

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, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Great China Holdings (Hong Kong) Limited, you should at once hand this circular with the accompanying form of proxy to the purchaser or the transferee or to the bank, licensed securities dealer, registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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**大中華控股(香港)有限公司**  
**GREAT CHINA HOLDINGS (HONG KONG) LIMITED**

*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 21)**

**(1) GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;**  
**(2) RE-ELECTION OF RETIRING DIRECTORS;  
AND**  
**(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the AGM of the Company to be held on Friday, 7 June 2024 at 3:00 p.m. at Rooms 1101-02, 11/F., Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong is set out on pages 15 to 19 of this circular. If you are not able to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Tengis Limited, at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) should you so wish.

**No refreshments or drinks will be served and no souvenir will be distributed at the AGM.**

30 April 2024

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## RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the 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 circular 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 circular misleading.

## DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened on Friday, 7 June 2024 at 3:00 p.m. at Rooms 1101-02, 11/F., Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong, notice of which is set out on pages 15 to 19 of this circular
“Articles”	the articles of association of the Company (as amended from time to time)
“associate(s)”	has the meaning ascribed thereto under the Listing Rules
“Board”	the board of Directors
“Business Day(s)”	any day (excluding a Saturday, Sunday and public holiday) on which licensed banks are generally open for business in Hong Kong
“CG Code”	the Corporate Governance Code set out in Appendix C1 to the Listing Rules
“Company”	Great China Holdings (Hong Kong) Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the Stock Exchange
“Companies Ordinance”	the Companies Ordinance, Chapter 622 of the Laws of Hong Kong (as amended from time to time)
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules
“Directors”	the directors of the Company
“Extension Mandate”	a general mandate proposed to be granted to the Directors to extend the Share Issue Mandate by an amount representing the aggregate number of the Shares repurchased under the Repurchase Mandate which shall be no more than 10% of the aggregate number of shares of the Company in issue as at the date of passing the relevant resolution at the AGM

## DEFINITIONS

“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	24 April 2024, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to purchase the Shares of an aggregate number of issued shares of up to 10% of the aggregate number of issued shares of the Company in issue as at the date of passing the relevant resolution at the AGM
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	share(s) in the issued 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)”	the holder(s) of Shares
“Share Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise the power of the Company to allot, issue or otherwise deal with the Shares of an aggregate number of issued shares of up to 20% of the aggregate number of issued shares of the Company in issue as at the date of passing the relevant resolution at the AGM
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	per cent.

LETTER FROM THE BOARD



大中華控股(香港)有限公司  
GREAT CHINA HOLDINGS (HONG KONG) LIMITED

(Incorporated in Hong Kong with limited liability)  
(Stock Code: 21)

*Executive Directors:*

Mr. Huang Shih Tsai (*Chairman*)  
Ms. Huang Wenxi (*Chief Executive Officer*)

*Non-executive Director:*

Mr. Li Zhizhen

*Independent non-executive Directors:*

Mr. Cheng Hong Kei  
Mr. Leung Kwan, Hermann  
Mr. Wang Hongxin Charles

*Registered Office:*

Room 6668, 66/F.  
The Center  
99 Queen's Road Central  
Hong Kong

30 April 2024

*To Shareholders*

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND  
REPURCHASE SHARES;  
(2) RE-ELECTION OF RETIRING DIRECTORS;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The purpose of this circular is to provide you with the information regarding the ordinary resolutions to be proposed at the AGM relating to (i) the Share Issue Mandate; (ii) the Repurchase Mandate; (iii) the Extension Mandate; and (iv) the re-election of the retiring Directors.

A notice convening the AGM setting out the details of the ordinary resolutions to be proposed at the AGM is set out on pages 15 to 19 of this circular.

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES**

At the last annual general meeting of the Company held on 2 June 2023, the Directors were granted a general mandate to allot, issue and deal with Shares and a general mandate to purchase Shares on the Stock Exchange. These mandates will expire at the conclusion of the AGM. At the AGM, among other businesses, ordinary resolutions will be proposed to grant the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors.

## LETTER FROM THE BOARD

The maximum number of Shares to be issued, allotted and otherwise dealt with pursuant to the Share Issue Mandate shall not exceed 20% of the Shares in issue as at the date of passing of the ordinary resolution No. 8 in the notice of AGM.

The maximum number of Shares to be repurchased pursuant to the Repurchase Mandate shall not exceed 10% of the Shares in issue as at the date of passing of the ordinary resolution No. 9 in the notice of AGM.

In addition, a separate ordinary resolution will also be proposed at the AGM to add to the Share Issue Mandate those Shares repurchased by the Company pursuant to the Repurchase Mandate (if granted to the Directors at the AGM). The Directors have no present intention to exercise the general mandates to issue Shares and to repurchase Shares.

Each of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate will continue to be in force until the earliest of (i) the conclusion of the next annual general meeting of the Company following the AGM, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws of Hong Kong to be held, or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

Under the Listing Rules, the Company is required to give the Shareholders an explanatory statement containing all information reasonably necessary to enable them to make an informed decision on whether to vote for or against the resolution to grant to the Directors of the Repurchase Mandate. The explanatory statement required by the Listing Rules is set out in Appendix I to this circular.

### **RE-ELECTION OF DIRECTORS**

As at the Latest Practicable Date, the Board consists of six Directors, namely, Mr. Huang Shih Tsai, Ms. Huang Wenxi, Mr. Li Zhizhen, Mr. Cheng Hong Kei, Mr. Leung Kwan, Hermann and Mr. Wang Hongxin Charles.

In accordance with clause 103(A) of the Articles, Mr. Huang Shih Tsai, Ms. Huang Wenxi and Mr. Wang Hongxin Charles will retire by rotation. Mr. Huang Shih Tsai, Ms. Huang Wenxi and Mr. Wang Hongxin Charles, being eligible, shall offer themselves for re-election at the AGM.

In accordance with clause 94 of the Articles, Mr. Li Zhizhen shall hold office until the AGM and being eligible, offer himself for re-election at the AGM.

## LETTER FROM THE BOARD

The nomination committee of the Company leads the Board appointment process, agrees the criteria for any appointment and engages external search consultants, as required. At the conclusion of this process, the nomination committee of the Company will nominate potential candidates for appointment to the Board. In exercise of its responsibilities, the nomination committee of the Company will regularly review the Board's structure, size and composition, including its skill, knowledge, independence and diversity to ensure it remains aligned with the Group's strategic directions.

Particulars of the Directors proposed for re-election at the AGM are set out in Appendix II to this circular.

### REAPPOINTMENT OF AUDITOR

Mazars CPA Limited has been reappointed as the auditor of the Group at the last annual general meeting of the Company held on 2 June 2023. It will be proposed at the AGM that Mazars CPA Limited be reappointed as the auditor of the Group for the year ending 31 December 2024.

### ANNUAL GENERAL MEETING

To the best knowledge of the Directors, having made all reasonable enquiries, no Shareholders are required to abstain from voting at the AGM pursuant to the Listing Rules.

Set out on pages 15 to 19 of this circular is a notice convening the AGM at which, among other matters, ordinary resolutions will be proposed to grant the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors, to re-elect Directors and to reappoint auditor. A form of proxy for use at the AGM is enclosed with this circular.

In accordance with Rule 13.39(4) of the Listing Rules, all votes of the Shareholders to be taken at the AGM will be taken by poll. An announcement of the results of the poll will be published after the AGM in accordance with the requirements of the Listing Rules.

### ACTION TO BE TAKEN

Whether or not you intend to attend the AGM, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon to the Company's share registrar, Tricor Tengis Limited at 17/F., Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the AGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM (or any adjournment thereof) if you so wish.



## LETTER FROM THE BOARD

### RECOMMENDATION

The Directors consider that the proposed grant of the Share Issue Mandate, the Repurchase Mandate and the Extension Mandate to the Directors, the proposed re-election of the retiring Directors and the reappointment of auditor are in the best interests of the Company and its Shareholders as a whole and recommend the Shareholders to vote in favour of all the resolutions set out in the notice of AGM.

### ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular and the notice of AGM.

By Order of the Board  
**Great China Holdings (Hong Kong) Limited**  
**Huang Shih Tsai**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information to you to make an informed decision whether to vote for or against the resolution to approve the grant of the Repurchase Mandate to the Directors at the AGM.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, a total of 3,975,233,406 Shares were in issue.

Under the Repurchase Mandate, the number of Shares that the Company may repurchase shall not exceed 10% of the issued share capital of the Company as at the date of passing the relevant resolution at the AGM.

Subject to the passing of the proposed resolution for the grant of the Repurchase Mandate and assuming that no Shares are issued or repurchased by the Company prior to the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 397,523,340 Shares during the period from the date of passing of the relevant ordinary resolution up to the earliest of (i) the conclusion of the next annual general meeting of the Company following the AGM, or (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or applicable laws of Hong Kong to be held, or (iii) the date on which such authority is revoked or varied by an ordinary resolution of the Shareholders in a general meeting of the Company.

## **2. REASONS FOR THE REPURCHASE**

The Directors believe that it is in the best interests of the Company and the Shareholders as a whole for the Directors to have the general authority from the Shareholders to enable the Company to repurchase its Shares. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

## **3. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, the Company may only apply funds legally available for such purpose in accordance with the Articles, the Listing Rules and the applicable laws of Hong Kong.

Taking into account the current working capital position of the Company, the Directors consider that, if the Repurchase Mandate were to be exercised in full, it might have a material adverse effect on the working capital and/or the gearing position of the Company as compared with the position as at 31 December 2023, being the date to which the latest audited consolidated financial statements of the Group were made up. However, the Directors do not intend to make any repurchases to such an extent as would, in the circumstances, have a material adverse effect on the working capital requirements or the gearing position of the Company which in the opinion of the Directors are from time to time appropriate for the Company.

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months preceding the Latest Practicable Date were as follows:

	<b>Trading price per Share</b>	
	<b>Highest</b> <i>(HK\$)</i>	<b>Lowest</b> <i>(HK\$)</i>
<b>2023</b>		
April	0.145	0.101
May	0.120	0.104
June	0.105	0.090
July	0.100	0.077
August	0.093	0.080
September	0.086	0.065
October	0.105	0.066
November	0.096	0.080
December	0.090	0.083
<b>2024</b>		
January	0.090	0.061
February	0.080	0.055
March	0.161	0.050
April (up to and including the Latest Practicable Date)	0.160	0.112

#### 5. TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase securities pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code. As a result, 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 Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, Mr. Huang Shih Tsai and Ms. Huang Wenxi together with their associates were interested in an aggregate of 2,483,963,885 Shares, representing approximately 62.49% of the issued share capital of the Company. In the event that the Directors exercise the Repurchase Mandate in full, the aggregate interests of Mr. Huang Shih Tsai and Ms. Huang Wenxi together with their associates would increase from approximately 62.49% to approximately 69.43% of the then issued share capital of the Company. The Directors are not aware of any consequences which may give rise to an obligation to make a mandatory offer under Rule 26 of the Takeovers Code. The Directors have no present intention to exercise the Repurchase Mandate to such extent so as to result in triggering takeover obligation or the public holding of Shares would be reduced below 25% of the issued share capital of the Company.

#### **6. SHARE REPURCHASE MADE BY THE COMPANY**

The Company has not repurchased any of its Shares (whether on the Stock Exchange or otherwise) during the six months preceding the date of this circular.

#### **7. GENERAL**

None of the Directors nor, to the best of their knowledge, after having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares if the Repurchase Mandate is approved at the AGM and exercised.

No connected person of the Company has notified the Company that he/she has a present intention to sell to the Company or its subsidiaries Shares nor has any such connected person undertaken not to do so in the event the Repurchase Mandate is granted.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and the applicable laws of Hong Kong.

Brief biographical detail of the Directors proposed for re-election at the AGM is set out below.

**Mr. Huang Shih Tsai**

Mr. Huang, aged 72, has been the non-executive Director since 29 June 2007 and was redesignated to executive Director on 5 April 2013. He is the chairman of the Group and the nomination committee of the Company and is also a member of the remuneration committee of the Company.

Mr. Huang is the founder and chairman of the board of Great China International Investment (Groups) Limited (“Great China Groups”), which is currently involved in various businesses in property development, financial consultancy, trust management, trading, department stores, ports and logistics. The businesses of Great China Groups cover major cities nationwide. Mr. Huang was honoured as the pioneer for urbanisation of rural areas when he introduced the concept of “Property Acquisition for Resident Right” first in Longzhu Garden project. He developed the concept of “Removing boarder between Shenzhen and Hong Kong” in Hui Zhan Ge project and developed properties along the boarder. He was recognised as the pioneer in “Sales of Properties to non-residents” and hotel style service apartment. Through Great China International Exchange Square, he was known as the pioneer to develop the Central Business District in Shenzhen. Mr. Huang has made significant contributions to the reform and opening-up of Shenzhen.

Mr. Huang was the only Outstanding Chinese Entrepreneur as the representative to participate the 60th Anniversary of United Nation. He is the executive vice-president of the United World Chinese Association (世界華人協會), the executive vice-president of the China Enterprise Directors Association (Shenzhen) (中國企業家協會(深圳)), the vice-president of Guangdong Provincial Association of Culture (廣東省文化學會), the vice-president of Federation of Shenzhen Industries (深圳工業總會), the managing director of Global Foundation of Distinguished Chinese Limited (世界傑出華人基金會), and the president of Yan Huang Chinese Straits Entrepreneurs Association (炎黃海峽兩岸三地企業家交流協會).

Mr. Huang is the father of Ms. Huang Wenxi, the executive Director and chief executive officer of the Company.

As at the Latest Practicable Date, Mr. Huang is interested in 1,848,162,476 Shares accounting for approximately 46.49% of the issued share capital of the Company.

The Company has renewed the service agreement with Mr. Huang for a term of three years commencing 5 April 2023, subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles. The service agreement can be terminated by either party by giving three months’ notice to the other party. Mr. Huang will receive annual emolument of HK\$150,000, which was determined by the Board with reference to the prevailing market rate and his time, effort and expertise devoted to the Company’s affairs.

Save as disclosed above and as at the Latest Practicable Date, Mr. Huang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Huang does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Huang that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as an executive Director.

#### **Ms. Huang Wenxi**

Ms. Huang, aged 39, has been an executive Director since 29 June 2007, is also the chief executive officer of the Company. Ms. Huang holds a Bachelor's degree in Business Administration from the University of Wisconsin-Madison, a Master of Science Degree in Global Finance from New York University and a MBA from Yale University. Currently, Ms. Huang is also the chief executive officer of Great China International Group Hotel Management Limited, a company provides hotel management services which owns and sets up Shenzhen Great China Hilton Hotel and Sheraton Shenzhen Futian Hotel, both of which are 5-star international hotels located in Shenzhen, the PRC. Ms. Huang is the daughter of Mr. Huang Shih Tsai, the executive Director and chairman of the Group.

As at the Latest Practicable Date, Ms. Huang and Brilliant China Group Limited (a company wholly-owned by Ms. Huang) were beneficial owners of 353,667,996 Shares and 282,133,413 Shares respectively, representing approximately 8.90% and 7.10% of the existing issued share capital of the Company. Pursuant to the SFO, Ms. Huang is deemed to have interest in the Shares held by Brilliant China Group Limited, which makes her holding an aggregate of 635,801,409 Shares, representing approximately 16.00% of the existing issued share capital of the Company.

Ms. Huang had entered into a service agreement with the Company on 1 June 2022 for a term of three years, pursuant to which she is entitled to a director's fee of HK\$150,000 per annum and a monthly salary of HK\$69,500 and a housing allowance of not more than HK\$40,000 per month. The amount of her director's fee, salary and housing allowance was determined with reference to her background, qualification, experience, duties and responsibilities to the Company and the prevailing market condition.

Save as disclosed above and as at the Latest Practicable Date, Ms. Huang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Ms. Huang does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Ms. Huang that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of her proposed re-election as an executive Director.

#### **Mr. Li Zhizhen**

Mr. Li, aged 43, was appointed as the non-executive Director on 1 January 2024. He was the executive director of Zhenghe International (Hong Kong) Group Co., Limited from October 2015 to August 2020. He was the vice president of Morgan Stanley Huaxin Securities Company Limited (now known as Morgan Stanley Securities (China) Co., Ltd.) from November 2012 to October 2014 and was the capital operation consultant of Microlink Group from August 2009 to September 2011. Mr. Li was awarded a postgraduate certificate in Engineering Business Management from the University of Warwick in November 2004.

As at the Latest Practicable Date, Mr. Li and his spouse are interested in an aggregate of 49,448,730 Shares.

Mr. Li has entered into an appointment letter with the Company for a term of three years commencing 1 January 2024, subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles. He is entitled to a director's fee of HK\$150,000 per annum which was determined with reference to his background, qualification, experience, duties and responsibilities to the Company and the prevailing market situation.

Save as disclosed above and as at the Latest Practicable Date, Mr. Li does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Li does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Li that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as a non-executive Director.

### **Mr. Wang Hongxin Charles**

Mr. Wang, aged 56, was appointed as an independent non-executive Director on 2 June 2023, is also a member of each of the audit committee, remuneration committee and nomination committee of the Company.

Mr. Wang is the chairman of 深圳道樸資本管理有限公司 (Shenzhen Academia Capital Management\*), an onshore hedge fund based in Shenzhen which runs various China A-share quantitative investment strategies in China, since 2016. Mr. Wang received a bachelor's degree in Mathematics from Peking University, a master degree in Applied Mathematics from University of Massachusetts Amherst, and a doctoral degree in Finance from Yale University. Currently, Mr. Wang is also the independent non-executive director of Macau Legend Development Limited, the shares of which are listed on the Stock Exchange.

Mr. Wang had almost 30 years of global investment experience in the United States and China. From 2000 to 2010, he held various senior positions at Putnam Investments and Acadian Asset Management ("Acadian") in the United States, including the roles of senior portfolio manager and senior partner at Acadian during which Acadian Global Emerging Markets Fund, under his supervision, ranked top in the investment yield from 2000 to 2009.

After coming back to China, he served as the chief executive officer at E Fund Management (Hong Kong) between 2010 and 2012, and the chief investment officer at Boserá Asset Management (Shenzhen) between 2012 and 2015. He founded his own hedge fund company in China in 2015.

In addition, Mr. Wang has been undertaking multiple social responsibilities. He was the president of The Chinese Finance Association in the United States and a member of Shenzhen People's Congress in China. Mr Wang is currently the president of the Shenzhen Financial Professionals Association.

The Company has entered into an appointment letter with Mr. Wang for a term of three years commencing 2 June 2023, subject to retirement by rotation and re-election at the general meeting of the Company in accordance with the Articles. The appointment letter can be terminated by either party by giving three months' notice to the other party. Mr. Wang will receive annual emolument of HK\$150,000, which was determined by the Board with reference to his duties and responsibilities and the prevailing market rate.



Save as disclosed above and as at the Latest Practicable Date, Mr. Wang does not have any relationship with any other Directors, senior management or substantial or controlling Shareholders of the Company and does not have any interest in the Shares within the meaning of Part XV of the SFO.

Save as disclosed above and as at the Latest Practicable Date, Mr. Wang does not hold any directorships in the last 3 years in public companies, the securities of which are listed on any securities market in Hong Kong or overseas.

Save as disclosed above and as at the Latest Practicable Date, there is no other information about Mr. Wang that needs to be brought to the attention of the Shareholders' or disclosed pursuant to Rule 13.51(2)(h) to (v) of the Listing Rules. There is also no other information which needs to be brought to the attention of the Shareholders in respect of his proposed re-election as an independent non-executive Director.

## NOTICE OF AGM



# 大中華控股(香港)有限公司 GREAT CHINA HOLDINGS (HONG KONG) LIMITED

*(Incorporated in Hong Kong with limited liability)*  
**(Stock Code: 21)**

**NOTICE IS HEREBY GIVEN** that the annual general meeting (“AGM”) of Great China Holdings (Hong Kong) Limited (the “Company”) will be held on Friday, 7 June 2024 at 3:00 p.m. at Rooms 1101-02, 11/F., Euro Trade Centre, 13-14 Connaught Road Central, Hong Kong for the following purposes:

1. To receive and consider the audited consolidated financial statements and the reports of the directors and the independent auditor of the Company for the year ended 31 December 2023;
2. To re-elect Mr. Huang Shih Tsai as an executive director of the Company;
3. To re-elect Ms. Huang Wenxi as an executive director of the Company;
4. To re-elect Mr. Li Zhizhen as a non-executive director of the Company;
5. To re-elect Mr. Wang Hongxin Charles as an independent non-executive director of the Company;
6. To authorise the board of directors to fix the remuneration of the directors of the Company;
7. To reappoint Mazars CPA Limited as the auditor of the Company and to authorise the board of directors to fix the remuneration of the auditor;

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

### ORDINARY RESOLUTIONS

8. “**THAT:**
  - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “Listing Rules”), 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 the additional shares in the share capital of the Company and to make or grant offers, agreements and options, including warrants, bonds and debentures convertible into shares of the Company, which may require the exercise of such powers be and are hereby generally and unconditionally approved;

## NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise the directors of the Company during the Relevant Period (as defined below) to make or grant offers, agreements and options (including warrants, bonds and debentures convertible into shares of the Company) which may require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate number of shares of the Company allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to options or otherwise) by the directors of the Company pursuant to the approval in paragraph (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the Listing Rules; or (iii) any scrip 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 of the Company or any securities which are convertible into shares in the Company, shall not exceed the aggregate of:

- (i) 20% of the aggregate number of shares of the Company in issue on the date of the passing of this resolution; and
- (ii) (if the directors of the Company are so authorised by a separate ordinary resolution of the shareholders of the Company) the aggregate number of shares of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10% of the aggregate number of shares of the Company in issue on the date of the passing of this resolution),

and the said approval shall be limited accordingly; and

- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date 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 Hong Kong to be held; and

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- (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 of the Company to the shareholders of the Company whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusion 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, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

9. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the directors of the Company during the Relevant Period (as defined below) of all powers of the Company to repurchase shares in the capital of the Company on the Main Board of 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, the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) of this resolution above shall be in addition to any other authorisation given to the directors of the Company and shall authorise the directors of the Company on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the directors of the Company;
- (c) the aggregate number of shares of the Company which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of the passing of this resolution and the said approval shall be limited accordingly; and

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- (d) for the purposes of this resolution, “**Relevant Period**” means the period from the date 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 Hong Kong 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.”
10. “**THAT** conditional upon ordinary resolutions nos. 8 and 9 above being passed, the general mandate granted to the directors of the Company to exercise the powers of the Company to allot, issue and deal with additional shares in the Company pursuant to ordinary resolution no. 9 above be and is hereby extended by the addition thereto the aggregate number of shares of the Company which may be allotted or agreed conditionally or unconditionally to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of shares of the Company repurchased by the Company under the authority granted to the directors of the Company pursuant to the ordinary resolution no. 9 above, provided that such an amount shall not exceed 10% of the aggregate number of shares of the Company in issue as at the date of passing this resolution.”

By Order of the Board  
**Great China Holdings (Hong Kong) Limited**  
**Huang Shih Tsai**  
*Chairman*

Hong Kong, 30 April 2024

*Registered Office:*  
Room 6668, 66/F.  
The Center  
99 Queen’s Road Central  
Hong Kong

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*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint another person as his proxy to attend and vote in his stead. A member who is the holder of two or more shares in the Company may appoint more than one proxy to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in the Company in respect of which each such proxy is so appointed. A proxy need not be a member of the Company, but must attend the meeting in person to represent you.
2. To be valid, 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 thereof, must be deposited at the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting.
3. Completion and delivery of the form of proxy will not preclude a member from attending and voting in person at the meeting if the member so desires and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share in the Company, any one of such persons may vote at any meeting, either in person or by proxy, in respect of such share as if he was solely entitled thereto; but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members in respect of the joint holding.
5. Pursuant to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all resolutions proposed at the meeting shall be voted by poll.
6. For the purpose of determining the shareholders 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 Tuesday, 4 June 2024 to Friday, 7 June 2024, both days inclusive, during the period of closure no transfer of shares will be registered. In order to ascertain the right to attend the 2024 annual general meeting, all share certificates with completed transfer forms either overleap or separately must be lodged with the Company's share registrar, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 3 June 2024.