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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.

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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)

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND TO BUY BACK SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

A notice convening the Annual General Meeting of Great China Holdings Limited to be held at Suites 903–905, 9th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 6 June 2018 at 11:00 a.m. is set out on pages 13 to 17 of this circular.

A form of proxy for use at the 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) and the Company (www.greatchina-holdings.com). Whether or not you are able to attend the 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 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 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.

25 April 2018

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DEFINITIONS

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

“Annual General Meeting”	an annual 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, 6 June 2018 at 11:00 a.m. to consider and, if thought fit, to approve the resolutions contained in the notice of the meeting which is set out on pages 13 to 17 of this circular, or any adjournment thereof;
“Articles of Association”	the articles of association of the Company currently in force;
“Board”	the board of Directors;
“Buy-back Mandate”	as defined in paragraph 3(b) of the Letter from the Board;
“Close associates”	has the meaning as ascribed thereto under the Listing Rules;
“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;
“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;
“Hopevision”	Hopevision Group Ltd., a controlling shareholder of the Company, which held an approximately 54.15% interest in the Company as at the Latest Practicable Date, and is an indirect wholly-owned subsidiary of Shanghai Chongsheng;
“Issue Mandate”	as defined in paragraph 3(a) of the Letter from the Board;
“Latest Practicable Date”	20 April 2018, 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;

DEFINITIONS

“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Shanghai Chongsheng”	Shanghai Chongsheng Investment Management Co. Ltd. (上海翀盛投資管理有限公司), which was owned as to 99% by Mr. JIANG Tian, and 1% by Mr. GONG Biao, the executive Directors, as at the Latest Practicable Date;
“Share(s)”	ordinary share(s) in the capital of the Company;
“Shareholder(s)”	holder(s) of Share(s);
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs issued by the Securities and Futures Commission of Hong Kong; and
“%”	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*)
Mr. LAI Han (*Chief Executive*)
Ms. HOU Yingxuan (*Vice-President*)
Mr. GONG Biao (*Vice-President*)

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:

Ms. LI Ping
Mr. HU Jianxing
Mr. TSEUNG Yuk Hei Kenneth

25 April 2018

To the Shareholders

Dear Sir/Madam,

**PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS,
PROPOSED GRANTING OF GENERAL MANDATES TO
ISSUE SHARES AND TO BUY BACK SHARES
AND
NOTICE OF THE ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the Annual General Meeting, including (i) the re-election of the retiring Directors; (ii) the granting to the Directors the Buy-back Mandate to buy back Shares; (iii) the granting to the Directors the Issue Mandate to issue Shares; and (iv) the notice of the Annual General Meeting.

LETTER FROM THE BOARD

2. PROPOSED RE-ELECTION OF THE RETIRING DIRECTORS

Pursuant to Article 104(A) of the 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. Accordingly, Mr. LAI Han and Ms. HOU Yingxuan shall retire at the Annual General Meeting pursuant to Article 104(A) of the Articles of Association.

Pursuant to Article 95 of the Articles of Association, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board shall hold office only until the next following annual general meeting of the Company and shall then be eligible for re-election. Accordingly, Mr. JIANG Tian and Mr. TSEUNG Yuk Hei Kenneth shall retire at the Annual General Meeting pursuant to Article 95 of the Articles of Association. The above-mentioned retiring Directors are eligible and will offer themselves for re-election at the said meeting.

Information of the Directors proposed to be re-elected at the Annual General Meeting is set out in Appendix I to this circular.

3. PROPOSED GRANTING OF THE ISSUE AND BUY-BACK MANDATES

At the annual general meeting of the Company held on 6 June 2017, general mandates were granted to the Directors to exercise the powers of the Company to issue Shares and to buy back Shares respectively. These general mandates will lapse at the conclusion of the Annual General Meeting.

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 new Shares not exceeding 20% of the number of issued Shares as at the date of passing of such resolution (the “**Issue Mandate**”);
- (b) to buy-back Shares on the Stock Exchange or on any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange not exceeding 10% of the number of issued Shares as at the date of passing of such resolution (the “**Buy-back Mandate**”); and
- (c) to extend the Issue Mandate by adding the aggregate number of Shares which may be bought back by the Company pursuant to the Buy-back Mandate.

Under 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 Buy-

LETTER FROM THE BOARD

back Mandate. The explanatory statement is set out in Appendix II to this circular, which also constitutes the memorandum required under Section 239(2) of the Companies Ordinance.

4. ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The notice of the Annual General Meeting is set out on pages 13 to 17 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 Issue Mandate and the Buy-back Mandate.

In accordance with the requirements of Rule 13.39(4) of the Listing Rules, 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) and the Company (www.greatchina-holdings.com). 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 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 Annual General Meeting or any adjournment thereof. Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting if you so wish and in such event, the proxy form shall be deemed to be revoked.

5. RECOMMENDATION

The Directors consider that the resolutions mentioned above are in the interests of the Company and the Shareholders. Accordingly, the Directors recommend the Shareholders to vote in favour of all of these resolutions to be proposed at the Annual General Meeting.

6. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

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

(1) MR. JIANG TIAN

Mr. JIANG, aged 47, is an executive Director, the chairman of the Board and nomination committee of the Company as well as the controlling shareholder of the Company. He has extensive experiences in real estate investment and hotel management in the PRC. He is currently the director of Shanghai Chongsheng Investment Management Co., Ltd. (a holding company of Hopevision Group Ltd., a controlling shareholder of the Company). He is also a consultant of the Company's subsidiary, 博平置業(上海)有限公司.

Mr. JIANG has entered into a service agreement with the Company for a term from 6 June 2017 to 22 June 2019 with the emoluments including the monthly Director's fee of HK\$20,000 and the monthly salary of approximately HK\$160,000 together with fixed and discretionary bonus and other incentive and subsidies payable by the Group.

He is subject to retirement and eligible for re-election pursuant to the Articles of Association. For the year ended 31 December 2017, Mr. JIANG's Director's fee amounted to HK\$1,425,082.31. The remuneration of Mr. JIANG 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.

As at the Latest Practicable Date, Mr. JIANG had the following interest in the Company and its associated corporations within the meaning of Part XV of the SFO:

Long position in the Shares

Capacity/ Nature of Interest	Number of Shares interested			Percentage of the issued Shares*
	Direct interests	Deemed interests	Total interests	
Beneficial owner	4,880,000		191,902,577	55.56%
Interest in a controlled corporation		187,022,577 (Note 1)		

Long position in the shares of the associated corporations

Name of director	Name of associated corporation	Capacity	Number of shares held	Percentage of the issued shares of associated corporation
JIANG Tian	Hopevision Group Ltd. (Note 2)	Interest in a controlled corporation	1	100%
	Hong Kong Hopevision International Limited	Interest in a controlled corporation	1	100%
	Shanghai Chongsheng Investment Management Co., Ltd. (Note 2)	Beneficial owner	N/A	99%

Notes:

1. Mr. JIANG Tian was deemed to be interested in 191,902,577 Shares, among which 187,022,577 Shares were held by Hopevision Group Ltd. and 4,880,000 Shares were held in his own capacity.
2. Hopevision Group Ltd. was indirectly wholly owned by Shanghai Chongsheng Investment Management Co., Ltd., whose registered capital of RMB50,000,000 was in turn owned as to 99% by Mr. JIANG Tian and 1% by Mr. GONG Biao.

* The percentage represents the number of ordinary shares interested divided by the number of the Company's issued shares as at the Latest Practicable Date.

Saved as disclosed above, Mr. JIANG (i) did not hold any other position in the Group nor did he hold any directorship in any listed public company in the last three years; (ii) did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules); and (iii) did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

(2) MR. LAI HAN

Mr. LAI, aged 40, is an executive Director, the chief executive and a member of the remuneration committee of the Company. Mr. Lai obtained a degree in Economics in Sichuan Agricultural University in July 2000. He also obtained Certificate of Company Secretary in the Shanghai Stock Exchange and the Shenzhen Stock Exchange in April 2004 and November 2012, respectively. Mr. LAI has over 15 years of experience in accounting, investment, mergers and acquisitions and company secretarial fields. He is currently a director of the Company's subsidiary, 博平置業(上海)有限公司.

Mr. LAI has entered into a service agreement with the Company for a term from 6 June 2017 to 22 June 2019 with the emoluments including the monthly Director's fee of HK\$20,000 and the monthly salary of approximately HK\$90,000, together with fixed and discretionary bonus and other incentive and subsidies payable by the Group. He is subject to retirement and eligible for re-election pursuant to the Articles of Association. For the year ended 31 December 2017, Mr. LAI's Director's fee amounted to HK\$1,038,128.53. The remuneration of Mr. LAI 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.

Save as disclosed above, Mr. LAI (i) did not hold any position in the Group nor did he hold any directorship in any listed public company in the last three years; (ii) did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules); and (iii) did not have any interests or short positions in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

(3) MS. HOU YINGXUAN

Ms. HOU, aged 32, is an executive Director and the vice-president of the Company. Ms. Hou graduated from Lancaster University in the United Kingdom with a Bachelor of Finance (Honours) degree in 2009. Ms. HOU worked for CCB International Capital Limited, a wholly-owned subsidiary of China Construction Bank Corporation, from November 2009 to December 2016. She has many years of experience in corporate finance and specialises in the origination of buy-side and sell-side projects for Hong Kong initial public offerings and offshore business corporate finance activities. Ms. HOU was appointed as the directors of the subsidiaries of the Company, namely, Capital Head Investment Limited, Concord Trinity Development Limited, Glory South Investment Limited, Jelson Enterprises Limited, Poppins Properties Limited, Adamgate Limited, Max Benefit Group Limited and Dragon Intellect Holdings Limited.

Ms. HOU has entered into a service agreement with the Company for a term from 27 February 2017 to 22 June 2019 with the emoluments including the monthly Director's fee HK\$20,000 and the monthly of salary of HK\$70,000 together with fixed and discretionary bonus and other incentive and subsidies payable by the Group. Monthly salary of Ms. HOU has been adjusted to HK\$90,000 with effective from 1 April 2018. The monthly Director's fee remains unchanged. She is subject to retirement and eligible for re-election pursuant to the Articles of Association. For the year ended 31 December 2017, Ms. HOU's Director's fee amounted to HK\$1,051,172.63. The remuneration of Ms. HOU has been determined by the Board with reference to her duties and responsibilities, experience, qualification and prevailing market conditions and will be subject to annual review.

Saved as disclosed above, Ms. HOU (i) did not hold any other position in the Group nor did she hold any directorship in any listed public company in the last three years; (ii) did not have any relationship with any other Directors, senior management, substantial

Shareholders or controlling Shareholders (as respectively defined in the Listing Rules); and (iii) did not have any interest or short position in the Shares, underlying Shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

(4) MR. TSEUNG YUK HEI KENNETH

Mr. TSEUNG, aged 52, is an independent non-executive Director and a member of the audit committee of the Company. Mr. TSEUNG graduated from Macquarie University in Australia in 1989 with a Bachelor's degree in Economics and he is a chartered accountant in Australia. Mr. TSEUNG has over 23 years of extensive experience in auditing and investment banking business. Before joining the investment banking industry in 1994, Mr. TSEUNG was an auditor in Hong Kong and Australia. Mr. TSEUNG has held senior positions in the investment banking division of various financial institutions including Standard Chartered Bank (Hong Kong) Ltd., ABN AMRO Bank N. V., Hong Kong branch and BNP Paribas Peregrine Capital Limited. After that, Mr. TSEUNG was a managing director, Head of Investment Banking, China of CIMB Securities Limited from August 2012 to February 2017. Mr. TSEUNG is currently the senior managing director, Head of Investment Banking of Mason Securities Limited (a wholly-owned subsidiary of Mason Group Holdings Limited (Stock Code: 273)). Mr. TSEUNG had been an independent non-executive director of Chinese Energy Holdings Limited (Stock Code: 8009) (formerly known as iMerchants Limited) between September 2004 and September 2007 and Great Wall Motor Company Limited (Stock Code: 2333) between June 2009 and May 2010.

Mr. TSEUNG has been appointed for a term from 15 November 2017 to 22 June 2019 with a monthly remuneration and Directors' fee of HK\$20,000 together with a meeting allowance and the other allowances as determined by the Board in accordance with the Company's policy. He is subject to retirement and eligible for re-election pursuant to the Articles of Association. For the year ended 31 December 2017, Mr. TSEUNG's Director's fee amounted to HK\$41,875.00. The remuneration of Mr. TSEUNG 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.

Saved as disclosed above, Mr. TSEUNG (i) did not hold any other position in the Group nor did he hold any directorship in any listed public company in the last three years; (ii) did not have any relationship with any other Directors, senior management, substantial Shareholders or controlling Shareholders (as respectively defined in the Listing Rules); and (iii) did not have any interest or short position in the shares, underlying shares or debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO as at the Latest Practicable Date.

The following is an explanatory statement required by the Listing Rules to be sent to the Shareholders in relation the Buy-back Mandate, and also constitutes the memorandum required under Section 239(2) of the Companies Ordinance.

1. REASONS FOR BUY-BACK OF SHARES

The Directors believe that the granting of the Buy-back Mandate is in the best interests of the Company and the Shareholders as a whole.

Buy-back 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 Buy-back Mandate to give the Company the flexibility to do so if and when appropriate. The number of Shares to be bought back on any occasion and the price and other terms upon which the same are bought back 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 total number of the issued Shares was 345,374,910 Shares. If the Buy-back Mandate is granted to the Directors and assuming that the number of issued Shares remains unchanged as at the date of the Annual General Meeting, the Directors would be authorized under the Buy-back Mandate to buy back a maximum of 34,537,491 Shares until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the revocation or variation of the Buy-back Mandate by ordinary resolution passed by the Shareholders at general meeting; and (iii) the expiry of the period within which the next annual general meeting of the Company is required by the Articles of Association or by law to be held.

3. FUNDING OF BUY-BACK

Buy-back of Shares will be funded from the Company's internal resources, which shall be funds legally available for such purposes in accordance with the Articles of Association, the Companies Ordinance and/or any other applicable laws, as the case may be.

4. IMPACT OF BUY-BACK

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 2017) in the event that the Buy-back Mandate is exercised in full at any time of the proposed buy-back period. However, the Directors do not intend to exercise the Buy-back 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 to the Company.

5. TAKEOVERS CODE

If, on the exercise of the power to buy-back Shares pursuant to the Buy-back 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.

As at the Latest Practicable Date, Mr. JIANG Tian and Hopevision (collectively, the "Concert Parties") collectively held 191,902,577 Shares, representing an approximately 55.56% of the total number of issued Shares, comprising 4,880,000 Shares held by Mr. JIANG Tian and 187,022,577 Shares held by Hopevision. As Mr. JIANG Tian indirectly controls all the voting rights of Hopevision, Mr. JIANG Tian and Hopevision are acting in concert in respect of their control of the Company under the Takeovers Code. The exercise in full of the Buy-back Mandate would not render the Concert Parties becoming obliged to make any mandatory offer under Rules 26 and 32 of the Takeovers Code. The Directors are also not aware of any consequences which would arise under the Takeovers Code as a result of an exercise of the Buy-back Mandate.

6. GENERAL

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their respective close associates (as defined in the Listing Rules) have any present intention to sell any Shares to the Company in the event that the Buy-back Mandate is granted.

The Company has not been notified by any core connected persons (as defined in the Listing Rules) of the Company that they have any 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 Buy-back Mandate is granted.

The Directors have undertaken to the Stock Exchange that it will exercise the Buy-back Mandate only in accordance with the Listing Rules and the applicable laws of Hong Kong.

The Listing Rules prohibit a company from making buy-back of shares on the Stock Exchange if the buy-back would result in less than 25% (or such other prescribed minimum percentage under the Listing Rules) of the Share being in the public hands.

7. MARKET PRICES OF SHARES

The highest and lowest traded prices per Share on the Stock Exchange during each of the previous twelve months prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2017		
April	2.58	2.02
May	2.12	1.70
June	1.92	1.39
July	1.65	1.42
August	1.60	1.26
September	1.72	1.36
October	2.25	1.38
November	2.19	1.64
December	2.10	1.66
2018		
January	2.28	1.76
February	1.80	1.51
March	1.98	1.48
April (up to the Latest Practicable Date)	1.90	1.57

8. BUY-BACK OF SHARES MADE BY THE COMPANY

No buy-back of Shares were made by the Company during the previous 6 months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

NOTICE OF THE ANNUAL GENERAL MEETING



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 Annual 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, 6 June 2018 at 11:00 a.m. for the following purposes:

AS ORDINARY BUSINESS

1. To consider and receive the audited consolidated financial statements of the Company and its subsidiaries and the reports of the directors and of the auditor of the Company for the year ended 31 December 2017;
2. (1) To re-elect the following retiring directors of the Company:
 - (a) Mr. JIANG Tian as an executive director of the Company;
 - (b) Mr. LAI Han as an executive director of the Company;
 - (c) Ms. HOU Yingxuan as an executive director of the Company; and
 - (d) Mr. TSEUNG Yuk Hei Kenneth as an independent non-executive director of the Company.(2) To authorise the board of directors of the Company to fix their remuneration.
3. To re-appoint KPMG as the auditor of the Company and to authorize the board of directors of the Company to fix its remuneration;

NOTICE OF THE ANNUAL GENERAL MEETING

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

“THAT:

- (a) subject to paragraph (c) below, 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 additional shares of the Company, and to make or grant offers, agreements and options which will or might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise 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;
- (c) the aggregate number of shares allotted, issued or dealt with, or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) above, otherwise than pursuant to:
 - (i) a Rights Issue (as defined below);
 - (ii) the exercise of rights of conversion, subscription or exchange under the terms of any convertible securities or warrants issued by the Company, or any securities which are exchangeable into shares of the Company;
 - (iii) 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 and/or any other eligible persons of shares or rights to acquire shares of the Company; and
 - (iv) any scrip dividend 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 total number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this resolution) and this approval shall be limited accordingly; and

NOTICE OF THE ANNUAL GENERAL MEETING

- (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 expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by laws to be held; and

“Rights Issue” means an offer of shares or issue of options, warrants or other securities giving the right to subscribe for shares open for a period fixed by the directors of the Company to holders of shares of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of such shares (subject to such exclusions or other arrangements as the directors of the Company 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).”;

5. To consider 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 of the Company during the Relevant Period (as defined below) of all the powers of the Company to buy back its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange recognized for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with the applicable laws and the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;

NOTICE OF THE ANNUAL GENERAL MEETING

- (b) the total number of shares of the Company to be bought back pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of shares of the Company in issue as at the date of passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the 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 expiry of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or by laws to be held.”; and
6. To consider 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 4 and 5 of the notice convening this meeting (the “**Notice**”), the general mandate referred to in the resolution set out in item 4 of the Notice be and is hereby extended by the addition to the total number of shares which may be allotted, issued and dealt with, or agreed conditionally or unconditionally to be allotted, issued and dealt with by the directors of the Company pursuant to such general mandate of the aggregate number of shares bought back by the Company pursuant to the mandate referred to in the resolution set out in item 5 of the Notice, provided that such number shall not exceed 10% of the number of shares of the Company in issue as at the date of the passing of this resolution (subject to adjustment in the case of any conversion of any or all of the shares of the Company into a larger or smaller number of shares in accordance with Section 170(2)(e) of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) after the passing of this resolution).”.

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

Hong Kong, 25 April 2018

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NOTES:

1. The resolutions 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 of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”), and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited 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 and class 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 Friday, 1 June 2018 to Wednesday, 6 June 2018 (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 Thursday, 31 May 2018.
5. 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 of Hong Kong Limited at www.hkexnews.hk to notify the Company’s shareholders of the date, time and place of the rescheduled meeting.