

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



世大控股有限公司
GREAT WORLD COMPANY HOLDINGS LTD
(Incorporated in the Cayman Islands with limited liability)
(Stock Code: 8003)

**VOLUNTARY ANNOUNCEMENT – BUSINESS UPDATE
ENTERING INTO OF A BUSINESS COOPERATION AGREEMENT
INVOLVING A POSSIBLE INVESTMENT OF CAPITAL INTO THE
TARGET COMPANY**

This announcement is made by Great World Company Holdings Ltd (the “**Company**”, together with its subsidiaries, the “**Group**”) on a voluntary basis to provide the shareholders and potential investors with the latest business development of the Group.

THE BUSINESS COOPERATION AGREEMENT

The board of directors of the Company (the “**Board**”) is pleased to announce that on 31 January 2022 (after trading hours of The Stock Exchange of Hong Kong Limited), Green Apex Investments Limited (“**Green Apex**”), a wholly-owned subsidiary of the Company, has entered into a business cooperation agreement (the “**Business Cooperation Agreement**”) with Tianhang Keji Limited* (天航科技有限公司) (the “**Target Company**”) in relation to the possible acquisition by Green Apex or its subsidiaries of no less than 51% of the equity interest of the Target Company (the “**Possible Investment**”).

Pursuant to the Business Cooperation Agreement, an exclusivity period of 90 days commencing from the date of signing of the Business Cooperation Agreement (the “**Exclusivity Period**”) has been granted by the Target Company to Green Apex. During the Exclusivity Period, Green Apex will discuss and negotiate on good faith with the management of the Target Company on the concrete terms and conditions, as well as the consideration for the Possible Investment. Green Apex will also conduct due diligence work on the business and operation of the Target Company. Upon satisfactory result of due diligence work, Green Apex may enter into a formal agreement with the Target Company and its equity interest holders.

The Target Company has agreed that during the Exclusivity Period, it will not, directly or indirectly, solicit, initiate, encourage, enter into or participate in any enquiry, discussion or proposal with any other third party on any sale or transfer of any shares or material assets of the Target Company.

The Business Cooperation Agreement will lapse automatically if Green Apex and the Target Company are unable to enter into a formal agreement prior to the end of the Exclusivity Period.

INFORMATION OF THE TARGET COMPANY

According to publicly available information and subject to due diligence work to be conducted by Green Apex during the Exclusivity Period, the Target Company is a limited liability company established in The People's Republic of China on 16 December 2013. The Target Company is principally engaged in, among other things, the development of comprehensive solutions and software systems for large-scale corporate travel, internet technology and big data services. To the knowledge, information and belief of the Board, and subject to due diligence work to be conducted and further enquiries to be made during the Exclusivity Period, the Target Company and its ultimate beneficial owners are third parties independent of the Company and its connected persons (as defined in the Rules Governing the Listing of Securities on the GEM of The Stock Exchange of Hong Kong Limited (the "**GEM Listing Rules**")).

REASONS FOR AND POTENTIAL BENEFITS OF THE POSSIBLE INVESTMENT

As represented by the management of the Target Company, the Target Company has built its proprietary "Tianhang Corporate Travel" system, which focuses on providing one-stop corporate travel applications with full data analysis, travel reservations, itinerary services, flexible payment, settlement and billing services to a wide range of customers, including state-owned enterprises, listed companies, companies, government bodies and institutions. By streamlining the whole travel process, the traditional travel process can be managed in an efficient, digital and intelligent manner.

The Board takes the view that investment into the Target Company may bring opportunities for growth and expansion of the Group, as it synergies positively with the principal businesses and existing business units of the Group. The Group may potentially leverage the 12306 platform and high-speed railroad travel services and create an innovative new concept of air-rail combined service by adding the airline travel business of the Target Company, relying on innovative traffic data processing.

GENERAL

The Possible Investment may potentially constitute a notifiable transaction on the part of the Company pursuant to the GEM Listing Rules. The terms and conditions as well as the consideration involved for the Possible Investment will be further discussed and negotiated during the Exclusivity Period and may be brought down into a formal agreement.

The Company will comply with the relevant disclosure and/or shareholders' approval requirements (if applicable) under the GEM Listing Rules where appropriate. As at the date of this announcement, no formal agreement in relation to the Possible Investment has been entered into and the Possible Investment may or may not proceed. Shareholders of the Company and potential investors are advised to exercise caution when making any decision related to dealing in the shares of the Company.

* *For identification purpose only*

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

Hong Kong, 31 January 2022

As at the date of this announcement, the Board comprises (i) three executive directors, namely Mr. Zhang Yanqiang, Mr. Gu Zhonghai and Mr. Zhao Xinyan; (ii) one non-executive director, namely Ms. Ng Mui King, Joky; and (iii) three independent non-executive directors, namely Mr. Chung Koon Yan, Ms. Zhao Yongmei and Mr. Jing Baoli.

This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the GEM Listing Rules for the purpose of giving information with regard to the Company. The directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

This announcement will remain on the "Latest Company Announcements" page of the GEM website (www.hkgem.com) for at least 7 days from the date of its publication and on the Company's website (www.gwchl.com).