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If you are in any doubt as to any aspect of this circular or as to the action you should take, you should consult your licensed securities dealer or 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 and the accompanying form of proxy to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale was effected for transmission to the purchaser or the transferee.

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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)

**PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

Financial Adviser

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BAOQIAO PARTNERS
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BAOQIAO PARTNERS CAPITAL LIMITED

A letter from the Board is set out on pages 5 to 11 of this circular.

A notice convening the EGM to be held at 11 a.m. on Thursday, 17 June 2021 at Room 1202, 12/F., Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong is set out on pages EGM-1 to EGM-2 of this circular. A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the branch share registrar of the Company in Hong Kong, 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 EGM or any adjournment thereof. Completion and return of the form of proxy shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so desire.

This circular will remain on the GEM website at <http://www.hkgem.com> on the "Latest Listed Company Information" page for 7 days from the date of its publication and on the website of the Company at <http://www.gwchl.com>.

21 May 2021

PRECAUTIONARY MEASURES FOR THE EXTRAORDINARY GENERAL MEETING

In light of the coronavirus pandemic (“COVID-19”), and to better protect the safety and health of the Shareholders and other participants attending the EGM, the Company will implement the following precautionary measures at the venue of the EGM (the “Venue”):

1. compulsory body temperature checks will be conducted on all persons attending the EGM at the waiting area outside the Venue before they are admitted to the Venue;
2. Any person with a body temperature of over 37.3 degree Celsius, or who has any flulike symptoms, or is otherwise apparently unwell will not be admitted to the Venue;
3. all attendees must wear face masks at all times inside the Venue or at the waiting area outside the Venue;
4. seating at the Venue will be arranged in a manner to allow for appropriate social distancing. As a result, there may be limited capacity for Shareholders to attend the EGM. The Company may limit the number of attendees at the EGM as may be necessary to avoid over-crowding;
5. any attendee who does not follow any of the abovementioned measures will be refused admission to the Venue or requested to leave the Venue;
6. no refreshments or drinks will be served at the EGM to avoid close contact of attendees; and
7. all attendees are recommended to clean their hands with alcohol-based hand sanitizer before entering the Venue.

Shareholders are reminded that attendance at the EGM in person is not necessary for the purpose of exercising voting rights. The Shareholders may choose to vote by filling in and submitting the relevant proxy form of the EGM, and appointing the chairman of the meeting as a proxy to vote on relevant resolutions at the EGM as instructed in accordance with the relevant proxy form instead of attending the EGM in person. For details, please refer to the proxy form of the EGM.

The Company will keep monitoring the evolving COVID-19 situation and may implement additional measures which, if any, will be announced closer to the date of the EGM.

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CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a high 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.

Given that the companies listed on GEM are generally small and mid-sized companies, 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.

DEFINITIONS

In this circular, unless the context indicates otherwise, the following expressions shall have the following meanings:

“Board”	the board of Directors
“business day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted, “extreme condition” caused by super typhoons or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CCASS Operational Procedures”	the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS from time to time
“Change in Board Lot Size”	the proposed change in board lot size of the Shares for trading on GEM from 2,000 Existing Shares to 6,000 Consolidated Shares
“Company”	Great World Company Holdings Ltd, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM (Stock Code: 8003)
“Consolidated Share(s)”	ordinary share(s) of HK\$0.1 each in the share capital of the Company after the Share Consolidation becoming effective
“Director(s)”	director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be convened to consider and, if thought fit, approve, among other things, the proposed Share Consolidation
“Existing Share(s)”	ordinary share(s) of HK\$0.01 each in the existing share capital of the Company before the Share Consolidation becoming effective
“GEM”	GEM operated by the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“General Rules of CCASS”	the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures
“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	14 May 2021, being the latest practicable date for ascertaining certain information for inclusion in this circular
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company
“Shareholder(s)”	holder(s) of the issued Shares
“Share(s)”	the Existing Share(s) or as the context may require, the Consolidated Share(s)
“Share Option Scheme”	the Share Option Scheme adopted by the Company on 3 August 2012
“Share Options”	the share options granted by the Company pursuant to the Share Option Scheme
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation and the Change in Board Lot Size is set out below:

Event	Time and Date
Expected date of despatch of the circular with notice of the EGM and form of proxy	On or about Friday, 21 May 2021
Latest time for lodging transfers of Existing Shares for attending the EGM	4:30 p.m. on Thursday, 10 June 2021
Closure of register of members (both dates inclusive)	Friday, 11 June 2021 to Thursday, 17 June 2021
Latest date and time for lodging forms of proxy for the EGM	11 a.m. on Tuesday, 15 June 2021
Expected date and time of the EGM	11 a.m. on Thursday, 17 June 2021
Publication of announcement of voting results of the EGM	Thursday, 17 June 2021

The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size as set out herein.

Effective date of the Share Consolidation	Monday, 21 June 2021
First day of free exchange of existing share certificates for new share certificates for the Consolidated Shares	Monday, 21 June 2021
Dealing in the Consolidated Shares commences	9:00 a.m. on Monday, 21 June 2021
Original counter for trading in the Existing Shares in board lots of 2,000 Existing Shares temporarily closes	9:00 a.m. on Monday, 21 June 2021

EXPECTED TIMETABLE

Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) opens 9:00 a.m. on Monday, 21 June 2021

Original counter for trading in the Consolidated Shares in board lots of 6,000 of Consolidated Shares (in the form of new share certificates) re-opens 9:00 a.m. on Tuesday, 6 July 2021

Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) commences 9:00 a.m. on Tuesday, 6 July 2021

Designated broker starts to stand in the market to provide matching services for odd lots of the Consolidated Shares 9:00 a.m. on Tuesday, 6 July 2021

Designated broker ceases to stand in the market to provide matching services for odd lots of the Consolidated Shares 4:00 p.m. on Monday, 26 July 2021

Temporary counter for trading in the Consolidated Shares in board lots of 200 Consolidated Shares (in the form of existing share certificates) closes 4:10 p.m. on Monday, 26 July 2021

Parallel trading in the Consolidated Shares (in the form of new share certificates and existing share certificates) ends 4:10 p.m. on Monday, 26 July 2021

Last day for free exchange of existing share certificates for new share certificates for the Consolidated Shares Wednesday, 28 July 2021

The expected timetable is subject to the results of the EGM and is therefore for indicative purpose only. Any change to the expected timetable will be announced in a separate announcement by the Company as and when appropriate. All times and dates in this circular refer to Hong Kong local times and dates.

LETTER FROM THE BOARD



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:

Mr. Zhang Yanqiang
Ms. Yang Wei
Mr. Gu Zhonghai
Mr. Zhao Xinyan

Non-executive Director:

Ms. Ng Mui King, Joky (*Chairman*)

Independent non-executive Directors:

Mr. Chung Koon Yan
Ms. Zhao Yongmei
Dr. Yang Fuyu

Registered Office:

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

*Head Office and Principal Place of
Business in Hong Kong:*

Room 1202, 12/F
Great Eagle Centre
23 Harbour Road
Wanchai
Hong Kong

21 May 2021

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION AND
CHANGE IN BOARD LOT SIZE
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement dated 5 May 2021 in relation to the proposed Share Consolidation and Change in Board Lot Size.

The purpose of this circular is to provide you with details of (a) the Share Consolidation and Change in Board Lot Size; and (b) the notice of EGM.

LETTER FROM THE BOARD

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Existing Shares of HK\$0.01 each in the share capital of the Company be consolidated into one (1) Consolidated Share of HK\$0.1 each.

Immediately after the Share Consolidation, the total number of Consolidated Shares held by the Shareholders in the issued share capital of the Company will be rounded down to the nearest whole number by cancelling any fraction of a Consolidated Share held by the Shareholders in the issued share capital of the Company arising from the Share Consolidation.

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$300,000,000 divided into 30,000,000,000 shares of HK\$0.01 each, of which 3,302,716,000 Existing Shares have been allotted and issued, and are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and on the basis that the Company will not allot, issue or repurchase any Existing Shares prior to completion of the Share Consolidation, the authorised share capital of the Company will be HK\$300,000,000 divided into 3,000,000,000 shares of HK\$0.1 each, of which 330,271,600 Consolidated Shares will be in issue and fully paid or credited as fully paid.

Other than the relevant expenses incurred, implementation of the Share Consolidation will have no material effect on the consolidated total asset value of the Company, nor will it alter the underlying assets, business, operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders as a whole, save for any fractional Consolidated Shares (if any) to which the Shareholders would otherwise be entitled.

Status of the Consolidated Shares

The Consolidated Shares shall rank *pari passu* in all respects with each other.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the GEM Listing Committee granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) the compliance with the relevant procedures and requirements under the laws of the Cayman Islands (where applicable) and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation and the Change in Board Lot Size is expected to become effective on Monday, 21 June 2021 subject to the fulfilment of the above conditions.

LETTER FROM THE BOARD

Listing Application

An application will be made by the Company to the GEM Listing Committee for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the GEM, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

None of the Existing Shares are listed or dealt in on any other stock exchange other than GEM, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than GEM, and no such listing or permission to deal is being or is proposed to be sought.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there were a total of 22,400,000 outstanding Share Options granted to the employees of the Group (to subscribe for up to an aggregate of 22,400,000 Existing Shares under the Share Option Scheme). The Share Consolidation will lead to adjustments to the exercise prices of the Share Options and the number of Consolidated Shares to be issued upon the exercise of the outstanding Share Options, such adjustments to be made in accordance with the terms and conditions of the Share Option Scheme, Rule 23.03(13) of the GEM Listing Rules and the Supplementary Guidance on Adjustments to the Exercise Price and Number of Share Options under the Listing Rule Requirements issued by the Stock Exchange on 5 September 2005. Assuming there is no other adjustment event under the Share Option Scheme between the Latest Practicable Date and the effective date of the Share Consolidation, the exercise prices and the number of Consolidated Shares to be issued upon the exercise of the outstanding Share Options will be adjusted as follows with effect from the effective date of the Share Consolidation:

Date of Grant	Before adjustment		After adjustment	
	No. of Existing Shares to be issued under the outstanding Share Options to be issued upon the exercise of the Share Options	Exercise price per Existing Shares	No. of Consolidated Shares to be issued upon exercise of the Share Options	Exercise price per Consolidated Shares
4 February 2016	22,400,000	HK\$0.264	2,240,000	HK\$2.64

LETTER FROM THE BOARD

Save for the adjustments above, all other terms and conditions of the Share Options granted by the Company remain unchanged.

Save as disclosed above, as at the Latest Practicable Date, the Company had no other outstanding options, warrants or other securities in issue which are convertible into or giving rights to subscribe for, convert or exchange into, any Existing Shares or Consolidated Shares, as the case may be.

CHANGE IN BOARD LOT SIZE

As at the Latest Practicable Date, the Existing Shares are traded on GEM in board lots of 2,000 Existing Shares. It is proposed that, subject to the Share Consolidation becoming effective, the board lot size for trading on GEM be changed from 2,000 Existing Shares to 6,000 Consolidated Shares.

Based on the closing price of HK\$0.086 per Existing Share as quoted on GEM as at the Latest Practicable Date, the value of each board lot of 6,000 Consolidated Shares, assuming the Share Consolidation had already been effective, would be HK\$5,160.

The Change in Board Lot Size will not result in change in the relative rights of the Shareholders.

REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

The Existing Shares have predominantly been trading at below HK\$0.1 during the past 12 months. Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01, the issuer may be required to proceed with a consolidation of its securities. According to the "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited, (i) market price of the securities of an issuer at a level less than HK\$0.1 will be considered as trading at extremities; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000. At the date of the Announcement and Latest Practicable Date, the closing prices of the Existing Shares were HK\$0.095 and HK\$0.086 respectively, and the Existing Shares were trading at board lot value of HK\$190 and HK\$172 respectively. As such, the Board resolved to propose the Share Consolidation and the Change in Board Lot Size, resulting in HK\$0.95 and HK\$0.86 per Consolidated Share and the theoretical market value of each new board lot will be HK\$5,700 and HK\$5,160 per board lot of 6,000 Consolidated Shares based on the closing prices of the Shares at the date of the Announcement and Latest Practicable Date respectively after the Share Consolidation and the Change in Board Lot Size have becoming effective, with the view to complying with the trading requirements under the GEM Listing Rules.

The Directors consider that the Share Consolidation will bring about a corresponding upward adjustment in the trading price per Consolidated Share on the Stock Exchange. Furthermore, the Share Consolidation and the Change in Board Lot Size would reduce the overall transaction and handling costs of dealings in the Shares as a proportion of the market value of each board lot, since most of the banks/securities houses will charge a minimum transaction costs for each securities trade.

LETTER FROM THE BOARD

Given the above, the Company considers that the Share Consolidation and the Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole notwithstanding the potential costs and negative impact arising from the creation of odd lots to Shareholders.

The Board believes that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group nor result in change in the relative right of the Shareholders.

The Company has completed the placing (the “**Placing**”) of Shares of 50,000,000 Shares by general mandate on 12 May 2021 and the issued share capital of the Company as at the Latest Practicable Date was 3,302,716,000 Shares. Save and except for the Placing, as at the Latest Practicable date, (i) the Company does not currently foresee the conducting of any other equity fund raising activities in the next twelve months; and (ii) the Company has no current plans for any other corporate actions (such as share consolidation, sub-division or change in board lot size) which may have an effect of undermining or negating the intended purpose of the Share Consolidation in the next twelve months.

OTHER ARRANGEMENTS

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

Arrangement on odd lot trading

To facilitate the trading of odd lots of the Consolidated Shares, the Company has appointed Livermore Holdings Limited as its designated broker to provide matching services, on a best effort basis regarding the sale and purchase of odd lots of Consolidated Shares from 9:00 a.m. on Tuesday, 6 July 2021 to 4:10 p.m. on Monday, 26 July 2021 (both days inclusive). Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares should contact Stock Dealing Department of Livermore Holdings Limited at Unit 1214A, 12/F., Tower II, Cheung Sha Wan Plaza, 833 Cheung Sha Wan Road, Kowloon, Hong Kong (telephone number: 3704 9511) during the office hours of such period.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

Exchange of certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Monday, 21 June 2021, Shareholders may on or after Monday, 21 June 2021 and until Wednesday, 28 July 2021 (both days inclusive), submit their existing share certificates in green colour for the Existing Shares to the Company's branch share registrar in Hong Kong Registrars Limited, Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for exchange for share certificates in yellow colour for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of share certificates, a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) per certificate will be payable by the Shareholders to the share registrar for exchange of share certificates.

The share certificates for the Existing Shares in green colour will only be valid for delivery, trading, registration and settlement purposes for the period up to 4:10 p.m. on Monday, 26 July 2021, and thereafter will cease to be valid for delivery, trading, registration and settlement purpose, but will remain valid and effective as documents of title.

THE EGM

The EGM will be convened and held at Room 1202, 12/F., Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Thursday, 17 June 2021 at 11 a.m. for the Shareholders to consider and, if thought fit, pass the relevant resolution(s) in approving and ratifying the Share Consolidation. The notice of the EGM is set out on pages EGM-1 to EGM-2 of this circular.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholder has a material interest in the Share Consolidation which is different from other Shareholders, and therefore no Shareholder is required to abstain from voting on the relevant resolution in respect of the Share Consolidation.

A form of proxy for use at the EGM is enclosed with this circular and such form is also published on the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the EGM, you are requested to complete the accompanying form of proxy in accordance with the instruction printed thereon and return the same to the Company's Hong Kong branch share registrar, Hong Kong Registrars Limited, 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 EGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

CLOSURE OF REGISTER OF MEMBERS

For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 11 June 2021 to Thursday, 17 June 2021 (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company's branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 10 June 2021.

COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors, the controlling shareholders of the Company nor any of their respective close associates (as defined in the GEM Listing Rules) has any interest in a business which competes or may compete, either directly or indirectly, with the business of the Group or any other conflict of interest which any such person has or may have with the Group which would be required to be disclosed pursuant to the GEM Listing Rules.

RECOMMENDATION

The Directors consider that the Share Consolidation and Change in Board Lot Size are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the relevant resolution at the EGM.

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.

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



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 OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the extraordinary general meeting of Great World Company Holdings Ltd (the “**Company**”) will be held at Room 1202, 12/F., Great Eagle Centre, 23 Harbour Road, Wan Chai, Hong Kong on Thursday, 17 June 2021 at 11 a.m. for the purposes of considering and, if thought fit, passing, with or without modifications, the following resolution as ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon (i) the granting of approval by the GEM Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the Consolidated Shares (as defined below); and (ii) compliance with the relevant procedures and requirements under the applicable laws of Cayman Islands and the Rules Governing the Listing of Securities on GEM of the Stock Exchange to effect the Share Consolidation (as defined below), with effect from the second business day immediately following the date on which this resolution is passed, being a day on which shares of the Company are traded on the Stock Exchange:
 - (i) every ten (10) issued and unissued ordinary shares of par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) of par value of HK\$0.1 each (the “**Share Consolidation**”), such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the memorandum and articles of association of the Company;
 - (ii) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors (the “**Directors**”) of the Company may think fit; and

NOTICE OF EGM

- (iii) any one or more of the Directors be and is/are hereby authorised to do all such acts and things and execute all such documents, which are ancillary to the Share Consolidation and of administrative nature, on behalf of the Company, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangements for the Share Consolidation.”

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

Hong Kong, 21 May 2021

Notes:

1. A member of the Company entitled to attend and vote at the EGM convened by the above notice (the “EGM”) is entitled to appoint a proxy or, if he is a holder of more than one share, proxies to attend and vote in his stead. A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.
2. Where there are joint registered holders of any share of the Company, any one of such holders may vote at the EGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such holders be present at the EGM personally or by proxy, that one of such holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
3. In order to be valid, the form of proxy together with a power of attorney or other authority (if any) under which it is signed or a certified copy of that power or authority, must be deposited at the Company’s Hong Kong branch share registrar, 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 for the holding of the EGM or adjourned EGM. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM (or any adjournment thereof) if you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Friday, 11 June 2021 to Thursday, 17 June 2021 (both dates inclusive), during which period no transfer of shares of the Company will be registered. In order for a shareholder of the Company to be eligible to attend and vote at the meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Hong Kong Registrars Limited, at Shops 1712-1716, 17th Floor, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Thursday, 10 June 2021.
5. The ordinary resolution as set out above will be voted by way of poll.
6. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning is in effect any time after 8:30 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the website of the Company at www.gwchl.com and on the website of the Stock Exchange at www.hkexnews.hk to notify its Shareholders of the date, time and place of the rescheduled EGM.