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; (3) PROPOSED APPOINTMENT OF DIRECTOR AND (4) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held on Friday, 5 June 2026 at 10:00 a.m. at 9/F., 33 Des Voeux Road Central, Hong Kong is set out on pages 12 to 16 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 Investor Services 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 2026

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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.

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, 5 June 2026 at 10:00 a.m. at 9/F., 33 Des Voeux Road Central, Hong Kong, notice of which is set out on pages 12 to 16 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 (excluding any treasury shares) as at the date of passing the relevant resolution at the AGM

"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 2026, 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 (excluding any treasury shares) 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 (excluding any treasury shares) 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.

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 2026

To Shareholders

Dear Sir or Madam,

(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; (2) RE-ELECTION OF RETIRING DIRECTORS; (3) PROPOSED APPOINTMENT OF DIRECTOR AND (4) 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 and appointment of independent non-executive Director.

A notice convening the AGM setting out the details of the ordinary resolutions to be proposed at the AGM is set out on pages 12 to 16 of this circular.

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 6 June 2026, 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.

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 (excluding any treasury shares) as at the date of passing of the ordinary resolution No. 6 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 (excluding any treasury shares) as at the date of passing of the ordinary resolution No. 7 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 AND APPOINTMENT 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. Li Zhizhen and Mr. Wang Hongxin, Charles will retire by rotation. Mr. Li Zhizhen, being eligible, shall offer himself for re-election at the AGM. Mr. Wang Hongxin Charles shall retire from office as an independent non-executive Director with effect from the conclusion of the AGM and will not offer himself for re-election. Mr. Wang Hongxin Charles has confirmed that he has no disagreement with the Board and there are no other matters that need to be brought to the attention of the Shareholders in relation to his retirement.

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.

The Board proposed to appoint Mr. Kam, Eddie Shing Cheuk as an independent non-executive Director, a member of each of the audit committee, the remuneration committee and the nomination committee of the Company, subject to shareholder's approval at the AGM.

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

REAPPOINTMENT OF AUDITOR

Forvis Mazars CPA Limited has been reappointed as the auditor of the Group at the last annual general meeting of the Company held on 6 June 2025. It will be proposed at the AGM that Forvis Mazars CPA Limited be reappointed as the auditor of the Group for the year ending 31 December 2026. The estimated audit fee for the financial year ending 31 December 2026 is expected to be within a range of approximately 10% (plus or minus) of the audit fee charged for the year ended 31 December 2025 (as disclosed in the Company's 2025 Annual Report). This estimation is based on the assumption that there will be no material changes in the Company's business complexity, audit scope, or required resources. A resolution will be proposed to approve the said reappointment and to authorise the Board to fix the auditor's remuneration.

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 12 to 16 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 and appoint 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 Investor Services 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.

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, the proposed appointment of independent non-executive Director 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 (excluding any treasury shares) 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 2025, 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:

	Trading price per Share	
	Highest	**Lowest**
	(HK$)	*(HK$)*
2025		
April	0.129	0.098
May	0.155	0.114
June	0.150	0.108
July	0.145	0.119
August	0.136	0.109
September	0.119	0.097
October	0.104	0.087
November	0.116	0.087
December	0.107	0.094
2026		
January	0.106	0.085
February	0.095	0.085
March	0.088	0.063
April (up to and including the Latest Practicable Date)	0.078	0.065

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 2,472,393,885 Shares, representing approximately 62.19% 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 69.11% 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. Li Zhizhen

Mr. Li, aged 45, has been appointed as a non-executive Director since 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.

Mr. Li had entered into an appointment letter with the Company as a non-executive director for a term of three years commencing 1 January 2024, and he will be 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.

As at the Latest Practicable Date, Mr. Li and his spouse are interested in an aggregate of 49,448,730 shares in the Company. 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. Kam, Eddie Shing Cheuk

Mr. Kam, aged 51, is proposed to be an independent non-executive Director, a member of each of the audit committee, remuneration committee and nomination committee of the Company.

Mr. Kam is the executive director and chief executive officer of Get Nice Holdings Limited (stock code: 64), a company listed on the Stock Exchange. Mr. Kam holds a bachelor's degree in accountancy and a master's degree in corporate governance from the Hong Kong Polytechnic University. He is currently a fellow member of the Hong Kong Institute of Certified Public Accountants, a member of The Institute of Chartered Accountants in England and Wales, an associate member of The Hong Kong Chartered Governance Institute and The Chartered Governance Institute in the United Kingdom and Ireland. He has over 28 years of experience in auditing, professional accounting and worked for several Hong Kong listed companies of various industries and served senior roles in financial management and secretarial functions.

Mr. Kam is also a non-executive director of Pangaea Connectivity Technology Limited (stock code: 1473); an independent non-executive director of Ever Harvest Group Holdings Limited (stock code: 1549) and Citychamp Watch & Jewellery Group Limited (stock code: 256), all of which are companies listed on the Stock Exchange. He is also an independent director of Happy City Holdings Limited listed on the NASDAQ (symbol: HCHL). He was also an independent non-executive director of Genes Tech Group Holdings Company Limited (stock code: 8257) which was delisted on 3 March 2026.

Mr. Kam was appointed as the committee member of Chinese People's Political Consultative Conference Shanghai Committee (Baoshan District) in December 2016.

Subject to the Shareholder's approval at the AGM, Mr. Kam will enter into a service contract with the Company for a term of three years with effect from the AGM, and is entitled to an annual remuneration of HK$150,000, which is determined by the Board upon recommendation from the remuneration committee with reference to his duties and responsibilities in the Company. His appointment is subject to retirement by rotation and re-election at the general meetings in accordance with the Articles.

Save as disclosed above and as at the Latest Practicable Date, Mr. Kam 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. Kam 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. Kam 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 appointment as an independent non-executive Director.

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, 5 June 2026 at 10:00 a.m. at 9/F., 33 Des Voeux 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 2025;

2. To re-elect Mr. Li Zhizhen as a non-executive director of the Company;

3. To appoint Mr. Kam, Eddie Shing Cheuk as an independent non-executive director of the Company;

4. To authorise the board of directors to fix the remuneration of the directors of the Company;

5. To reappoint Forvis 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

6. "**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;

   (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 (excluding any treasury shares) 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 (excluding any treasury shares) 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

(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)."

7. "**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 (excluding any treasury shares) as at 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

(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 ordinary resolutions nos. 6 and 7 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. 7 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. 7 above, provided that such an amount shall not exceed 10% of the aggregate number of shares of the Company in issue (excluding any treasury shares) 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 2026

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

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 Investor Services 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, he register of members of the Company will be closed from Tuesday, 2 June 2026 to Friday, 5 June 2026, both days inclusive, during the period of closure no transfer of shares will be registered. In order to ascertain the right to attend the 2026 annual general meeting, all share certificates with completed transfer forms either overleap or separately must be lodged with the Company's share registrar, Tricor Investor Services Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Monday, 1 June 2026.

7. If a Typhoon Signal No. 8 or above is hoisted or ''extreme conditions'' caused by super typhoons or a Black Rainstorm Warning Signal is in force at or at any time after 1:00 p.m. on the date of the Meeting, the Meeting will be adjourned. The Company will post an announcement on its website (www.greatchinaproperties.com) and designated website of Hong Kong Exchanges and Clearing Limited (www.hkexnews.hk) to notify the Shareholders of the date, time and place of the adjourned Meeting. The Meeting will be held as scheduled when an Amber or a Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own situations.

   If any Shareholder has any question relating to the Meeting, please contact Tricor Investor Services Limited, the Company's Hong Kong branch share registrar and transfer office.