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世大控股有限公司

GREAT WORLD COMPANY HOLDINGS LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8003)

NOTICE OF 2025 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of Great World Company Holdings Ltd (the "**Company**") will be held at Office No.4, 21/F, Saxon Tower, 7 Cheung Shun Street, Lai Chi Kok, Kowloon, Hong Kong on Thursday, 25 September 2025 at 11:00 a.m. (the "**2025 Annual General Meeting**"), for the purpose of considering and, if thought fit, passing, with or without modifications the following resolutions for numbered (1) to numbered (9) which will be proposed as ordinary resolutions:

Capitalised terms used in this notice shall have the same meaning as those defined in the circular of the Company dated 25 August 2025 to the Shareholders (the "**Circular**") unless otherwise specified.

AS ORDINARY BUSINESS, ORDINARY RESOLUTIONS

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditors for the year ended 31 March 2025;

2. To re-elect Mr. Gu Zhonghai as an executive director of the Company;

3. To re-elect Ms. Zhao Yongmei as an independent non-executive director of the Company;

4. To authorise the board of directors of the Company (the "**Board**") to fix the remuneration of the directors of the Company;

5. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

AS SPECIAL BUSINESS, ORDINARY RESOLUTIONS

As special business, to consider and if thought fit, to pass with or without modification, the following resolutions as ordinary resolutions:

6. "**THAT**:

   (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the "**GEM**

Listing Rules"), the exercise by the directors of the Company (the "**Directors**") during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional shares of HK$0.1 each in the share capital of the Company or such other nominal amount as shall result from a sub-division or a consolidation of such shares (including any sale or transfer of treasury shares (which shall have the meaning ascribed to it under the Listing Rules which came into effect on 11 June 2024 and as amended from time to time, "**Treasury Shares**")) from time to time (the "**Share(s)**") in the share capital of the Company or securities convertible into such Shares or options, warrants, or similar right to subscribe for any Shares or convertible securities of the Company and to make or grant offers, agreements and options, including warrants, bonds and debentures convertible into shares of the Company, which 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 during the Relevant Period to make or grant offers, agreements and options, including warrants, bonds and debentures convertible into shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;

(c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under all share option schemes for grant or issue to officers and/or employee of the Company and its subsidiaries and/or any eligible persons of the shares or right to subscribe shares adopted from time to time in accordance with the GEM Listing Rules; or (iii) any script dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants issued by the Company or any securities which are convertible into shares in the Company and from time to time outstanding, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company (excluding any Treasury Shares) in issue at the date of the passing of this resolution and the said approval be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the time of 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and

(iii) the date on which such authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting of the Company.

"**Rights Issue**" means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to shareholders 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 shares in the Company 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 recognised regulatory body or any stock exchange in any territory outside Hong Kong applicable to the Company.

any reference to an allotment, issue, grant, offer or disposal of Shares shall include the sale or transfer of Treasury Shares out of the treasury of the Company (including to satisfy any obligation upon the conversion or exercise of any convertible securities, warrants, options or similar rights to subscribe for Shares) to the extent permitted by, and subject to the provisions of, the Listing Rules and applicable laws and regulations."

7. "**THAT**:

(a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;

(c) the total number of Shares to be repurchased or agreed conditionally or unconditionally to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10% of the total number of the Shares (excluding any Treasury Shares) in issue as at the date of the AGM, and the said approval pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from the time of 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 expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and

(iii) the date on which such authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting of the Company."

8. "**THAT** conditional upon the passing of the ordinary resolutions numbered 6 and 7 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company (including any sale and transfer of Treasury Shares) pursuant to the ordinary resolution numbered 6 above be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company 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 of the Company repurchased by the Company under the authority granted to the Directors pursuant to the ordinary resolution numbered 7 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution (excluding any Treasury Shares)."

9. "**THAT**

(a) the entering into of the Sale and Purchase Agreement dated 23 June 2025 as defined and described in the Circular and all the transactions contemplated thereunder, be and hereby approved, confirmed and ratified; and

(b) any one director of the Company (the "**Director(s)**") be and is hereby authorised for and do all such acts, matters and things as he may in his absolute discretion consider necessary, desirable or expedient for the purposes of or in connection with implementing, completing and giving effect to the Sale and Purchase Agreement and the transactions contemplated thereunder."

By order of the Board
Great World Company Holdings Ltd
Zhao Xinyan
Chairman

Hong Kong, 25 August 2025

Registered office:
P.O. Box 309
Ugland House
Grand Cayman
KY1-1104
Cayman Islands

Principal place of business in Hong Kong:
Office No.4, 21/F
Saxon Tower
7 Cheung Shun Street
Lai Chi Kok
Kowloon
Hong Kong

Notes:

1. A form of proxy to be used for the meeting is enclosed.

2. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (who must be an individual) as his/her proxy to attend and vote instead of him/her and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his/her stead at any one general meeting (or at any one class meeting).

3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.

4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting (before 23 September 2025, 11:00 a.m.) at which the person named in the instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

5. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he/she were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.

6. For the purpose of determining the shareholders of the Company who are entitled to attend and vote at the meeting convened by the above notice, the register of members of the Company will be closed from 22 September 2025 to 25 September 2025, both days inclusive, during which period no transfer of shares will be registered. The record date for the 2025 Annual General Meeting is Monday, 22 September 2025. Only shareholders of the Company whose names appear on the register of members of the Company on Monday, 22 September 2025, or their proxies or duly authorised corporate representative are entitled to attend and vote at the 2025 Annual General Meeting. All share certificates with completed transfer forms either overleaf or separately must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on 19 September 2025.

7. If a typhoon signal No. 8 or above is hoisted or Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on 25 September 2025, the meeting will be adjourned. The Company will post an announcement on the website (www.gwchl.com) and the HKExnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own circumstances.

As at the date of this announcement, the Board comprises of (i) three Executive Directors, namely Mr. Zhao Xinyan, Mr. Zhang Yanqiang and Mr. Gu Zhonghai; (ii) three Independent Non-Executive Directors, namely Mr. Chung Koon Yan, Ms. Zhao Yongmei and Mr. Jing Baoli.

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

This announcement will remain on the Stock Exchange's website at www.hkexnews.hk on the "Latest Listed Company Information" page for at least 7 days from the date of its posting and on the website of the Company at www.gwchl.com.