatory statement as required by the Listing Rules in connection with the Repurchase Mandate is set out in Appendix II to this circular.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 17 to 20 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of the retiring Directors, the granting of the Issuance Mandate and the Repurchase Mandate and the extension of the Issuance Mandate by the addition thereto of the nominal amount of Shares repurchased pursuant to the Repurchase Mandate.

LETTER FROM THE BOARD

A form of proxy for use at the Annual General Meeting 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.greatchinaholdingsltd.com.hk). To be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of that power of attorney or authority at the Share Registrar of the Company, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the Annual General Meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish.

5. RECOMMENDATION

The Directors consider that the re-election of the retiring Directors, the granting of the Repurchase Mandate and the granting/extension of the Issuance Mandate are in the best interests of the Company, the Group and the Shareholders. Accordingly, the Directors recommend Shareholders to vote in favour of the relevant resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in Appendix I (Details of the Retiring Directors proposed to be re-elected at the Annual General Meeting), Appendix II (Explanatory Statement on the Repurchase Mandate) and Appendix III (Procedure by which Shareholders may demand a poll at a general meeting pursuant to the Current Articles of Association) to this circular.

Yours faithfully,
By Order of the Board
John Ming Tak HO
Managing Director

Pursuant to the Listing Rules, the details of the Directors, who will retire and offer themselves for re-election at the Annual General Meeting according to the Current Articles of Association, are provided below.

(1) Mr Patrick Kwok Wai POON, Executive Director

Position and experience

Mr Patrick Kwok Wai POON (“Mr POON”), aged 57, has been an executive Director since 20 April 2006. Mr POON joined the Group in 1997 and has since then been working at a senior level of the Group’s management team. He is also a director of certain subsidiaries of the Company. Mr POON has extensive experience in the commodity market and in the banking business. He has been overseeing the Group’s Shanghai office and monitoring the Group’s property business in the People’s Republic of China for 10 years. Mr POON currently holds a practising licence in property management in the People’s Republic of China.

Mr POON has not held any other directorships in listed public companies in the last three years.

Length of service

Mr POON entered into a service agreement with the Company, pursuant to which his term of office is fixed for an initial period of 3 years. Mr POON is also subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of such directors’ retirement by rotation and re-election have been set out in paragraph 2 of the Letter from the Board in this circular.

Relationships

As far as the Directors are aware, Mr POON does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr POON was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract entered into between Mr POON and the Company, Mr POON is entitled to receive a salary and other benefits, which are determined by the Board. The service contract does not include any fixed bonus, but Mr POON is entitled to receive a discretionary bonus. For the year ended 31 December 2007, Mr POON's annual salary and other benefits amounted to HK\$956,796 and the amount of discretionary bonus paid to him was HK\$272,398.

The above emoluments of Mr POON have been determined by the Board by reference to his role and duties and the prevailing market rates for similar duties and is subject to revision in future by the decision of the Board based on the recommendation of the Remuneration Committee of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr POON involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr POON that need to be brought to the attention of the Shareholders.

(2) Ms Daphne HO, Non-Executive Director*Position and experience*

Ms Daphne HO ("Ms HO"), aged 36, was appointed as a non-executive Director on 1 April 2008. She holds a Bachelor of Science degree in Marketing and Advertising from Boston College and a Masters of Business Administration in Managing Technology and Innovation from Santa Clara University. With extensive experience in strategic marketing and business strategy formulation, she is currently assisting a number of start-ups and small businesses as a private consultant. In the past, Ms HO has served as key business development roles at several publicly listed companies and was an International Marketing Manager of Kwong Fong Industries Corporation, a controlling Shareholder.

Ms HO has not held any other directorships in listed public companies in the last three years.

Length of service

Pursuant to the service contract entered into between Ms HO and the Company, Ms HO has been appointed for a term of 3 years commencing on 1 April 2008. She is also subject to the retirement and re-election provisions set out in the Current Articles of Association of the Company. The provisions of the Current Articles of Association in respect of such directors' retirement and re-election have been set out in paragraph 2 of the Letter from the Board in this circular.

Relationships

Ms HO is a daughter of Mr Rustom Ming Yu HO (Chairman of the Board) and a niece of Mr John Ming Tak HO (Managing Director). Save as disclosed above, Ms HO does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules) or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Ms HO was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the service contract entered into between Ms HO and the Company, Ms HO is entitled to receive an annual director's fee of HK\$60,000. Ms HO is not eligible to participate in any bonus schemes or other benefits of the kind available to executive directors of the Company. The above emoluments of Ms HO are determined by the Board by reference to her role and duties and the prevailing market rates for similar duties and is subject to revision in future by the decision of the Board based on the recommendation of the remuneration committee of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Ms HO involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Ms HO that need to be brought to the attention of the Shareholders.

(3) Mr David Hon To YU, Independent Non-Executive Director*Position and experience*

Mr David Hon To YU (“Mr YU”), aged 60, was appointed as an independent non-executive Director on 7 January 1999. Mr YU is a fellow member of the Institute of Chartered Accountants in England and Wales and an associate member of the Hong Kong Institute of Certified Public Accountants. He was formerly a partner of an international accounting firm with extensive experience in corporate finance. Mr YU is a founder and director of MCL Capital Limited, which specializes in direct investment and financial advisory activities.

Mr YU is currently also an independent non-executive director of the following listed public companies in Hong Kong:–

Name of Listed Companies	Main/GEM Board	Stock Code
Haier Electronics Group Co., Ltd.	Main Board	1169
Hantec Investment Holdings Limited	Main Board	111
J.I.C. Technology Company Limited	Main Board	987
Ming Pao Enterprise Corporation Limited	Main Board	685
One Media Group Limited	Main Board	426
Playmates Holdings Limited	Main Board	635
TeleEye Holdings Limited	GEM Board	8051
VXL Capital Limited	Main Board	727

Formerly, Mr YU was an independent non-executive director of BALtrans Holdings Limited, Guangzhou Shipyard International Company Limited and Shun Cheong Holdings Limited (all listed on the Main Board of the Stock Exchange). Save as disclosed above, Mr YU has not held any other directorship in listed public companies in the last three years.

Length of service

Pursuant to the service contract between the Company and Mr YU dated 25 November 2005, Mr YU has been appointed for a term of 3 years commencing on 25 November 2005. He is also subject to retirement by rotation and re-election at annual general meetings of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of such directors’ retirement by rotation and re-election have been set out in paragraph 2 of the Letter from the Board in this circular.

Relationships

As far as the Directors are aware, Mr YU does not have any relationships with other Directors, senior management, substantial Shareholders (as defined in the Listing Rules), or controlling Shareholders (as defined in the Listing Rules) of the Company.

Interests in shares

As far as the Directors are aware, as at the Latest Practicable Date, Mr YU was not interested or deemed to be interested in any shares or underlying shares of the Company or its associated corporations pursuant to Part XV of the SFO.

Director's emoluments

Pursuant to the aforementioned service contract, Mr YU is entitled to receive an annual director's fee of HK\$120,000. The director's fee of Mr YU has subsequently been increased to HK\$240,000 per annum. Mr YU is not eligible to participate in any bonus schemes or other benefits of the kind available to executive Directors. The above emoluments of Mr YU are determined by the Board by reference to his role and duties and the prevailing market rates for similar duties and is subject to revision in future by the decision of the Board based on the recommendation of the Remuneration Committee of the Company.

Information that needs to be disclosed and matters that need to be brought to the attention of the Shareholders

There is no information which is discloseable nor is/was Mr YU involved in any of the matters required to be disclosed pursuant to any of the requirements under paragraphs 13.51(2)(h) to 13.51(2)(v) of the Listing Rules and there are no other matters concerning Mr YU that need to be brought to the attention of the Shareholders.

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the Annual General Meeting in relation to the granting of the Repurchase Mandate.

1. REASONS FOR REPURCHASE OF SHARES

The Directors believe that the granting of the Repurchase Mandate is in the interests of the Company and the Shareholders.

Repurchases of Shares may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share. The Directors are seeking the granting of the Repurchase Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are repurchased will be decided by the Directors at the relevant time, having regard to the circumstances then pertaining.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 261,684,910 Shares.

Subject to the passing of the ordinary resolution set out in item 6 of the notice of the Annual General Meeting in respect of the granting of the Repurchase Mandate and on the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, i.e. being 261,684,910 Shares, the Directors would be authorized under the Repurchase Mandate to repurchase, during the period in which the Repurchase Mandate remains in force, an aggregate nominal amount of Shares up to HK\$5,233,698.20 (equivalent to 26,168,491 Shares), representing 10% of the aggregate nominal amount of the Shares in issue as at the date of the Annual General Meeting.

3. FUNDING OF REPURCHASES

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its Memorandum and Articles of Association, the Companies Ordinance and/or any other applicable laws, as the case may be.

The Company is empowered by its Memorandum and Articles of Association to repurchase Shares. The Companies Ordinance provides that repurchase of shares may only be effected out of a company's distributable profits or out of the proceeds of a fresh issue of shares made for the purpose. Any amount of premium payable on the repurchase of shares shall be paid out of the company's distributable profits. If the shares to be repurchased were issued at a premium, any premium payable on the repurchase may be paid out of the proceeds of a fresh issue of shares made for the purpose, up to an amount equal to (i) the aggregate of the premiums received by the company on the issue of the shares repurchased; or (ii) the current amount to the company's share premium account (including any sum transferred to that account in respect of premiums on the new shares), whichever is the less. A listed company may not repurchase its own securities on the Stock Exchange for a consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

4. IMPACT OF REPURCHASES

There might be a material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the annual report of the Company for the year ended 31 December 2007) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time appropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

5. TAKEOVERS CODE

If, on the exercise of the power to repurchase Shares pursuant to the Repurchase Mandate, a Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purposes of the Takeovers Code. Accordingly, a Shareholder, or group of Shareholders acting in concert, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code for all the Shares not already owned by such Shareholder or group of Shareholders.

As at the Latest Practicable Date, the Company's controlling Shareholders were collectively interested in 147,737,288 Shares, representing approximately 56.46% of the total issued share capital of the Company. Out of these Shares, 138,347,288 Shares (being approximately 52.87% of the total issued share capital of the Company) were held by Fulcrest Limited, 710,000 Shares (being approximately 0.27% of the total issued share capital of the Company) were held by Kwong Fong Holdings Limited and 8,680,000 Shares (being approximately 3.32% of the total issued share capital of the Company) were held by Kwong Fong Industries Corporation. The share capital of Fulcrest Limited was owned as to 51% by Asian Pacific Investment Corporation (a company controlled by Mr Rustom Ming Yu HO and Mr John Ming Tak HO, executive Directors) and as to 49% by Kwong Fong Holdings Limited (a wholly owned subsidiary of Kwong Fong Industries Corporation, a company listed in Taiwan). On the basis that the issued share capital of the Company remains unchanged as at the date of the Annual General Meeting, in the event that the Directors exercise in full the power to repurchase Shares in accordance with the terms of the relevant ordinary resolution to be proposed at the Annual General Meeting, the interests of the foregoing controlling Shareholders in the issued Shares would be increased to approximately 62.73% of the total issued share capital of the Company. The Directors are not aware of any consequences which will arise under the Takeovers Code as a result of any repurchases to be made under the Repurchase Mandate. In addition, the Directors consider that the full exercise of the Buyback Mandate will not lead to the percentage of the Company's public float falling below 25% of the Company's total issued share capital.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Company has not been notified by any connected persons (as defined in the Listing Rules) of the Company that they have a present intention to sell any Shares to the Company, or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders.

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases of Shares pursuant to the Repurchase Mandate in accordance with the Listing Rules and the Companies Ordinance.

7. MARKET PRICES OF SHARES

The highest and lowest prices per Share at which the Shares have traded on the Stock Exchange during each of the previous 12 months were as follows:

Month	Highest HK\$	Lowest HK\$
2007		
April	1.30	0.77
May	1.60	0.85
June	1.58	1.06
July	1.35	1.09
August	1.32	0.90
September	1.15	0.90
October	0.96	0.81
November	0.98	0.81
December	0.97	0.90
2008		
January	0.82	0.61
February	0.68	0.52
March	0.64	0.58
April (up to the Latest Practicable Date)	0.61	0.50

8. REPURCHASES OF SHARES MADE BY THE COMPANY

No repurchase of Shares has been made by the Company during the previous six months (whether on the Stock Exchange or otherwise).

APPENDIX III**PROCEDURE BY WHICH SHAREHOLDERS
MAY DEMAND A POLL AT A GENERAL MEETING
PURSUANT TO THE CURRENT ARTICLES OF ASSOCIATION**

The following paragraphs set out the procedure by which Shareholders may demand a poll at a general meeting of the Company (including the Annual General Meeting) pursuant to the Current Articles of Association.

According to Article 75 of the Current Articles of Association, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands unless (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for a poll) a poll is demanded by:

- (a) the chairman of the meeting; or
- (b) at least three Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy for the time being entitled to vote at the meeting; or
- (c) a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and representing not less than one-tenth of the total voting rights of all Shareholders having the right to vote at the meeting; or
- (d) a Shareholder or Shareholders present in person (or, in the case of a Shareholder being a corporation, by its duly authorized representative) or by proxy and holding Shares in the Company conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

Unless a poll be so demanded and not withdrawn, a declaration by the chairman that a resolution has on a show of hands been carried or carried unanimously, or by a particular majority, or lost, and an entry to that effect in the book containing the minutes of the proceedings of the Company shall be conclusive evidence of the fact without proof of the number or proportion of the votes recorded in favour or against such resolution.

In addition, in compliance with the Listing Rules, any vote of shareholders at a general meeting will be taken on a poll where:

- (i) the chairman of the general meeting and/or the directors individually or collectively hold proxies in respect of shares representing 5% or more of the total voting rights at the general meeting, and the meeting votes, on a show of hands, in the opposite manner to that instructed in those proxies unless it is apparent from the total proxies held that a vote taken on a poll will not reverse the vote taken on a show of hands;
- (ii) the meeting is to approve connected transactions;
- (iii) the meeting is to approve transactions that are subject to independent shareholders' approval pursuant to the Listing Rules;
- (iv) the meeting is to approve granting of options to a substantial shareholder or an independent non-executive director of the issuer, or any of their respective associates, as required under the Listing Rules; or
- (v) the meeting is to approve any other transactions in which a shareholder has a material interest and is therefore required to abstain from voting at the general meeting.

NOTICE OF THE ANNUAL GENERAL MEETING



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

(Incorporated in Hong Kong with limited liability)

(Stock code: 0141)

NOTICE IS HEREBY GIVEN that an Annual General Meeting of Great China Holdings Limited (the “Company”) will be held at Boardroom, The Dynasty Club, 7/F, South West Tower, Convention Plaza, 1 Harbour Road, Wanchai, Hong Kong on Friday, 23 May 2008 at 10:30 a.m. for the following purposes:

1. To receive the audited consolidated financial statements of the Company and the reports of the Directors and Auditors for the year ended 31 December 2007;
2. To declare a final dividend of HK1 cent per share for the year ended 31 December 2007;
3. To re-elect Directors and to authorize the Board of Directors to fix the respective Directors’ remuneration;
4. To appoint Auditors and to authorize the Board of Directors to fix their remuneration;
5. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below and pursuant to Section 57B of the Hong Kong Companies Ordinance, the exercise by the Directors of the Company during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with authorized and unissued shares in the capital of the Company and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved, notwithstanding that the allotment/granting is not made on a pro rata basis to the then existing shareholders of the Company;
- (b) the approval in paragraph (a) above shall authorize the Directors to make or grant offers, agreements and options during the Relevant Period which would or might require the exercise of such powers after the end of the Relevant Period;

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(c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to:

- (i) a Rights Issue (as defined below);
- (ii) the exercise of options under a share option scheme of the Company or similar arrangement for the time being adopted for the grant or issue to officers and/or employees of the Company and/or any of its subsidiaries of share or rights to acquire share of the Company; and
- (iii) any scrip dividend scheme or similar arrangement providing for the allotment of shares in lieu of the whole or part of a dividend on shares of the Company in accordance with the Articles of Association of the Company,

shall not exceed 20% of the aggregate nominal amount of the issued share capital of the Company on the date of the passing of this resolution and this approval shall be limited accordingly; and

(d) for the purposes of this resolution:

“Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
- (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, the Companies Ordinance or any applicable laws to be held; and

“Rights Issue” means an offer of shares open for a period fixed by the Directors of the Company to holders of shares or any class thereof on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction or the requirements of any recognized regulatory body or any stock exchange).”;

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6. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to purchase its shares, subject to and in accordance with the applicable laws, be and is hereby generally and unconditionally approved;
 - (b) the total nominal amount of shares of the Company to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total nominal amount of the share capital of the Company in issue on the date of passing of this resolution and the said approval shall be limited accordingly; and
 - (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earliest of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the revocation or variation of the authority given under this resolution by ordinary resolution passed by the Company’s shareholders in general meetings; and
 - (iii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles of Association of the Company, the Companies Ordinance or any applicable laws to be held.”;
7. To consider as special business and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT conditional upon the passing of resolutions set out in items 5 and 6 of the notice convening this meeting (the “Notice”), the general mandate referred to in the resolution set out in item 5 of the Notice be and is hereby extended by the addition to the aggregate nominal amount of shares which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares purchased by the Company pursuant to the mandate referred to in resolution set out in item 6 of the Notice, provided that such amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue on the date of the passing of this resolution.”.

By order of the Board
Andy Kam Kee WONG
Company Secretary

Hong Kong, 29 April 2008

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Notes:

1. Any Member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and, in the event of a poll, vote instead of him. A proxy need not be a Member of the Company.
2. 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, shall be deposited at the Company's Share Registrar, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours 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 instrument appointing a proxy shall be deemed to be revoked.
3. The register of members of the Company will be closed from Wednesday, 21 May 2008 to Friday, 23 May 2008, both days inclusive, during which period no transfer of shares of the Company will be registered. In order to qualify for the entitlement to the proposed final dividend for the year ended 31 December 2007 and for attending and voting at the above meeting, unregistered holders of shares of the Company should ensure that all transfers of shares accompanied by the relevant share certificates and appropriate transfer forms must be lodged with the Company's Share Registrar, Tricor Abacus Limited, at 26/F, Tesbury Centre, 28 Queen's Road East, Hong Kong, for registration not later than 4:30 p.m. on Tuesday, 20 May 2008.
4. In relation to the ordinary resolutions set out in items 5, 6 and 7 of the above notice, the Directors wish to state that they have no immediate plan to issue any new shares or repurchase any existing shares of the Company.