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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**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 stockbroker or other registered dealer in securities, a 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 was effected for transmission to the purchaser or 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: 141)**

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS OF THE COMPANY  
AND  
NOTICE OF THE ANNUAL GENERAL MEETING OF THE COMPANY**

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A notice convening an annual general meeting of Great China Holdings Limited to be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 May 2015 at 9:00 a.m. is set out on pages 10 to 11 of this circular. A form of proxy for use at the 2015 annual general meeting is enclosed with this circular. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.greatchinaholdingsltd.com.hk](http://www.greatchinaholdingsltd.com.hk)).

Whether or not you are able to attend the 2015 annual general meeting, 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 A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the 2015 annual general meeting 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.

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## DEFINITIONS

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*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 Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 May 2015 at 9:00 a.m., to consider and, if appropriate, to approve the resolutions contained in the notice of the meeting which is set out on pages 10 to 11 of this circular, or any adjournment thereof;
“associates”	has the meaning as ascribed thereto in the Listing Rules;
“Board”	the board of Directors;
“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;
“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;
“Latest Practicable Date”	1 April 2015, 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;
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	ordinary share(s) 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;

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## DEFINITIONS

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

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LETTER FROM THE BOARD

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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)**

*Executive Directors:*

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

*Registered Office and Head Office:*

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

*Non-executive Director:*

Ms Yu Gia HO

*Independent Non-executive Directors:*

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

14 April 2015

*To the shareholders*

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS 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 resolution to be proposed at the Annual General Meeting relating to the re-election of the retiring Directors.

**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

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## LETTER FROM THE BOARD

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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.

According to the foregoing provision, Ms. Yu Gia HO, Mr. Lawrence Kam Kee YU, *BBS, MBE, JP* and Mr. Hsu Chou WU shall retire by rotation 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 the above three retiring Directors are set out in Appendix I to this circular.

According to code provision A.4.3 of the Corporate Governance Code contained in Appendix 14 to the Listing Rules, if an independent non-executive director serves more than nine years, his further appointment should be subject to a separate resolution to be approved by the shareholders and the papers to shareholders accompanying that resolution should include the reasons why the board believes he is still independent and should be re-elected. Mr. Lawrence Kam Kee YU, *BBS, MBE, JP* and Mr. Hsu Chou WU, who are subject to retirement at the Annual General Meeting, have served as an independent non-executive director of the Company (“**INED**”) for more than nine years since November 1994 and September 2004 respectively. Notwithstanding such a long continuous period of their holding office as an INED, given that they have confirmed in writing to the Company annually that they have met the guidelines set out in Rule 3.13 of the Listing Rules, the Board is satisfied with their independency and believes they are still independent. Furthermore, given the extensive knowledge and experience of Mr. Lawrence Kam Kee YU, *BBS, MBE, JP* and Mr. Hsu Chou WU, the Board believes that their re-elections are in the interests of the Company and its Shareholders and therefore they should be re-elected.

### **3. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT**

The notice of the Annual General Meeting is set out on pages 10 to 11 of this circular. At the Annual General Meeting, resolutions will be proposed to approve, inter alia, the re-election of the retiring Directors.

Pursuant to the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Accordingly, the proposed resolutions will be put to vote by way of poll at the Annual General Meeting. An announcement on the poll vote results will be made by the Company after the Annual General Meeting in the manner prescribed under Rule 13.39(5) of the Listing Rules.

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](http://www.hkexnews.hk)) and the Company ([www.greatchinaholdingsltd.com.hk](http://www.greatchinaholdingsltd.com.hk)). Whether or not you are able to attend the Annual General Meeting, please complete and sign the form of proxy in accordance with the instructions printed thereon and return it, together with the power of attorney or other authority (if any) under which it is signed or a notarially

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## LETTER FROM THE BOARD

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certified copy of that power of attorney or authority to the Share Registrar of the Company, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, 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 delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

#### 4. RECOMMENDATION

The Directors consider that the re-election of the retiring Directors is in the 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.

#### 5. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular: Appendix I — Details of the Retiring Directors Proposed to be Re-elected at the Annual General Meeting.

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) MS YU GIA HO****Position and Experience**

Ms Yu Gia HO, aged 43, has been a non-executive director of the Company since 1 April 2008. She holds a Bachelor of Science degree in Marketing and Advertising from Boston College and a Master of Business Administration degree in Managing Technology and Innovation from Santa Clara University. 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 of the Company.

Save as disclosed above, Ms HO has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the service contract entered into between Ms HO and the Company, Ms HO's current term of office as a non-executive Director is 3 years from 1 April 2014, subject to renewal upon expiry of the term. She is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of Directors' retirement by rotation 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 (executive director of the Company) and a niece of Mr. John Ming Tak HO (executive director of the Company).

Save as disclosed above and disclosed in the sections "Position and Experience" and "Interests in Shares", 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**

Ms HO is entitled to receive an annual director's fee of HK\$70,000. Except the Company's existing share option scheme, Ms HO is not eligible to participate in any bonus schemes or other benefits of the kind available to executive Directors. The above emolument of Ms HO is determined by the Board with 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.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Ms HO 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.

**(2) MR LAWRENCE KAM KEE YU, BBS, MBE, JP****Position and Experience**

Mr Lawrence Kam Kee YU, *BBS, MBE, JP*, aged 69, has been an independent non-executive director of the Company since November 1994. He is also the chairman of the Remuneration Committee and the Nomination Committee and a member of the Audit Committee of the Company. Mr Lawrence YU underwent training at Bayer AG and Cassella AG in Germany and has accumulated many years of senior management experience. Mr Lawrence YU is the honorary life president of the Hong Kong Dyestuffs Merchants Association Limited. He also serves on many charitable and social organisations, and is currently the co-chairman of the Campaign Committee of The Community Chest of Hong Kong, the honorary vice president of the Hong Kong Football Association Limited, the president of Hong Kong Automobile Association and the chairman of Hong Kong Liver Foundation. Mr. Lawrence YU resigned as an independent non-executive director of CMMB Vision Holdings Limited (stock code: 471) on 1 June 2011 and Evergrande Real Estate Group Limited (stock code: 3333) on 23 June 2012.

Save as disclosed above, Mr YU has not held other directorships in the last three years in public companies the securities of which are listed on any securities market in Hong Kong or overseas.

**Length of service**

Pursuant to the service contract entered into between Mr YU and the Company, Mr YU's current term of office as an independent non-executive Director is 3 years from 21 May 2013, subject to renewal upon expiry of the term. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in

accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of 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 any 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**

Mr YU is entitled to receive an annual director's fee of HK\$280,000. Except the Company's existing share option scheme, Mr YU is not eligible to participate in any bonus schemes or other benefits of the kind available to executive Directors. The above emolument of Mr YU is determined by the Board with 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.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr YU 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.

**(3) MR HSU CHOU WU****Position and Experience**

Mr. Hsu Chou WU, aged 61, has been an independent non-executive director of the Company since September 2004. He is also a member of both the Audit Committee and the Nomination Committee of the Company. Mr. WU is a member of the Taipei Bar Association. He is currently the chairman of the Eurasia Law Office in Taipei. He is also a medical ethics and medical law lecturer in National Defense Medical Center, a committee member of the Medical Ethics Committee in Tri-Service General Hospital, a former committee member of the Law and Regulation Commission of the Ministry of the Interior in Taiwan, a legal consultant of the National Police Agency of the Ministry

of the Interior in Taiwan and a consultant of the Civil Service Protection and Training Commission in Taiwan. Mr. WU is the author of the books “Handbook to Terminate Medical Dispute” and “Far Away From Medical Dispute” (to be published).

**Length of service**

Pursuant to the service contract entered into between Mr WU and the Company, Mr WU’s current term of office as an independent non-executive Director is 3 years from 1 April 2014, subject to renewal upon expiry of the term. He is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Current Articles of Association. The provisions of the Current Articles of Association in respect of 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 WU does not have any relationships with any 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 WU 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**

Mr WU is entitled to receive an annual director’s fee of HK\$70,000. Except the Company’s existing share option scheme, Mr WU is not eligible to participate in any bonus schemes or other benefits of the kind available to executive Directors. The above emolument of Mr WU is determined by the Board with 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.

**Other information and matters that need to be disclosed or brought to the attention of the Shareholders**

As far as the Directors are aware, there is no information of Mr WU 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 WU that need to be brought to the attention of the Shareholders.

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NOTICE OF THE ANNUAL GENERAL MEETING

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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)**

**NOTICE IS HEREBY GIVEN** that an Annual General Meeting of Great China Holdings Limited (the “**Company**”) will be held at Falcon Room II, Basement, Gloucester Luk Kwok Hong Kong, 72 Gloucester Road, Wanchai, Hong Kong on Wednesday, 20 May 2015 at 9:00 a.m. for the following purposes:

**AS ORDINARY BUSINESS**

1. To consider and receive the audited consolidated financial statements of the Company and the reports of the directors and of the auditor for the year ended 31 December 2014;
2. To declare a final dividend of HK\$0.12 per share for the year ended 31 December 2014;
3. To re-elect Ms Yu Gia HO as a non-executive director of the Company;
4. To re-elect Mr Lawrence Kam Kee YU, *BBS, MBE, JP* as an independent non-executive director of the Company;
5. To re-elect Mr Hsu Chou WU as an independent non-executive director of the Company;
6. To authorize the board of directors to fix the respective directors’ remuneration;
7. To re-appoint BDO Limited as auditor and to authorize the board of directors to fix the auditor’s remuneration;

By order of the Board  
**John Ming Tak HO**  
*Managing Director*

Hong Kong, 14 April 2015

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## NOTICE OF THE ANNUAL GENERAL MEETING

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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 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.
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, must be delivered to the Share Registrar of the Company, Union Registrars Limited, at A18/F., Asia Orient Tower, Town Place, 33 Lockhart Road, Wanchai, 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 form of proxy shall be deemed to be revoked.
3. To ascertain shareholders' eligibility to attend and vote at the above meeting, the register of members of the Company will be closed from Friday, 15 May 2015 to Wednesday, 20 May 2015 (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 2 above) for registration no later than 4:30 p.m. on Thursday, 14 May 2015.
4. To ascertain shareholders' entitlement to the proposed final dividend upon passing of resolution no. 2 set out in this notice, the register of members of the Company will be closed from Thursday, 28 May 2015 to Tuesday, 2 June 2015 (both days inclusive), during which period no share transfer will be effected. In order to qualify for entitlement to the proposed final dividend, 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 2 above) for registration no later than 4:30 p.m. on Wednesday, 27 May 2015.
5. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 6:00 a.m. on the date of the annual general meeting, the meeting will be postponed. The Company will post an announcement on the website of Company at [www.greatchinaholdingsltd.com.hk](http://www.greatchinaholdingsltd.com.hk) and on the HKExnews website of the Stock Exchange at [www.hkexnews.hk](http://www.hkexnews.hk) to notify Shareholders of the date, time and place of the rescheduled meeting.