

# Third Quarterly Report 2014



世大控股有限公司  
Great World Company Holdings Ltd

(incorporated in the Cayman Islands with limited liability)  
Stock Code: 8003

## **CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”) OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK EXCHANGE”)**

**GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.**

**Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.**

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*This report, for which the directors (the “Directors”) of Great World Company Holdings Ltd (the “Company”) collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on GEM of the Stock Exchange 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 report 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 report misleading.*

## HIGHLIGHTS

- Turnover was approximately HK\$378,000 and HK\$1,129,000 respectively for the three months and nine months ended 31 December 2014, compared with the turnover of approximately HK\$392,000 and HK\$1,170,000 respectively for the corresponding periods of last year.
- Loss attributable to owners of the Company for the three months and nine months ended 31 December 2014 were approximately HK\$2,695,000 and HK\$7,218,000 respectively, versus the loss attributable to owners of the Company of approximately HK\$2,468,000 and HK\$7,529,000 respectively for the corresponding periods of last year.
- The Board does not recommend the payment of interim dividend for the nine months ended 31 December 2014 (nine months ended 31 December 2013: nil).

## RESULTS

The board of directors (the "Board") of Great World Company Holdings Ltd (the "Company") presents the financial information of the Company and its subsidiaries (the "Group"), comprising the consolidated statement of profit or loss and consolidated statement of profit or loss and other comprehensive income of the Group for the three months and nine months ended 31 December 2014, all of which are unaudited and in condensed format, (collectively referred to as the "Unaudited Condensed Financial Statements") along with selected explanatory notes and comparative information as follows:

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

	Notes	(Unaudited) Three months ended 31 December		(Unaudited) Nine months ended 31 December	
		2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Turnover	2	378	392	1,129	1,170
Direct costs		-	(218)	(482)	(769)
Gross profit		378	174	647	401
Other revenue	2	1	1	1	4
Gain on disposal of property, plant and equipment	2	-	-	3	-
Selling and distribution costs		-	(14)	-	(42)
Administrative and other operating expenses		(2,344)	(2,154)	(6,122)	(6,529)
Finance costs		(740)	(667)	(2,152)	(1,942)
Share of loss of associates		(168)	-	(168)	-
Loss before tax	4	(2,873)	(2,660)	(7,791)	(8,108)
Income tax credit	5	178	192	573	579
<b>Loss for the period</b>		<b>(2,695)</b>	<b>(2,468)</b>	<b>(7,218)</b>	<b>(7,529)</b>
<b>Loss for the period attributable to owners of the Company</b>		<b>(2,695)</b>	<b>(2,468)</b>	<b>(7,218)</b>	<b>(7,529)</b>
<b>Loss per share</b>	6	<b>HK\$(0.21)</b>	<b>HK(0.22)</b>	<b>HK\$(0.61)</b>	<b>HK(0.67)</b>
- Basic and diluted		<b>cents</b>	<b>cents</b>	<b>cents</b>	<b>cents</b>

## CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND OTHER COMPREHENSIVE INCOME

	(Unaudited) Three months ended 31 December		(Unaudited) Nine months ended 31 December	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Loss for the period	<b>(2,695)</b>	(2,468)	<b>(7,218)</b>	(7,529)
Other comprehensive income:				
Items that may be reclassified subsequently to profit or loss				
– Exchange differences on translation of foreign operations arising during the period	<b>(1,067)</b>	922	<b>102</b>	2,210
Other comprehensive income for the period, net of tax	<b>(1,067)</b>	922	<b>102</b>	2,210
Total comprehensive loss for the period	<b>(3,762)</b>	(1,546)	<b>(7,116)</b>	(5,319)
Total comprehensive loss attributable to owners of the Company	<b>(3,762)</b>	(1,546)	<b>(7,116)</b>	(5,319)

## NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS

## 1. Basis of preparation

The amounts included in the Unaudited Condensed Consolidated Financial Statements have been computed based on the recognition and measurement requirements in accordance with Hong Kong Accounting Standard 34 "Interim Financial Reporting" issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA") and accounting principles generally accepted in Hong Kong. The financial information also comply with the applicable disclosure provisions of Chapter 18 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The accounting policies and methods of computation adopted are consistent with those followed in the preparation of the Group's annual financial statements for the year ended 31 March 2014.

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards ("HKFRSs") issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2014. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group's accounting policies and results reported for the current or prior accounting periods.

The Group has not applied the new and revised HKFRSs, which have been issued and are not yet effective, but is in the process of assessing their impact on the Group's results of operations and financial position.

The financial information are unaudited but have been reviewed by the Company's audit committee.

## 2. Revenue

	(Unaudited) Three months ended 31 December		(Unaudited) Nine months ended 31 December	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Turnover				
Processing income	378	392	1,129	1,170
	<u>378</u>	<u>392</u>	<u>1,129</u>	<u>1,170</u>
Other revenue				
Bank interest income	1	1	1	4
Gain on disposed of property, plant and equipment	-	-	3	-
	<u>1</u>	<u>1</u>	<u>4</u>	<u>4</u>
Total revenue	<u>379</u>	<u>393</u>	<u>1,133</u>	<u>1,174</u>

### 3. Segment information

The Group determines its operating segments based on the reports reviewed by the chief operating decision makers that are used to make strategic decisions.

The Group's reportable segments are as follows:

Iron mine business	Exploration, mining and processing of iron ore
Property business	Property investment and development, operating and managing residential and commercial properties

These segments are managed separately as they belong to different industries and require different operating systems and strategies. There were no sales or other transactions between those reportable segments. Information regarding the Group's reportable segments is presented below:

#### (a) Segment revenue, profit or loss and other selected financial information

	(Unaudited) Three months ended 31 December 2014			(Unaudited) Nine months ended 31 December 2014		
	Iron mine business	Property business	Total	Iron mine business	Property business	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Continuing operations</b>						
Revenue from external customers	378	-	378	1,129	-	1,129
Interest income	-	1	1	-	1	1
Depreciation	(114)	(1)	(115)	(340)	(4)	(344)
Total profit/(loss) of reportable segments	262	(228)	34	300	(869)	(569)
Income tax credit	-	57	57	-	217	217
<hr/>						
	(Unaudited) Three months ended 31 December 2013			(Unaudited) Nine months ended 31 December 2013		
	Iron mine business	Property business	Total	Iron mine business	Property business	Total
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
<b>Continuing operations</b>						
Revenue from external customers	392	-	392	1,170	-	1,170
Interest income	-	1	1	-	4	4
Depreciation	(112)	(2)	(114)	(340)	(6)	(346)
Total loss of reportable segments	(70)	(326)	(396)	(388)	(1,028)	(1,416)
Income tax credit	-	81	81	-	257	257

## 3. Segment information (continued)

## (b) Reconciliations of reportable segment revenues and profit or loss

	(Unaudited) Three months ended 31 December		(Unaudited) Nine months ended 31 December	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
<b>Continuing operations</b>				
Revenue				
Total revenue for reportable segments	378	392	1,129	1,170
Consolidated turnover	378	392	1,129	1,170
Profit or loss				
Total profit/(loss) for reportable segments	34	(396)	(569)	(1,416)
Unallocated corporate expenses	(2,739)	(2,264)	(7,054)	(6,692)
Share of loss of associates	(168)	-	(168)	-
Consolidated loss before tax	(2,873)	(2,660)	(7,791)	(8,108)

## (c) Geographical information

The following table set out information about the geographical location of the Group's revenue from external customers based on the location at which the services were provided or the goods were delivered.

	(Unaudited) Revenues from external customers Three months ended 31 December		(Unaudited) Revenues from external customers Nine months ended 31 December	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
PRC	378	392	1,129	1,170

## 4. Loss before tax

	(Unaudited) Three months ended 31 December		(Unaudited) Nine months ended 31 December	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Loss before tax has been arrived at after charging:				
Staff costs (including directors' remuneration)	875	876	2,419	2,717
Operating lease charges in respect of land and buildings	184	289	898	886
Depreciation	147	149	440	441

## 5. Income tax credit

	(Unaudited) Three months ended 31 December		(Unaudited) Nine months ended 31 December	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
Current tax:				
Hong Kong Profits Tax	-	-	-	-
PRC Enterprise Income Tax	-	-	-	-
	-	-	-	-
Deferred tax	178	192	573	579
Income tax credit for the period	178	192	573	579

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the three months and nine months ended 31 December 2014 and 2013.

Under the Law of the People's Republic of China on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25% from 1 January 2008 onwards.

No provision for current tax has been made for the three months and nine months ended 31 December 2014 and 2013 as the Group has no assessable profit from its operations.

## 6. Loss per share

The calculation of basic loss per share is based on the following data:

	(Unaudited) Three months ended 31 December		(Unaudited) Nine months ended 31 December	
	2014 HK\$'000	2013 HK\$'000	2014 HK\$'000	2013 HK\$'000
(i) Unaudited consolidated loss attributable to owners of the Company	(2,695)	(2,468)	(7,218)	(7,529)
	'000	'000	'000	'000
(ii) Weighted average number of ordinary shares in issue	1,301,655	1,127,628	1,185,848	1,127,628

There were no potential diluting effects for the three months and nine months ended 31 December 2014 and 2013 as the impact of the conversion of outstanding convertible note was anti-dilutive.

## 7. Dividend

The Board does not recommend the payment of a dividend for the nine months ended 31 December 2014 (nine months ended 31 December 2013: nil).

## 8. Reserves

	Share premium HK\$'000	Convertible note equity reserve HK\$'000	Translation reserve HK\$'000	Other reserve HK\$'000	Accumulated losses HK\$'000	Total HK\$'000
At 1 April 2013 (audited)	125,624	6,430	2,907	314	(215,400)	(80,125)
Total comprehensive income/(loss) for the period (unaudited)	-	-	2,210	-	(7,529)	(5,319)
At 31 December 2013 (unaudited)	125,624	6,430	5,117	314	(222,929)	(85,444)
At 1 April 2014 (audited)	125,624	6,430	2,916	314	(230,643)	(95,359)
Total comprehensive income/(loss) for the period (unaudited)	5,638	-	102	-	(7,218)	(1,478)
At 31 December 2014 (unaudited)	131,262	6,430	3,018	314	(237,861)	(96,837)

The share premium account of the Company is distributable to the owners of the Company under the Companies Law of the Cayman Islands subject to the provisions of the Company's memorandum and articles of association and provided that the Company will be in a position to payoff its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be distributed.

The convertible note equity reserve represents the value of the unexercised equity component of convertible note issued by the Company with related deferred tax recognised.

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

Other reserve mainly represents difference between the consideration paid and the equity interests acquired in subsidiaries that do not result in a change of control.

## 9. Events after the reporting period

On 9 January 2015, the Company issued an announcement in respect of the following matters which, except item (ii), are subject to a circular with further details to be issued and the approval of shareholders at an extraordinary general meeting to be convened ("EGM"):

### (i) Proposed acquisition of shares in Yenbo Gain Limited

On 9 January 2015, Hi-Smart Technology Limited (as purchaser), a wholly-owned subsidiary of the Company, entered into a conditional sale and purchase agreement with Mr. Zhang Yong (as vendor) for the acquisition of approximately 45.46% of the issued share capital of Yenbo Gain Limited ("Yenbo Gain") at a consideration of HK\$37.5 million. Upon completion, the Company's interests in Yenbo Gain will increase from approximately 36.36% to approximately 81.82% of the issued share capital of Yenbo Gain. Yenbo Gain and its subsidiaries ("Yenbo Gain Group") will then become subsidiaries of the Company and Yenbo Gain Group's profit and loss and assets and liabilities will be consolidated into the financial statements of the Group.

### (ii) Amendment of payment terms of a previous sale and purchase agreement

On 9 January 2015, Hi-Smart Technology Limited ("Hi-Smart") and Mr. Zhang Yong entered into a supplemental agreement under which both parties agreed that the time for payment of the second instalment of the consideration payable in connection with the previous acquisition of the 8 shares (approximately 36.36% of the equity interest) in Yenbo Gain by Hi-Smart in cash would be extended from within three months from 10 October 2014 to within three business days after the Company receiving the net proceeds of not less than HK\$70 million from the placing of convertible notes as mentioned below.

**9. Events after the reporting period** *(continued)***(iii) Proposed placing of convertible notes under specific mandate**

On 9 January 2015, the Company and a placing agent, RHB OSK Capital Hong Kong Limited, entered in a conditional placing agreement pursuant to which the placing agent agreed to place, on a best effort basis, the convertible notes to be issued by the Company up to an aggregate principal amount of HK\$110 million.

**(iv) Proposed increase in authorized share capital**

The Board proposed to increase the authorized share capital of the Company from HK\$200,000,000 divided into 2,000,000,000 shares to HK\$300,000,000 divided into 3,000,000,000 shares by the creation of an additional 1,000,000,000 new shares which will rank pari passu with the existing shares upon issue.

**(v) Proposed capital reduction and sub-division**

The Board proposed that:

- a. the paid-up capital of each of the issued shares of the Company will be reduced from HK\$0.10 to HK\$0.01 per share by cancelling paid-up capital of HK\$0.09 per share by way of a reduction of capital, so as to form ordinary shares with par value of HK\$0.01 each;
- b. the credit arising from the capital reduction will be applied towards cancelling the accumulated deficit of the Company as at the effective date of the capital reduction (if any) with the balance (if any) to be transferred to the capital reduction reserve account of the Company or other reserve account of the Company which may be utilized by the Directors as a distributable reserve in accordance with the articles of association of the Company and all applicable laws; and
- c. immediately following the capital reduction, each of the authorized but unissued ordinary shares with par value of HK\$0.10 each will be subdivided into ten (10) new shares of HK\$0.01 each, and such authorized but unissued new shares when issued shall rank pari passu in all respects with each other and have rights and privileges and be subject to the restrictions contained in the memorandum and articles of association of the Company.

**(vi) Proposed refreshment of current general mandate**

It was proposed to grant the Directors a new general mandate to allot and issue shares not exceeding 20% of the issued share capital of the Company as at the date of passing the relevant ordinary resolution at the EGM.

Details of the above matters were set out in the Company's announcement issued on 9 January 2015.

## MANAGEMENT DISCUSSION AND ANALYSIS

### Results of operations

For the nine months ended 31 December 2014, the Group recorded a turnover of approximately HK\$1,129,000 representing a decrease of approximately 3.50% as compared with a turnover of approximately HK\$1,170,000 for the corresponding period of last year.

Loss attributable to owners of the Company was approximately HK\$7,218,000 for the nine months ended 31 December 2014, which was approximately 4.13% lower than the loss attributable to owners of the Company incurred for the corresponding period of last year of approximately HK\$7,529,000.

### Business review

#### *Iron mine business*

For the nine months ended 31 December 2014, a turnover of approximately HK\$1,129,000 was generated from the processing of iron ores. The construction of the processing factory was completed and the iron mine commenced trial commercial production in August 2011. Revenue from the iron mine business is below expectation due to the decline in iron ore price. Once the market situation improved, full effort will be put to develop the iron mine and increase the production of the processing factory.

#### *Property business*

The Group owns a property which comprises a residential and commercial development site with a site area of approximately 3,111.96 square meters ("sq. m.") located at Leshan City, Sichuan Province, the PRC. The property has a gross floor area of approximately 27,213.33 sq. m. (inclusive of a basement floor) and comprises 4 portions with different functions, namely residential, commercial, basement car park and facilities.

The property selling and leasing programme has not been launched due to the continuing tightening of monetary policies and other measures imposed by the PRC government which restrict the growth of the PRC property market. The Board expects to commence the property selling and leasing programme when the property market appears to revive.

#### *Acquisition of associates*

The Group completed the acquisition of approximately 36.36% of the entire share capital of Yenbo Gain Limited ("Yenbo Gain") on 22 October 2014 at a consideration of HK\$30 million of which the first instalment of approximately HK\$27.9 million was paid by cash generated from the placing of shares as mentioned below and the second instalment of approximately HK\$2.1 million should be paid within three months from 10 October 2014 (extended to within three business days after the Company receiving the net proceeds of not less than HK\$70 million from the placing of convertible notes which is subject to the approval of shareholders at an extraordinary general meeting to be convened). Yenbo Gain and its subsidiaries ("Yenbo Gain Group") then became associates of the Group. Yenbo Gain Group is principally engaged in cultivation and research of the fine and new varieties forest products together with the research and promotion of product cultivation technology for producing clean energy purposes. The acquisition is expected to diversify the Group's investment portfolio and sources of earnings as well as be a new opportunity to improve the performance of the Group by allowing the Group to participate in the business of bio-technology in the PRC and in the new energy sector in the near future. Details of the acquisition and the completion of acquisition were set out in the Company's announcements issued on 10 October 2014 and 22 October 2014 respectively.

### Liquidity, financial resources and capital structure

As at 31 December 2014, the Group's cash and bank deposits amounted to approximately (HK\$187,000) which has decreased by approximately 132.19% when comparing with the cash and bank deposits of approximately HK\$581,000 as at 31 March 2014.

As at 31 December 2014, the Group had net current assets of approximately HK\$21,185,000 (31 March 2014: HK\$26,461,000).

Most of the trading transactions, assets and liabilities of the Group were denominated in Hong Kong dollars and Renminbi. The Group adopted a conservative treasury policy with almost all bank deposits being kept in Hong Kong dollars, or in the local currencies of the operating subsidiaries to minimise exposure to foreign exchange risks. As at 31 December 2014, the Group had no foreign exchange contracts, interest or currency swaps or other financial derivatives for hedging purposes.

On 22 October 2015, 225,500,000 new ordinary shares (the "Placing Shares") were issued, in accordance with a conditional placing agreement entered into by the Company with a placing agent, RHB OSK Securities Hong Kong Limited, at a placing price of HK\$0.125 per Placing Share and a net proceeds of approximately HK\$27.9 million was generated therefrom for the payment of the first instalment of the consideration payable in respect of the acquisition of 36.36% equity interest in Yenbo Gain as mentioned above. Details of the placing of shares and the completion of placing of shares were disclosed in the Company's announcements issued on 10 October 2014 and 22 October 2014 respectively.

### SHARE OPTION SCHEME

The Company has adopted a new share option scheme at the annual general meeting of the Company held on 3 August 2012 (the "2012 Share Option Scheme") which is valid and effective for a period of 10 years commencing on 3 August 2012, upon the termination of the share option scheme adopted at the annual general meeting of the Company held on 2 August 2002, under which the directors, employees, customers or any individual business or entity providing goods or services might take up options to subscribe for shares in the Company subject to the terms and conditions stipulated in the 2012 Share Option Scheme. The maximum number of shares which can be granted under the 2012 Share Option Scheme may not exceed 10% of the issued share capital of the Company at the time of granting of the option or at the date of approval by the shareholders in general meeting where the limit is refreshed.

No option was granted under the 2012 Share Option Scheme during the nine months ended 31 December 2014 and there was no option outstanding as at 31 December 2014.

### CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles and complied with the requirements of the Corporate Governance Code ("CG Code") as set out in Appendix 15 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited ("GEM Listing Rules") throughout the nine months ended 31 December 2014.

## BOARD OF DIRECTORS

The Board comprised four executive Directors, namely Ms. Ng Mui King, Joky (chairman of the Board), Mr. Tong Wang Shun, Ms. Zeng Jieping and Mr. Zhang Yanqiang (appointed on 6 October 2014), and three independent non-executive Directors, namely, Mr. Chung Koon Yan, Mr. Chan Ying Cheong and Ms. Zhao Yongmei (appointed on 20 October 2014 after Mr. Lau Ching Wai, Peter resigned on 6 October 2014).

The Board is responsible for reviewing, evaluating and finalising the Company's strategies and policies, annual budgets, business plans and performance, and has full access to adequate, reliable and timely information on the Group so as to enable them to make a timely decision. The Board also has the collective responsibility for leadership and control of, and for promoting the success of, the Group by directing and supervising the Group's affairs.

## BOARD COMMITTEES

The Board has established three committees in accordance with the CG Code, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. These committees are provided with sufficient resources to discharge their duties and are able to seek independent professional advice when appropriate and upon request.

### Audit Committee

The Audit Committee comprised three independent non-executive Directors, namely Mr. Chung Koon Yan (chairman of the Audit Committee), Mr. Chan Ying Cheong and Ms. Zhao Yongmei (appointed on 20 October 2014 after Mr. Lau Ching Wai, Peter resigned on 6 October 2014). The Audit Committee meets with the Group's senior management regularly to review the effectiveness of the internal control system and the quarterly, interim and annual reports of the Group.

### Nomination Committee

The Nomination Committee comprised one executive Director, namely Ms. Ng Mui King, Joky (chairman of the Nomination Committee), and two independent non-executive Directors, namely Mr. Chung Koon Yan and Mr. Chan Ying Cheong. The Nomination Committee reviews the composition of the Board and nominates suitably qualified candidates to the Board, if necessary.

### Remuneration Committee

The Remuneration Committee comprised one executive Director, namely Ms. Ng Mui King, Joky, and two independent non-executive Directors, namely Mr. Chan Ying Cheong (chairman of the Remuneration Committee) and Ms. Zhao Yongmei (appointed on 20 October 2014 after Mr. Lau Ching Wai, Peter resigned on 6 October 2014). The Remuneration Committee reviews and determines the policy for the remuneration of directors and senior management of the Group.

## INTERESTS OF DIRECTORS

As at 31 December 2014, the interests and short positions of the Directors or chief executive of the Company in the shares, the underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the Securities and Future Ordinance ("SFO")) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO), required to be entered in the register maintained by the Company pursuant to section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

### Long position in shares and underlying shares of the Company

Name of Director	Number of ordinary shares of HK\$0.1 each and the underlying shares			Approximate percentage of the issued share capital of the Company
	Personal interest	Corporate interest	Total number of shares	
Ms. Ng Mui King, Joky	–	337,920,000 (Note)	337,920,000	24.97%

*Note: These shares are held by Gold City Assets Holdings Ltd. which is owned as to 51% by Ms. Ng Mui King, Joky and as to 49% by Fine Day Asset Holdings Inc.. Ms. Yang Cheng is the 100% beneficial owner of Fine Day Asset Holdings Inc.. Ms. Ng Mui King, Joky is also a director of Gold City Assets Holdings Ltd.*

Save as disclosed above, as at 31 December 2014, none of the Directors and chief executive of the Company had interests and short positions in the shares, the underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO), required to be entered in the register maintained by the Company pursuant to section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

### DIRECTORS' RIGHTS TO ACQUIRE SHARES

Save as disclosed above, at no time during the nine months ended 31 December 2014 was any of the Company or its subsidiaries a party to any arrangements to enable the Directors or chief executives (including their spouses or children under 18 years of age) of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

## INTEREST OF SUBSTANTIAL SHAREHOLDERS AND OTHER SHAREHOLDERS

As at 31 December 2014, save as disclosed below, so far is known to the Directors and chief executives of the Company, no person (other than a Director or a chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or, who is directly or indirectly, interested in 5% or more of the issued share capital of the Company.

### (a) Long positions in shares of the Company

Name of shareholder	Capacity	Nature of interest	Total number of shares of HK\$0.1 each	Approximate percentage of the issued share capital of the Company
Gold City Assets Holdings Ltd. (Note 1)	Beneficial owner	Corporate	337,920,000	24.97%
Fine Day Asset Holdings Inc. (Note 1)	Interest of a controlled corporation	Corporate	337,920,000	24.97%
Mr. Tong Wang Chow (Note 2)	Beneficial owner	Personal	72,904,000	5.39%
	Interest of spouse	Family	5,000,000	0.37%
Mr. Huang Shih Tsai (Note 3)	Beneficial owner	Personal	324,200,000	23.96%

Notes:

- Pursuant to the SFO, Fine Day Asset Holdings Inc. is deemed interested in this shareholding interest through Gold City Assets Holdings Ltd., which is a company owned as to 51% by Ms. Ng Mui King, Joky and 49% by Fine Day Asset Holdings Inc.. Ms. Ng Mui King, Joky is an executive Director of the Company and also a director of Gold City Assets Holdings Ltd.. Ms. Yang Cheng is the 100% beneficial owner of Fine Day Asset Holdings Inc..
- Mr. Tong Wang Chow is the elder brother of Mr. Tong Wang Shun, an executive Director of the Company.
- Mr. Huang Shih Tsai ("Mr. Huang") has a total interest in 324,200,000 shares, of which (i) 155,000,000 shares were allotted to Mr. Huang on 15 August 2011 as partial consideration for the acquisition of 100% equity interest in a company wholly owned by Mr. Huang; and (ii) 169,200,000 shares relate to Mr. Huang's derivative interests in the convertible note, details of which are disclosed in "Convertible Note" below.

### (b) Convertible note

Name of noteholder	Date of issue	Conversion period	Conversion price per share HK\$	Outstanding as at 31 December 2014	Number of underlying shares	Approximate percentage of the issued share capital of the Company
Mr. Huang Shih Tsai	15 August 2011	15 August 2011– 15 August 2016	0.20	169,200,000	169,200,000	12.50%

## COMPETING INTEREST

None of the Directors of the Company or their respective associates (as defined in the GEM Listing Rules) had any interests in a business which competes or might compete, either directly or indirectly, with the business of the Group.

## PURCHASE, SALE OR REDEMPTION OF SHARES

The Company had not redeemed any of its shares during the nine months ended 31 December 2014. Neither the Company nor any of its subsidiaries had purchased or sold any of the Company's shares during the nine months ended 31 December 2014.

## CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding the directors' securities transaction in securities of the Company. Having made specific enquiry of all Directors of the Company, each of the Directors has confirmed that he/she has complied with the required standard of dealings as set out in the adopted code of conduct regarding the directors' securities transaction throughout the nine months ended 31 December 2014.

By order of the Board  
**Great World Company Holdings Ltd**  
**Ng Mui King, Joky**  
Chairman

Hong Kong, 13 February 2015

*As at the date of this report, the Board comprises (i) four Executive Directors, namely Ms. Ng Mui King, Joky, Mr. Tong Wang Shun, Ms. Zeng Jieping and Mr. Zhang Yanqiang; and (ii) three Independent Non-Executive Directors, namely Mr. Chung Koon Yan, Mr. Chan Ying Cheong and Ms. Zhao Yongmei.*