

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 your 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 World Company Holdings Ltd, you should at once hand this circular with the accompanying form of proxy to the purchaser(s) or transferee(s) 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(s) or the transferee(s).

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世大控股有限公司
GREAT WORLD COMPANY HOLDINGS LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8003)

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

A notice convening an AGM of the Company to be held at 11:00 a.m. on 2 August 2013 at Suite 6705, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong is set out on pages 13 to 17 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 Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 or any adjourned meeting thereof. 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 and in such event the form of proxy shall be deemed to be revoked.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for seven days from the date of its publication and on the website of the Company at <http://www.gwchl.com>.

28 June 2013

CHARACTERISTICS OF GEM

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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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be held at 11:00 a.m. on 2 August 2013 at Suite 6705, Central Plaza, 18 Harbour Road, Wanchai, Hong Kong, notice of which is set out on pages 13 to 17 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 GEM Listing Rules
“Board”	the board of Directors
“Company”	Great World Company Holdings Ltd, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“connected person(s)”	has the meaning ascribed to it under the GEM 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 nominal amount of the Shares repurchased under the Repurchase Mandate which shall be no more than 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing the relevant resolution at the AGM
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China

DEFINITIONS

“Latest Practicable Date”	25 June 2013, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to enable them to repurchase the Shares of an aggregate nominal amount of up to 10% of the aggregate nominal amount of the share capital 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)”	ordinary share(s) of HK\$0.10 each in the capital of the Company
“Shareholder(s)”	holder(s) of Share(s)
“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 nominal amount of up to 20% of the aggregate nominal amount of the share capital 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.



世大控股有限公司
GREAT WORLD COMPANY HOLDINGS LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8003)

Executive Directors:

Ms. Ng Mui King, Joky (*Chairman*)
Mr. Tong Wang Shun
Ms. Zeng Jieping

Independent Non-executive Directors:

Ms. Hui Sin Man, Alice
Mr. Chung Koon Yan
Mr. Chan Ying Cheong

Registered office:

P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands
British West Indies

*Principal place of business
in Hong Kong:*

Suite 6705
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

28 June 2013

To the Shareholders

Dear Sir or Madam,

**(1) GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES;
(2) RE-ELECTION OF 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 granting of the general mandates to issue and repurchase Shares; and (ii) the re-election of 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 13 to 17 of this circular.

LETTER FROM THE BOARD

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES

At the last annual general meeting of the Company held on 3 August 2012, the Directors were granted a general mandate to allot, issue and otherwise 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 at the date of passing of the ordinary resolution numbered 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 at the date of passing of the ordinary resolution numbered 7 in the notice of AGM.

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 any applicable law of Cayman Islands 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 Rule 13.08 of the GEM Listing Rules, the Company is required to give to the Shareholders an explanatory statement containing all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to grant to the Directors of the Repurchase Mandate. The explanatory statement required by the GEM 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, Ms. Ng Mui King, Joky, Mr. Tong Wang Shun, Ms. Zeng Jieping, Ms. Hui Sin Man, Alice, Mr. Chung Koon Yan and Mr. Chan Ying Cheong.

In accordance with Article 117 of the Articles, Ms. Ng Mui King, Joky and Ms. Zeng Jieping will retire by rotation and both of them will offer themselves for re-election at the AGM.

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

LETTER FROM THE BOARD

ANNUAL GENERAL MEETING

Set out on pages 13 to 17 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 and to re-elect Directors.

In accordance with Rule 17.47(4) of the GEM Listing Rules, all votes of Shareholders 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 GEM Listing Rules.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, 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 or any adjourned meeting thereof. 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 and in such event the form of proxy shall be deemed to be revoked.

RECOMMENDATION

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

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this 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.

LETTER FROM THE BOARD

ADDITIONAL INFORMATION

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

On behalf of the Board
Great World Company Holdings Ltd
Ng Mui King, Joky
Chairman

This appendix contains the particulars that are required by the GEM Listing Rules to be included in an explanatory statement to enable the Shareholders to make an informed decision whether to vote for or against the resolution to be proposed at the AGM in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the authorised share capital of the Company was HK\$200,000,000 comprising 2,000,000,000 Shares, of which 1,127,628,000 Shares are 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 relevant ordinary resolution to approve the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 112,762,800 Shares during the period from the date of passing the relevant ordinary resolution up to the earliest of (i) the conclusion of the next annual general meeting of the Company following the AGM; (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Articles or any applicable law of the Cayman Islands to be held; and (iii) the date on which such authority is revoked or varied by an ordinary resolution of 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 to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets of the Company and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, any repurchase will be made out of funds which are legally available for the purpose in accordance with the Articles, the GEM Listing Rules and the applicable laws of the Cayman Islands.

As compared with the financial position of the Company as at 31 March 2013 (being the date to which the latest audited consolidated financial statements of the Group were made up), the Directors consider that there might be a material adverse impact on the working capital and/or the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full. However, the Directors do not intend to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital or the gearing position of the Company.

4. UNDERTAKING OF DIRECTORS

The Directors have undertaken to the Stock Exchange to exercise the power of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules and the applicable laws of the Cayman Islands.

5. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of the Takeovers Code issued by the Securities and Futures Commission of Hong Kong. As a result, a Shareholder or a group of Shareholders acting in concert, depending on the level of increase of the Shareholders' interest, may obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

As at the Latest Practicable Date, according to the register of members kept by the Company and so far as is known to, or can be ascertained after reasonable enquiry by the Directors, the shareholding interests of the substantial Shareholders (as defined in the GEM Listing Rules) were as follows:

Name of substantial Shareholders	Number of Shares held	Approximate percentage of the issued share capital of the Company
Gold City Assets Holdings Ltd. (<i>Note 1</i>)	337,920,000	29.97%
Mr. Tong Wang Chow (<i>Note 2</i>)	77,904,000	6.91%
Mr. Huang Shih Tsai (<i>Note 3</i>)	155,000,000	13.75%

- Pursuant to the SFO, Fine Day Asset Holdings Inc. is deemed to be interested in this shareholding interest through Gold City Assets Holding Ltd., which is a company owned as to 51% by Ms. Ng Mui King, Joky and as to 49% by Fine Day Asset Holdings Inc. Ms. Ng Mui King, Joky is an Executive Director of the Company and is also a director of Gold City Assets Holdings Ltd. Ms. Yang Cheng is 100% beneficial owner of Fine Day Asset Holdings Inc.
- Mr. Tong Wang Chow ("Mr. Tong") is deemed to be interested in this shareholding interest of which 72,904,000 Shares (approximately 6.47% of the issued share capital of the Company) are held by Mr. Tong and 5,000,000 Shares (approximately 0.44% of the issued share capital of the Company) are held by Mr. Tong's spouse.
- Apart from the 155,000,000 Shares issued by the Company to Mr. Huang Shih Tsai ("Mr. Huang") as partial consideration for the acquisition of 100% equity interest in a company wholly-owned by Mr. Huang (the "Transaction"), Mr. Huang is interested in 169,200,000 Shares relating to derivative interests in a convertible note issued by the Company to Mr. Huang as partial consideration for the Transaction.

Assuming that there would not be any change in the issued share capital of the Company prior to the repurchase of Shares and that the above substantial Shareholders would not dispose of their Shares nor acquire additional Shares prior to any repurchase of Shares, if the Repurchase Mandate were exercised in full, the percentage of shareholding of the above substantial Shareholder would be increased as follows:

Name of substantial Shareholders	Approximate percentage of shareholding immediately prior to the exercise of the Repurchase Mandate in full	Approximate percentage of shareholding immediately after the exercise of the Repurchase Mandate in full
Gold City Assets Holdings Ltd.	29.97%	33.30%
Mr. Tong Wang Chow	6.91%	7.68%
Mr. Huang Shih Tsai	13.75%	15.27%

Such increase will give rise to an obligation on Gold City Assets Holdings Ltd. to make a mandatory offer under Rule 26 of the Takeovers Code. However, 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.

Save as aforesaid, the Directors are not aware of any consequence which would arise under the Takeovers Code as a consequence of any repurchases pursuant to the Repurchase Mandate.

6. DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS

None of the Directors nor, to the best of their knowledge and belief, having made all reasonable enquiries, any of their respective associates, have any present intention, in the event that the proposed Repurchase Mandate is approved by the Shareholders, to sell any of the Shares to the Company.

No connected person of the Company has notified the Company that he/she/it has a present intention to sell any of the Shares to the Company nor has he/she/it undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Company is authorised to make repurchase of Shares.

7. SHARE REPURCHASE MADE BY THE COMPANY

No repurchase of Shares has been made by the Company (whether on the Stock Exchange or otherwise) during the six months preceding the Latest Practicable Date.

8. SHARE PRICES

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

	Trading price per Share	
	Highest (HK\$)	Lowest (HK\$)
2012		
June	0.088	0.062
July	0.092	0.060
August	0.075	0.063
September	0.080	0.054
October	0.070	0.057
November	0.064	0.048
December	0.089	0.063
2013		
January	0.092	0.073
February	0.083	0.070
March	0.083	0.062
April	0.065	0.052
May	0.060	0.044
June (up to the Latest Practicable Date)	0.056	0.047

The biographical details of all the retiring Directors are as follows:

Ms. Ng Mui King, Joky

Ms. Ng Mui King, Joky (“Ms. Ng”), aged 51, has been an executive director and the chairman of the Company since 2 October 2007. Ms. Ng is responsible for the overall strategic direction of the Group. She has over 20 years of experience in telecommunications, import and export trading, accounting, finance and corporate management.

Pursuant to a service agreement with the Company dated 30 June 2011, Ms. Ng’s appointment as an executive Director is fixed for a term of two years and eleven months commencing on 1 July 2011. The director’s fee of Ms. Ng is HK\$600,000 per annum with a fixed sum annual bonus equal to HK\$50,000 and a discretionary bonus as may be determined by the Company with reference to the audited consolidated net profit of the Group attributable to Shareholders. Ms. Ng is also entitled to share option as may be granted by the Group. Ms. Ng’s service agreement has been approved by the remuneration committee of the Company.

Save as disclosed in this circular and as at the Latest Practicable Date, Ms. Ng does not have any other relationship with any director, senior management or substantial or controlling shareholder of the Company or has any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Ms. Ng does not hold any position with other members of the Group save and except her directorship in China Score International Holdings Limited, Golden Strategy Limited, Great World Group Ltd., Hi-Smart Technology Limited and Kingdom Win Limited, all are wholly-owned subsidiaries of the Company.

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

Ms. Ng is not aware of other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of her as an executive Director.

Ms. Zeng Jieping

Ms. Zeng Jieping (“Ms. Zeng”), aged 36, has been an executive director of the Company since 10 May 2010. Ms. Zeng holds a bachelor’s degree of arts from Jinan University (暨南大學) of the People’s Republic of China and a master’s degree of management studies from the University of Waikato, Hamilton of New Zealand. She has over 6 years of experience in marketing, finance and corporate management.

Pursuant to a service agreement with the Company dated 10 April 2013. Ms. Zeng’s appointment as an executive Director is fixed for a term of two years commencing on 10 April 2013. The director’s fee of Ms. Zeng is HK\$240,000 per annum with a fixed sum annual bonus equal to HK\$20,000 and a discretionary bonus as may be determined by the Company with reference to the audited consolidated net profit attributable to Shareholders. Ms. Zeng is also entitled to share option as may be granted by the Group. Ms. Zeng’s service agreement has been approved by the remuneration committee of the Company.

Save as disclosed in this circular and as at the Latest Practicable Date, Ms. Zeng does not have any other relationship with any director, senior management or substantial or controlling shareholder of the Company or has any interest in the Shares within the meaning of Part XV of the SFO. As at the Latest Practicable Date, Ms. Zeng does not hold any position with other members of the Group save and except her directorship in Hi-Smart Technology Limited, Great China International Enterprise Group Limited and Linkful Wise Group Holdings Limited, all are wholly-owned subsidiaries of the Company.

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

Ms. Zeng is not aware of other information that is required to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules or any other matters that need to be brought to the attention of the Shareholders in relation to the proposed re-election of her as an executive Director.

NOTICE OF AGM



世大控股有限公司 GREAT WORLD COMPANY HOLDINGS LTD

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 8003)

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) of Great World Company Holdings Ltd (the “Company”) will be held at 11:00 a.m. on 2 August 2013 at Suite 6705, Central Plaza, 18 Harbour Road, Wanchai, 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 auditors for the year ended 31 March 2013;
2. To re-elect Ms. Ng Mui King, Joky as an executive director of the Company;
3. To re-elect Ms. Zeng Jieping as an executive director of the Company;
4. To authorise the board of directors of the Company (the “Board”) to fix the remuneration of the directors of the Company;
5. To re-appoint HLB Hodgson Impey Cheng Limited as the auditors of the Company and to authorise the Board to fix their remuneration;

and, as special businesses, to consider and, if thought fit, pass, with or without modifications the following resolutions, which will be proposed as ordinary resolutions:

ORDINARY RESOLUTIONS

6. “THAT:
 - (a) subject to paragraph (c) below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”), the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with the additional shares 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 might require the exercise of such powers be and is hereby generally and unconditionally approved;

NOTICE OF AGM

- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants, bonds and debentures convertible into shares of the Company, which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted and issued or agreed conditionally or unconditionally to be allotted and issued (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraphs (a) and (b) above, otherwise than pursuant to (i) a Rights Issue (as hereinafter defined); or (ii) the exercise of any options granted under all share option schemes of the Company adopted from time to time in accordance with the GEM Listing Rules; or (iii) any script dividend or similar arrangements providing for the allotment and issue of shares in lieu of the whole or part of a dividend on shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of shares in the Company upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into shares in the Company, shall not exceed 20% of the aggregate nominal amount of the share capital of the Company in issue at the date of the passing of this resolution and the said approval shall be limited accordingly;
- (d) for the purposes of this resolution:

“**Relevant Period**” means the period from the time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and
- (iii) the date on which such authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting of the Company.

“**Rights Issue**” means an offer of shares in the Company, or offer or issue of warrants, options or other securities giving rights to subscribe for shares in the Company open for a period fixed by the Directors to shareholders of the Company whose names appear on the register of members of the Company on a fixed record date in proportion to their then holdings of shares in the Company (subject to such exclusions or

NOTICE OF AGM

other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of any relevant jurisdiction, or the requirements of any recognised regulatory body or any stock exchange in any territory applicable to the Company).”

7. “**THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase its shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or any other stock exchange on which the shares of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission of Hong Kong, the Stock Exchange and all other applicable laws in this regard, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall be in addition to any other authorisation given to the Directors and shall authorise the Directors on behalf of the Company during the Relevant Period to procure the Company to repurchase its shares at a price determined by the Directors;
- (c) the aggregate nominal amount of the 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 shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company 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 time of the passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by the articles of association of the Company or the applicable laws of the Cayman Islands to be held; and
- (iii) the date on which such authority is revoked or varied by an ordinary resolution of the shareholders of the Company in a general meeting of the Company.”

NOTICE OF AGM

8. “**THAT** conditional upon the passing of the ordinary resolutions numbered 6 and 7 above, the general mandate granted to the Directors to exercise the powers of the Company to allot, issue and deal with additional shares of the Company pursuant to the ordinary resolution numbered 6 above be and is hereby extended by the addition thereto the aggregate nominal amount of the share capital of the Company which may be allotted and issued or agreed conditionally or unconditionally to be allotted and issued by the Directors pursuant to such general mandate of an amount representing the aggregate nominal amount of the shares of the Company repurchased by the Company under the authority granted to the Directors pursuant to the ordinary resolution numbered 7 above, provided that such amount shall not exceed 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of passing this resolution.”

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

Hong Kong, 28 June 2013

Registered office:

P.O. Box 309
Ugland House
Grand Cayman KY1-1104
Cayman Islands
British West Indies

Principal place of business in Hong Kong:

Suite 6705
Central Plaza
18 Harbour Road
Wanchai, Hong Kong

Notes:

1. A form of proxy to be used for the meeting is enclosed.
2. Any member of the Company entitled to attend and vote at the meeting of the Company shall be entitled to appoint another person (who must be an individual) as his proxy to attend and vote instead of him and a proxy so appointed shall have the same right as the member to speak at the meeting. On a poll votes may be given either personally or by proxy. A proxy need not be a member of the Company. A member may appoint any number of proxies to attend in his stead at any one general meeting (or at any one class meeting).
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person duly authorised to sign the same.
4. The instrument appointing a proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power or authority, shall be delivered to the Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for the meeting at which the person named in the instrument proposes to vote. Delivery of any instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting or poll concerned and, in such event, the instrument appointing a proxy shall be deemed to be revoked.

NOTICE OF AGM

5. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present being the most or, as the case may be, the more senior shall alone be entitled to vote in respect of the relevant joint holding and, for this purpose, seniority shall be determined by reference to the order in which the names of the joint holders stand on the register in respect of the relevant joint holding.
6. For the purpose of determining the shareholders of the Company who are entitled to attend and vote at the meeting convened by the above notice, the register of members of the Company will be closed from 26 July 2013 to 2 August 2013, both days inclusive, during which period no transfer of shares will be registered. In order to ascertain the right to attend the AGM, all share certificates with completed transfer forms either overleaf or separately must be lodged with the Hong Kong branch share registrar and transfer office of the Company, Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong no later than 4:30 p.m. on Thursday, 25 July 2013.