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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)

**SUBSCRIPTION OF NEW SHARES  
UNDER GENERAL MANDATE**

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On 22 June 2026 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 32,000,000 Shares at the Subscription Price of HK\$0.075 per Subscription Share. The Subscription Shares will be allotted and issued pursuant to the General Mandate.

Assuming that there will be no change in the issued share capital of the Company between the date of this announcement and the Completion, the Subscription Shares represent (i) approximately 9.63% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 8.78% of the issued share capital of the Company as enlarged by the issue of the Subscription Shares.

The Directors considered that the Subscription represents an opportunity to raise capital for the business operations of the Group while broadening the Shareholder base of the Company. The gross proceeds from the Subscription will be approximately HK\$2,400,000. The gross proceeds are intended to be used for working capital of the Group.

**Shareholders and potential investors of the Company should note that the Subscription is subject to the fulfilment of the condition under the Subscription Agreement. As the Subscription may or may not proceed, Shareholders and potential investors of the Company are reminded to exercise caution when dealing in the Shares.**

**INTRODUCTION**

On 22 June 2026 (after trading hours), the Company entered into the Subscription Agreement with the Subscriber, pursuant to which the Subscriber has conditionally agreed to subscribe for, and the Company has conditionally agreed to allot and issue, a total of 32,000,000 Shares at the Subscription Price of HK\$0.075 per Subscription Share.

**THE SUBSCRIPTION AGREEMENT**

- Date:** 22 June 2026 (after trading hours)
- Parties:** (i) the Company as the issuer; and
- (ii) Mr. Hou Yong 侯勇 (the Subscriber),  
an Independent Third Party.

To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the Subscriber is an Independent Third Party independent of the Company and its connected persons.

### **Subscription Shares**

Pursuant to the Subscription Agreement, the Company has conditionally agreed to allot and issue, and the Subscriber has conditionally agreed to subscribe for, a total of 32,000,000 Subscription Shares, in two tranches as follows:

- (i) First Tranche: 16,000,000 Subscription Shares; and
- (ii) Second Tranche: 16,000,000 Subscription Shares.

Based on the closing price of the Shares of HK\$0.077 per Share on 22 June 2026, being the date of the Subscription Agreement, the Subscription Shares have a market value of approximately HK\$2.46 million.

### **Subscription Price**

The Subscription Price is HK\$0.075 per Subscription Share, representing:

- (i) a discount of approximately 2.6% to the closing price of HK\$0.077 per Share as quoted on the Stock Exchange on 22 June 2026, being the date of the Subscription Agreement; and
- (ii) a discount of approximately 3.6% to the average closing price per Share of HK\$0.078 as quoted on the Stock Exchange for the last five (5) consecutive trading days immediately preceding the date of the Subscription Agreement.

The total Subscription Price for the Subscription shall be paid by the Subscriber to the Company in cash as to HK\$1,200,000 on the First Completion Date and HK\$1,200,000 on the Second Completion Date.

The Subscription Price was determined after arm's length negotiation between the Company and the Subscriber with reference to the prevailing market price of the Shares. The Board considers that the Subscription Price is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **Conditions Precedent**

Completion of the Subscription is conditional upon (a) the Stock Exchange having granted the listing of, and permission to deal in, the Subscription Shares; and (b) all necessary consents and approvals required to be obtained on (i) the Company; and (ii) the Subscriber in respect of the Subscription Agreement and the transactions contemplated thereunder having been obtained.

If the Conditions Precedents are not fulfilled on or before 22 September 2026, or such other time and date as may be agreed by the Subscriber and the Company, the Subscription Agreement will terminate and the parties to the Subscription Agreement will be released from all of their respective obligations and liabilities thereunder, save and except for any liabilities of any party hereto in respect of any antecedent breaches hereof and such termination shall not affect or otherwise prejudice any party's rights or remedies in respect of such antecedent breaches.

### **Completion**

First Completion shall take place on the date falling no later than the seventh (7th) Business Day after the fulfilment (or waiver) of the conditions precedent. Second Completion shall take place on the date falling two (2) months after the First Completion Date, or such other date as the Company and the Subscriber may mutually agree in writing, provided that the Second Completion Date shall in no event be later than the Long Stop Date of 22 September 2026.

### **Ranking of Subscription Shares**

The Subscription Shares, when fully paid and allotted and issued, will rank pari passu in all respects among themselves and with the Shares in issue on the date of allotment and issue of the Subscription Shares.

### General Mandate

Pursuant to the General Mandate granted to the Directors at the AGM, the total number of new Shares that the Company is authorised to allot and issue is 66,453,912 Shares, representing 20% of the issued share capital of the Company as at the date of the AGM. Since the date of the AGM and up to the date of this announcement, no new Share has been allotted and issued by the Company under the General Mandate. Accordingly, the General Mandate is sufficient for the allotment and issue of the Subscription Shares, and the issue of the Subscription Shares will not be subject to further approval by the Shareholders.

### APPLICATION FOR LISTING

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Subscription Shares.

### EFFECT ON THE SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Company has 332,269,560 Shares in issue.

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately upon the Completion of the Subscription, assuming that there are no other changes to the issued share capital of the Company between the date of this announcement and the allotment and issue of the Subscription Shares:

Name of shareholder	Capacity/Nature of interest	As at the date of this announcement		Immediately upon Completion	
		Number of Shares	Approximate %	Number of Shares	Approximate %
Win Bless Limited 讚勝有限公司	Beneficial owner/ Corporate (Note 1)	47,378,000	14.25	47,378,000	13.01
Mr. Zhao Xinyan 趙新衍先生	Beneficial owner/ Personal	1,750,000	0.53	1,750,000	0.48
Gold City Assets Holdings Ltd.	Beneficial owner/ Corporate (Note 2)	33,792,000	10.17	33,792,000	9.28
Ms. Lin Shunping 林順平女士	Beneficial owner/ Personal (Note 3)	19,900,000	5.99	19,900,000	5.46
Other Public Shareholders	Beneficial owner	229,449,560	69.06	229,449,560	62.99
<b>The Subscriber (Mr. Hou Yong)</b>	<b>Beneficial owner</b>			<b>32,000,000</b>	<b>8.78</b>
<b>Total</b>		<b>332,269,560</b>	<b>100.00</b>	<b>364,269,560</b>	<b>100.00</b>

#### Notes:

- (1) These shares are held by Win Bless Limited, a company incorporated in Hong Kong of which the issued share capital is beneficially owned by Mr. Zhao Xinyan, an executive Director of the Company.
- (2) These shares are held by Gold City Assets Holdings Ltd., a company incorporated in the British Virgin Islands of which the issued share capital is beneficially owned by Ms. Ng Mui King, Joky.

(3) These shares were issued to Ms. Lin Shunping on 27 March 2020, pursuant to the convertible notes issued by the Company on 30 March 2015.

(4) The shareholding percentages are calculated based on the issued share capital of the Company of 332,269,560 Shares as at the date of this announcement.

## REASONS FOR THE SUBSCRIPTION AND USE OF PROCEEDS

The Company is an investment holding company. The Group is principally engaged in (i) intelligent advertising; (ii) agricultural and forestry products and consumer goods business; and (iii) supply chain business.

The Directors considered that the Subscription represents an opportunity to raise capital for the business operations of the Group while broadening the Shareholder base of the Company. The gross proceeds from the Subscription will be approximately HK\$2,400,000. The gross proceeds are intended to be used for working capital of the Group.

The Board considers the terms of the Subscription Agreement to be normal commercial terms, fair and reasonable and in the interests of the Company and the Shareholders as a whole.

## FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

The Company has not conducted any fund-raising exercises in the past twelve months immediately preceding the date of this announcement.

## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

"AGM"	the annual general meeting of the Company held on 25 September 2025
"Board"	the board of Directors
"Business Day"	a day (other than a Saturday or Sunday or public holiday) on which banks in Hong Kong are open for business
"Company"	Great World Company Holdings Ltd (世大控股有限公司), a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (stock code: 8003)
"Completion"	completion of the Subscription in accordance with the terms and conditions of the Subscription Agreement
"Directors"	the director(s) of the Company
"GEM"	GEM of the Stock Exchange
"GEM Listing Rules"	the Rules Governing the Listing of Securities on GEM
"General Mandate"	the general mandate granted to the Directors by the Shareholders at the AGM to allot and issue up to 66,453,912 Shares, representing 20% of the issued share capital of the Company as at the date of the AGM
"Group"	the Company and its subsidiaries
"HK\$"	Hong Kong dollar, the lawful currency of Hong Kong
"Independent Third Party"	a party who is not a connected person (as defined in the GEM Listing Rules) of the Company
"Listing Committee"	has the meaning ascribed to it in the GEM Listing Rules
"Long Stop Date"	22 September 2026, or such later date as the parties may agree
"Share(s)"	the ordinary share(s) of HK\$0.10 each in the issued share capital of the Company
"Shareholder(s)"	the holder(s) of the Share(s)
"Stock Exchange"	The Stock Exchange of Hong Kong Limited

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

*Hong Kong, 22 June 2026*

*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](http://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](http://www.gwchl.com)*