
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 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 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).

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, 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 circular.



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

**MAJOR TRANSACTION AND CONNECTED TRANSACTION
IN RELATION TO THE PROPOSED DISPOSAL OF
51% OF THE ENTIRE ISSUED SHARE CAPITAL OF
BEST SKY HOLDINGS LIMITED
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

A notice convening the EGM to be held at 11:00 a.m. on Friday, 12 October 2018 at Room 1202, 12/F, The Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong is set out on pages 21 to 22 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 Company Announcements" page for 7 days from the date of its publication and on the website of the Company at <http://www.gwchl.com>.

20 September 2018

CHARACTERISTICS OF GEM

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

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.

CONTENTS

	<i>Page</i>
CHARACTERISTICS OF GEM	i
DEFINITIONS	1
LETTER FROM THE BOARD	4
APPENDIX I — FINANCIAL INFORMATION	13
APPENDIX II — GENERAL INFORMATION	16
NOTICE OF EXTRAORDINARY GENERAL MEETING	21

DEFINITIONS

In this circular, unless the context otherwise requires, the following terms and expressions shall have the following meanings unless the context otherwise requires:

“associate(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Board”	the board of Directors
“Business Day(s)”	a day (excluding Saturday, Sunday and other general holidays in Hong Kong and any day on which a tropical cyclone warning no. 8 or above is hoisted) on which licensed banks in Hong Kong are generally open for business
“BVI”	the British Virgin Islands
“Company”	Great World Company Holdings Ltd, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Completion”	completion of the Disposal
“Completion Date”	means the third Business Day following the satisfaction of the conditions precedent to the Sale and Purchase Agreement
“Condition(s) Precedent”	the conditions for Completion as disclosed in the paragraph headed “Conditions precedent to Completion” in this circular
“connected person(s)”	has the meaning ascribed to it under the GEM Listing Rules
“Consideration”	the total consideration of HK\$34,680,000 payable by the Purchaser to the Vendor for the Disposal
“Directors”	the directors of the Company
“Disposal”	the disposal of the Sale Shares by the Vendor to the Purchaser pursuant to the terms and conditions of the Sale and Purchase Agreement

DEFINITIONS

“EGM”	the extraordinary general meeting of the Company to be convened and held for the Shareholders to consider and, if thought fit, to approve, among other matters, the Sale and Purchase Agreement and the transactions as contemplated under the Sale and Purchase Agreement
“First Agreement”	the sale and purchase agreement dated 29 May 2015 entered into between the Vendor and the Purchaser pursuant to which the Vendor has conditionally agreed to purchase and the Purchaser has conditionally agreed to sell the Sale Shares
“GEM”	GEM of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“HK Company”	Asset Express Limited, a company incorporated in Hong Kong with limited liability, the entire issued share capital of which are held by the Target Company as at the date of this circular
“HKFRS”	Hong Kong Financial Reporting Standards
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Latest Practicable Date”	17 September 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“Long Stop Date”	25 December 2018 (or such other date as may be agreed by the Vendor and the Purchaser)
“Parties”	the Purchaser and the Vendor (and individually as a “ Party ”)
“PRC”	the People’s Republic of China
“PRC Company”	Jiangsu Guangcheng Ecology Landscape Co., Ltd* (江蘇廣誠生態景觀有限公司), a company established in the PRC with limited liability, the equity interest of which is held by the HK Company as at the date of this circular

DEFINITIONS

“Purchaser”	Mr. Ng Wa Pang
“Sale and Purchase Agreement”	the conditional sale and purchase agreement entered into between the Vendor and the Purchaser dated 26 June 2018 in respect of the Disposal
“Sale Shares”	51 shares of US\$1.00 each of the Target Company, representing 51% of the entire issued share capital of the Target Company
“SFO”	the Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary shares of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Target Company”	Best Sky Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, of which 51% and 49% of the entire issued share capital are held by the Vendor and the Purchaser respectively as at the date of this circular
“Target Group”	the Target Company, the HK Company and the PRC Company
“Vendor”	Great World Investments Limited, a company incorporated in Hong Kong with limited liability and a direct wholly owned subsidiary of the Company
“%”	per cent

* *For identification purposes only*

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

Non-executive Director:

Ms. Ng Mui King, Joky

Independent Non-executive Directors:

Mr. Chung Koon Yan
Mr. Chan Ying Cheong
Ms. Zhao Yongmei
Dr. Yang Fuyu

Registered office:

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

Principal place of business

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

20 September 2018

To the Shareholders

Dear Sir or Madam,

**MAJOR TRANSACTION AND CONNECTED TRANSACTION
IN RELATION TO THE PROPOSED DISPOSAL OF
51% OF THE ENTIRE ISSUED SHARE CAPITAL OF
BEST SKY HOLDINGS LIMITED
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 26 June 2018 in relation to the Disposal. The purpose of this circular is to provide you with, among others, (i) further details of the Sale and Purchase Agreement; (ii) other information as required to be disclosed under the GEM Listing Rules; and (iii) a notice convening the EGM.

LETTER FROM THE BOARD

THE SALE AND PURCHASE AGREEMENT

On 26 June 2018 (after trading hours), the Vendor (a direct wholly-owned subsidiary of the Company) and the Purchaser entered into the Sale and Purchase Agreement pursuant to which the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Sale Shares at the total consideration of HK\$34,680,000.

The principal terms of the Sale and Purchase Agreement are set out as follows:

Date

26 June 2018

Parties

- (i) Vendor: Great World Investments Limited, a direct wholly-owned subsidiary of the Company
- (ii) Purchaser: Mr. Ng Wa Pang

Assets to be disposed of

Subject to the terms and conditions of the Sale and Purchase Agreement, the Vendor has conditionally agreed to sell, and the Purchaser has conditionally agreed to purchase the Sale Shares, representing 51% of the entire issued share capital of the Target Company.

Consideration

The consideration for the sale and purchase of the Sale Shares shall be the sum of HK\$34,680,000 to be paid by the Purchaser to the Vendor in cash within six (6) months from the date of Completion.

The consideration for the sale and purchase of the Sale Shares and the deferred payment arrangement were determined after arm's length negotiations between the Vendor and the Purchaser with reference to the original acquisition price of the Sale Shares; the repurchase price of the Sale Shares by the Purchaser as stated in the First Agreement and the terms and conditions of the Sale and Purchase Agreement as a whole.

The Directors (including the independent non-executive Directors) are of the view that the consideration of HK\$34,680,000 is fair and reasonable.

LETTER FROM THE BOARD

Conditions precedent to Completion

The Disposal is conditional upon the satisfaction of the following:

- (a) all necessary consents and approvals in relation to the Disposal having been obtained by the Vendor; and
- (b) the obtaining of the approval of the Shareholders to the Sale and Purchase Agreement and all transactions contemplated thereunder in compliance with the GEM Listing Rules and compliance with the other requirements of the GEM Listing Rules applicable to the Sale and Purchase Agreement and all transactions contemplated thereunder.

The Conditions Precedent may not be waived by the Vendor or the Purchaser.

If the Conditions Precedent shall not be fulfilled on or before the Long Stop Date, all rights and obligations of the Vendor and the Purchaser under the Sale and Purchase Agreement shall cease and terminate other than certain terms thereof in relation to confidentiality, notice, expenses and jurisdiction.

As at the Latest Practicable Date, none of the above conditions precedent had been fulfilled or waived.

Completion

Completion shall take place three (3) Business Days after the last of the conditions precedent is satisfied in accordance with the Sale and Purchase Agreement.

INFORMATION ON THE PURCHASER

The Purchaser, Mr. Ng Wa Pang, is a substantial shareholder holding 49 shares in the Target Company, representing 49% of the entire issued share capital of the Target Company. Therefore, he is a connected person at the subsidiary level of the Company under Chapter 20 of the GEM Listing Rules.

INFORMATION OF THE GROUP AND THE VENDOR

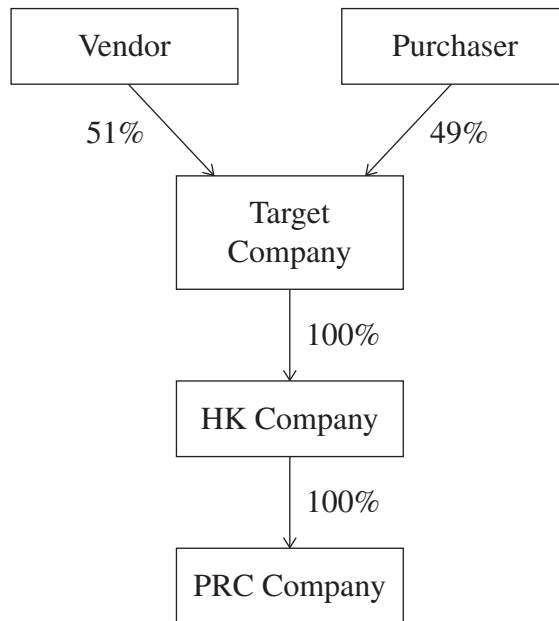
The Company is an investment holding company and its subsidiaries are principally engaged in (i) property business, (ii) cultivation and research of the fine and new varieties of forest products together with the research and promotion of product cultivation technology for producing clean energy purposes, (iii) constructing landscaping projects and earth-rock engineering, providing afforestation maintenance and planting and selling forest trees and flowers, and (iv) general trading.

LETTER FROM THE BOARD

The Vendor is an investment holding company and a direct wholly-owned subsidiary of the Company.

INFORMATION OF THE TARGET GROUP

The Target Company is an indirect non wholly-owned subsidiary of the Company and an investment holding company incorporated in the British Virgin Islands with limited liability. Its subsidiaries are principally engaged in constructing landscaping projects and earth-rock engineering, providing afforested maintenance and planting and selling forest trees and flowers. The structure of the Target Group as at the date of the Sale and Purchase Agreement is set out as follows:



According to the unaudited consolidated financial statements of the Target Group prepared in accordance with HKFRS, the unaudited consolidated net profit or loss before and after taxation of the Target Group for the three financial years ended 31 March 2018 are as follows:

	For the year ended 31 March		
	2018	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
	(unaudited)	(unaudited)	(unaudited)
Consolidated net (loss)/profit before taxation	(2,569)	(1,067)	1,843
Consolidated net (loss)/profit after taxation	(2,569)	(957)	1,713

LETTER FROM THE BOARD

According to the unaudited consolidated financial statements of the Target Group prepared in accordance with HKFRS, the unaudited consolidated net asset value of the Target Group as at 31 March 2018 was approximately HK\$26,703,000, which consists of non-current assets of approximately HK\$34,029,000 (inclusive of goodwill of approximately HK\$30,259,000), current assets of approximately HK\$12,099,000 and total liabilities of approximately HK\$19,425,000, and after adjustment of deficit in non-controlling interests of approximately HK\$1,742,000, approximately HK\$28,445,000 was attributable to the interest held by the owners of the Company.

REASONS FOR AND BENEFITS OF THE DISPOSAL AND USE OF PROCEEDS

Pursuant to the First Agreement and as stated in the announcement of the Company dated 29 May 2015 regarding the share transaction and discloseable transaction, the Purchaser guaranteed to the Vendor that the audited accumulated consolidated net profit after tax (prepared in accordance with HKFRS and excluding extraordinary gain and minority interests) (the “**Accumulated Net Profit**”) of the Target Company for the period commencing on the date of the said agreement and ending on the fifth anniversary date of the said agreement shall not be less than HK\$68,000,000.

In the event that the Accumulated Net Profit is less than HK\$68,000,000, the Purchaser shall, at the option of the Vendor, among other option, purchase from the Vendor the Sale Shares at a consideration of HK\$34,680,000 within 15 business days from the date of certificate issued by the auditors designated by the Vendor certifying the amount of the Accumulated Net Profit.

Although it has only been about three years from the date of the First Agreement, since mid 2017, it has come to the attention of the Vendor and the Purchaser that the Target Group is not likely to record the Accumulated Net Profit of HK\$68,000,000 on the fifth anniversary.

As stated in the annual report of the Company for the year ended 31 March 2017, the landscaping project operated by the Target Group in Angola was deferred due to the uncertainties of (i) political instability arisen from the abdication of President Jose Eduardo Dos Santos; and (ii) fluctuation of the crude oil leading to the economic instability and increasing pressure on foreign direct investment. Such factors resulted in a significant reduction in the number of construction projects in Angola and the landscaping project of the Target Group in Angola was deferred. Its ability to secure further projects was also hindered. As the Target Group’s operation is substantially situated in Angola, its development and income stream were adversely affected and thus its performance was not up to the expected level. In light of the above, subsequent to the financial year ended 31 March 2018, the Purchaser approached the Company regarding the Disposal and thus the Company came to have an intention to dispose of the Target Group and negotiated with the Purchaser and subsequently reached an agreement to sell the Sale Shares to the Purchaser before the fifth anniversary of the First Agreement at the original acquisition price (i.e. HK\$34,680,000).

LETTER FROM THE BOARD

On one hand, the Disposal gives the Company an opportunity to realise its interest in the Target Group in advance and to reduce further time and opportunity cost to be involved in the operation of the Target Group as the Company does not foresee there would be any significant growth in the business or any significant return to be generated by the Target Group. On the other hand, by selling the Sale Shares to the Purchaser, the Group could utilise the net sale proceeds of the Disposal, which is estimated to be approximately HK\$34,030,000, to fund its general working capital for its existing business and other possible business opportunities of its current business segment with better financial return and to enhance the shareholder value of the Company. As at the Latest Practicable Date, in light of the government policy of Xinjiang Province regarding tax exemption on agricultural products, the Board intended to further develop its forestry business segment by looking for opportunities to improve the quality and enlarge the size of the current cultivating land, grow new varieties of forest products, broaden the current sales channel and acquire interests in company(ies) that is engaged in such kind of business. The Board is in the course of having preliminary discussion with Mr. Tan Hau Kin, the holder of the remaining issued share capital of Zhifeng Holdings Limited, and would explore the possibility to acquire further interests in Zhifeng Holdings Limited, whose 60% issued share capital was acquired by Yenbo Gain Limited, an indirect non-wholly owned subsidiary of the Company in May 2017. As at the Latest Practicable Date, the timing and the consideration of the potential acquisition and the amount of share capital to be acquired have not been agreed. The Board will closely monitor the development of Zhifeng Holdings Limited and its subsidiaries and negotiate the terms and conditions with the vendor based on its latest performance.

As at the Latest Practicable Date, saved for the aforementioned, it has not identified any specific business opportunity nor had a definitive allocation on the use of proceeds. It intended to allocate the proceeds based on the daily operational needs and other possible business opportunities from time to time.

Following Completion, as the Target Group represents the entire business segment of landscaping and earth-rock engineering business operations, the Group will cease to be engaged in such business segment.

In light of the above, the Directors (including the independent non-executive Directors) consider the terms of the Sale and Purchase Agreement (including the consideration) are on normal commercial terms, and fair and reasonable, and that the Disposal is in the interests of the Shareholders and the Company as a whole.

FINANCIAL IMPACT OF THE DISPOSAL

Upon Completion, the Company will cease to own any interests in the Target Company and the Target Company will cease to be a subsidiary of the Company. The financial results of each of the Target Company and its subsidiaries will no longer be consolidated into the financial results of the Company.

LETTER FROM THE BOARD

Based on the unaudited consolidated financial information of the Target Group as at 31 March 2018, the net asset value of the Target Group attributable to the owners of the Company was approximately HK\$28,445,000. In this regard, it is estimated that the Group will record a gain of approximately HK\$5,553,000 as a result of the Disposal (being the difference between the Consideration of HK\$34,680,000 and (i) the unaudited consolidated net asset value of the Target Group attributable to the owners of the Company of approximately HK\$28,445,000 as at 31 March 2018; (ii) the estimated transaction costs of approximately HK\$650,000; and (iii) the release of translation reserve upon the Disposal of approximately HK\$32,000).

Given that the Completion and the Disposal is expected to generate an estimate net gain of approximately HK\$5,553,000 to the Group and the non-current assets of the Group will be decreased by approximately HK\$34,029,000, the current assets of the Group will be increased by HK\$21,931,000 (being the difference between the Consideration and (i) the estimated transaction costs of approximately HK\$650,000; and (ii) the estimated current asset of the Target Group of approximately HK\$12,099,000), the total liabilities of the Group will be decreased by approximately HK\$19,425,000.

Shareholders and potential investors of the Company should note that the actual financial effects of the Disposal to the Group may be different from those of the above.

IMPLICATIONS UNDER THE GEM LISTING RULES

As one of the applicable percentage ratios in respect of the Disposal exceeds 25% but all the applicable percentage ratios are below 75%, the Disposal constitutes a major transaction for the Company under Chapter 19 of the GEM Listing Rules, and is subject to the notification, publication and shareholders' approval requirements under Chapter 19 of the GEM Listing Rules.

Further, as the Purchaser is a substantial shareholder of the Target Company, he is a connected person at the subsidiary level of the Company under Chapter 20 of the GEM Listing Rules. Therefore, the Disposal also constitutes a connected transaction for the Company under Chapter 20 of the GEM Listing Rules. The Board has approved the Sale and Purchase Agreement and the transactions contemplated thereunder. In addition, the Directors (including all the independent non-executive Directors) have confirmed that the terms of the Sale and Purchase Agreement are fair and reasonable, the transactions contemplated thereunder are on normal commercial terms and in the interests of the Company and the Shareholders as a whole. Accordingly, the Disposal is exempt from independent financial advice and independent shareholders' approval requirements under Rule 20.99 of the GEM Listing Rules.

LETTER FROM THE BOARD

EGM

A notice convening the EGM to be held at 11:00 a.m. on Friday, 12 October 2018 is set out on pages 21 to 22 of this circular. A form of proxy for the EGM is enclosed. Whether or not you are able to attend the EGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon 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 practicable but in any event not later than 48 hours before the time appointed for the holding of the EGM or the adjourned meeting thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjourned meeting thereof (as the case may be) should you so desire and in such event, the instrument appointing the proxy shall be deemed to be revoked.

For the purpose of ascertaining the Shareholders who are entitled to attend and vote at the EGM, the register of members of the Company will be closed from Tuesday, 9 October 2018 to Friday, 12 October 2018 (both days inclusive), during which period no transfer of Shares can be registered. In order to qualify for attending and voting at the EGM, all transfer documents, together with the relevant share certificates, must be lodged for registration with 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 not later than 4:00 p.m. (Hong Kong time) on Monday, 8 October 2018.

Voting at the EGM will be taken by poll, the results of which will be announced after the EGM.

As at the Latest Practicable Date, to the best of the Directors' knowledge, information, and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Sale and Purchase Agreement and the transactions contemplated thereunder. As such, no Shareholder is required to abstain from voting on the resolution to approve the Sale and Purchase Agreement and the transactions contemplated thereunder to be proposed at the EGM.

RECOMMENDATIONS

The Board considers that the terms and conditions of the Sale and Purchase Agreement are fair and reasonable and the Disposal is in the interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolutions as set out in the notice of the EGM.

LETTER FROM THE BOARD

WARNING NOTICE

Shareholders and potential investors of the Company should be aware that the Sale and Purchase Agreement is subject to the fulfillment of certain conditions, as set out in the subsection headed “Conditions Precedent to Completion” of this circular, being satisfied, and consequently the Disposal may or may not proceed. Accordingly, they are advised to exercise caution when dealing in the securities of the Company and if they are in any doubt about their position, they should consult their professional advisers.

ADDITIONAL INFORMATION

Your attention is drawn to the additional information set out in the appendices to this circular.

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

1. FINANCIAL INFORMATION

The financial information of the Group for the three years ended 31 March 2016, 31 March 2017 and 31 March 2018, was disclosed in the annual reports of the Company for the three years ended 31 March 2016, 31 March 2017 and 31 March 2018. The aforementioned financial information of the Group has been published on both the website of the Stock Exchange (www.hkex.com.hk) and the website of the Company (<http://www.gwchl.com>).

2. STATEMENT OF INDEBTEDNESS

At the close of business on 31 July 2018, being the latest practicable date for the purpose of ascertaining information contained in this indebtedness statement prior to the printing of this circular, apart from intra-group liabilities and normal trade and other payables the Group had total outstanding borrowings of approximately HK\$135,592,000, debt instruments with a carrying amount of approximately HK\$28,595,000 (principal amount: HK\$32,800,000) and there was no other commitments, details of which are as follows:

(1) Borrowings

As at 31 July 2018, the Group had an outstanding amount due to Directors of approximately HK\$6,576,000, amounts due to non-controlling interests of approximately HK\$4,784,000, an amount due to a Shareholder of approximately HK\$69,414,000 and amounts due to related companies of approximately HK\$54,818,000, all of which were unsecured.

(2) Debt Instruments

As at 31 July 2018, the Group had outstanding unsecured zero-coupon convertible note, which will be due on 29 March 2020, with a carrying amount of approximately HK\$28,595,000 (principal amount: HK\$32,800,000).

Save as aforesaid and apart from intra-group liabilities and normal trade and other payables, at the close of business on 31 July 2018, the Group did not have any debt securities issued and outstanding, and authorised or otherwise created but unissued, any term loans, any other borrowings or indebtedness in the nature of borrowing including bank overdrafts and liabilities under acceptance (other than normal trade bills) or acceptance credits or hire purchase commitments, any mortgages and charges or any guarantees or material contingent liabilities.

Foreign currency amounts have been translated at the approximate exchange rates prevailing at the close of business on 31 July 2018.

3. WORKING CAPITAL

The Directors are of the opinion that, after taking into account of the Group's internal resources, cash flow from operations, the existing cash and bank balances and also the effect of the Disposal, the Group will have sufficient working capital to satisfy its present requirements, that is, for at least the next 12 months from the date of this circular.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors are not aware of any material adverse change in the financial or trading position or outlook of the Group since 31 March 2018 (the date to which the latest audited consolidated financial statements of the Group were made up).

5. FINANCIAL AND TRADING PROSPECTS OF THE REMAINING GROUP

Upon completion, the Group will discontinue the business segment of landscaping and earth-rock engineering business operations and the principal activities of the remaining Group will be principally engaged in property business and forestry business in the People's Republic of China, and general trading business in Hong Kong.

The Group has engaged in the segment of general trading business from 29 March 2018 subsequent to the formation of joint venture between Best Plus Global Limited and Full Daybreak Limited. The business of this segment is mainly distributing electronic products in Asia which to the belief of the board can broaden the income stream despite the Disposal. This segment has already generated the revenue of HK\$40,109,000 in the three months ended 30 June 2018. The Group will from time to time review the sales of the current product mix and consider establishing its own brand to strengthen this business segment.

The rental revenue was stable throughout this year and usually prepaid three to six months. The Group will continue to maintain the current tenants relationship and discuss with them to achieve favourable terms on both sides after the expiry of tenancy agreement. Besides, it intends to recruit more personnel to improve its leasing and sales channel.

The revenue from the forestry business in the coming year will be generated mainly from Zhifeng Holdings Limited together with its subsidiaries of which 60% of its issued share capital was acquired on 19 May 2017 by Yenbo Gain Limited, an indirectly non-wholly owned subsidiary of the Company. On one hand, the Group will look for opportunities to improve the quality and enlarge the size of the current cultivating land, grow new varieties of forest products, broaden the current sales channel and acquire interests in company(ies) that is engaged in the forestry business. It is in the course of having preliminary discussion with Mr. Tam Hau Kin, the holder of the remaining issue share capital of Zhifeng Holdings Limited, and would explore the possibility in acquiring further interests in it. As at the Latest Practicable Date, the timing and the consideration of the potential acquisition and the amount of share capital to be acquired have not been agreed. The Board will closely monitor the development of Zhifeng Holdings Limited and its subsidiaries and negotiate the terms and conditions with the vendor based on its latest performance. On the other hand, the Group will continue to search for

vendors and purchasers for the sales and purchase of sapling for the benefit of developing the forestry business segment.

In view of the above, and given the fact that the Disposal will generate financial resources for the remaining Group and simultaneously allow the remaining Group to focus on its other business segments, the Directors are of the view that the financial and trading prospects of the remaining Group are optimistic.

1. 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 Group. 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 respect and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

2. DISCLOSURE OF INTERESTS

Directors' and chief executive's interests and short positions in Shares and underlying Shares

Save as disclosed below, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of SFO) which were required (i) to be notified to the Company and the Stock Exchange pursuant to the Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which they were taken or deemed to have under such provisions of the SFO); or (ii) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (iii) pursuant to the rules 5.46 to 5.67 of the GEM Listing Rules relating to securities transactions by directors, to be notified to the Company and the Stock Exchange.

Long position in shares and underlying shares of the Company

Name of Director	Capacity/nature of interest	Number of ordinary shares of HK\$0.01 each and the underlying shares	
		Total number of shares	Approximate percentage of the issued share capital of the Company
Ms. Ng Mui King, Joky	Interest in controlled corporation	337,920,000 (Note 1)	14.26%

Note:

- (1) Ms. Ng Mui King, Joky is the beneficial owner of the entire issued share capital of Gold City Assets Holdings Ltd. and is therefore deemed to be interested in the 337,920,000 ordinary shares of the Company in which Gold City Assets Holdings Ltd. is beneficially interested.

3. INTERESTS OF SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, so far as is known to the Directors or chief executives of the Company, the following persons or corporations (other than a Director or chief executives of the Company) had interests or short positions in the shares or underlying shares which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO and section 336 of the SFO, or who is expected, directly or indirectly, to be interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any other member of the Group.

Long positions in shares of the Company

Name	Capacity/nature of interest	Total number of shares	Approximate percentage of the issued share capital of the Company
Gold City Assets Holdings Ltd. (Note 1)	Beneficial owner	337,920,000	14.26%
Mr. Huang Shih Tsai (Note 2)	Beneficial owner	155,000,000	6.54%

Notes:

- (1) Gold City Assets Holding Ltd. is a company incorporated on the British Virgin Islands of which the entire issued share capital is beneficially owned by Ms. Ng Mui King, Joky, a non-executive Director of the Company.
- (2) The shares held by Mr. Huang Shih Tsai (“**Mr. Huang**”) were allotted on 15 August 2011 as partial consideration for the acquisition of 100% equity interest in a company wholly-owned by Mr. Huang.

4. DIRECTORS’ INTERESTS IN ASSETS/CONTRACTS AND OTHER INTERESTS

As at the Latest Practicable Date, none of the Directors was materially interested, directly or indirectly, in any contract or arrangement entered into by any member of the Group which was subsisting as at the Latest Practicable Date and which was significant in relation to the business of the Group.

As at the Latest Practicable Date, none of the Directors or the substantial Shareholders of the Company has or had any direct or indirect interest in any assets which have been acquired or disposed by or leased to any member of the Group or are proposed to be acquired or disposed of by or leased to any member of the Group since 31 March 2018, being the date to which the latest published audited consolidated financial statements of the Group were made up.

5. INTERESTS IN COMPETING BUSINESSES

As at the Latest Practicable Date, none of the Directors or the substantial Shareholders of the Company or their respective associates was interested in any business apart from the Group's businesses, which competes or was likely to compete, whether directly or indirectly, with the businesses of the Group.

6. SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered into any existing or proposed service contracts with the Company or any other member of the Group (excluding contracts expiring or which may be terminated by the Company within one year without payment of any compensation (other than statutory compensation)).

7. LITIGATION

As at the Latest Practicable Date, so far as the Directors are aware, no member of the Group was engaged in any litigation, arbitration or claim of material importance and there was no litigation, arbitration or claim of material importance known to the Directors to be pending or threatened against any member of the Group.

8. AUDIT COMMITTEE

The audit committee of the Company (the "**Audit Committee**") currently comprises three independent nonexecutive Directors, namely Mr. Chung Koon Yan (chairman of the Audit Committee), Ms. Zhao Yongmei and Dr. Yang Fuyu. The Audit Committee meets with the Group's senior management regularly to review the effectiveness of the internal control systems and the quarterly, interim and annual reports of the Group.

The primary responsibilities of the Audit Committee are making recommendation to the Board on the appointment, reappointment and removal of the external auditor and to approve the remuneration and terms of engagement of the external auditor and any resignation and dismissal of that auditor; reviewing and monitoring the independence and objectivity of the external auditor and the effectiveness of the audit process in accordance with applicable standard; liaising with the Board, senior management and the auditors to monitor the integrity of financial statements, the quarterly, interim and annual reports in particular on accounting policies and practices and compliance with accounting standards, the GEM Listing Rules and other legal requirements in relation to financial reporting; reviewing the financial control, internal control and risk management system to ensure the management of the Company discharges its duty under an effective internal control system; reviewing the report and management letter submitted by external auditor; and considering any findings of major investigations of internal control matters as delegated by the Board or on its own initiative and management's response; and considering the engagement of external independent consultant to provide internal audit function and to carry out internal control review, which comprises, inter alia, enterprise risk assessment, review the internal control system and corporate governance compliance/practice of the Group.

The backgrounds of our Audit Committee members are as follows:

Mr. Chung Koon Yan, aged 54, has been an independent nonexecutive director of the Company since 9 May 2008 and is the chairman of the audit committee of the Company. Mr. Chung holds a Master's degree in Professional Accounting from the Hong Kong Polytechnic University. He is a practicing member and a fellow member of the Hong Kong Institute of Certified Public Accountants, a fellow member of The Association of Chartered Certified Accountants and a fellow member of The Institute of Chartered Accountants in England and Wales. Mr. Chung is a director of Chiu, Choy & Chung CPA Ltd. He has over 24 years of experience in accounting, auditing and taxation. Currently, Mr. Chung is an independent non-executive director of Asian Citrus Holdings Limited (stock code: 73), a company whose shares are listed on the Main Board of the Stock Exchange of Hong Kong Limited (the "MB"), an independent non-executive director of Synergy Group Holdings International Limited (stock code: 1539), a company listed on the MB, and is also an independent non-executive director of Winson Holdings Hong Kong Limited (stock code: 8421), whose shares are listed on the GEM of the Stock Exchange from 16 March 2017.

Ms. Zhao Yongmei, aged 50, has been an independent non-executive director and a member of audit committee since 20 October 2014. She is the chairman of the remuneration committee. She has over 21 years of experience in banking, finance and corporate management.

Dr. Yang Fuyu, aged 43, has been an independent non-executive director since 12 January 2016. He is a member of the remuneration committee, the audit committee and the nomination committee. Dr. Yang holds a Doctorate degree of Agronomy in China Agricultural University. Dr. Yang is currently a Professor and a tutor for doctoral students of China Agricultural University, the Secretary-general of Innovative Strategic Alliance of National Forage Industry Technology, the Secretary-general of Innovative Strategic Alliance of Beijing Huaxia Prataculture Industry Technology, the director of the Youth Committee of Chinese Grassland Society and the Secretary-general of Professional Committee of Energy Grass of Chinese Grassland Society.

9. MATERIAL CONTRACTS

Save as disclosed below, none of the members of the Group has entered into any contracts (not being contracts entered into in the ordinary course of business) within the two years immediately preceding the date of this circular that are or may be material:

- (a) the conditional sale and purchase agreement dated 25 November 2016 entered into between Mr. Tan Hau Kin as vender and Yenbo Gain Limited as purchaser for the 60 ordinary shares, representing 60% of the issued share capital of Zhifeng Holdings Limited;
- (b) the shareholders' agreement dated 12 March 2018 entered into between Best Plus Global Limited, a wholly-owned subsidiary of the Company and Full Daybreak Limited, pursuant to which Best Plus Global Limited and Full Daybreak Limited

agreed that they will arrange Grant Shine Limited for the allotment and issue of new shares, representing 49% of the enlarged issued share capital of Grant Shine Limited to Full Daybreak Limited; and

- (c) the Sale and Purchase Agreement.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection (i) during normal business hours from 9:00 a.m. to 5:30 p.m. on any weekday (except for public holidays) at the principal place of business of the Company at Room 1202, 12/F, The Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong from the date of this circular up to and including the date of the EGM:

- (i) this circular;
- (ii) the memorandum and articles of association of the Company;
- (iii) the annual report of the Company for the three financial years ended 31 March 2016, 31 March 2017 and 31 March 2018; and
- (iv) the material contracts referred to in the above paragraph headed “Material Contracts” in this Appendix II.

11. GENERAL

- (i) The company secretary of the Company is Ms. Kwong May Wah, Eva. She is a fellow member of The Hong Kong Institute of Certified Public Accountants and The Association of Chartered Certified Accountants. She has more than fifteen years of experience in accounting, financial reporting and company secretarial matters in companies listed on the Stock Exchange.
- (ii) The registered office of the Company is situated at P.O. Box 309, Uglan House, Grand Cayman KY1-1104, Cayman Islands, British West Indies. The principal place of business of the Company in Hong Kong is situated at Room 1202, 12/F, The Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong.
- (iii) The Hong Kong branch share registrar and transfer office of the Company is Hong Kong Registrars Limited, at 17M/F, Hopewell Centre, 183 Queen’s Road East, Wanchai, Hong Kong.

NOTICE OF EXTRAORDINARY GENERAL MEETING



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 extraordinary general meeting (the “**EGM**”) of Great World Company Holdings Ltd (the “**Company**”) will be held at 11:00 a.m. on Friday, 12 October 2018 at Room 1202, 12/F, The Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

“**THAT:**

- (a) the sale and purchase agreement dated 26 June 2018 (the “**Sale and Purchase Agreement**”) entered into between Great World Investments Limited as vendor and Mr. Ng Wa Pang as purchaser in relation to, among other matters, the sale and purchase of 51 shares of US\$1.00 each of Best Sky Holdings Limited (the “**Target Company**”), representing 51% of the issued share capital of the Target Company, at a total consideration of HK\$34,680,000 (a copy of which has been produced to the EGM marked “A” and initiated by the chairman of the EGM for the purpose of identification) and the transactions contemplated thereunder be and are hereby confirmed, approved and ratified; and
- (b) any one director of the Company be and is hereby authorized to do all such acts and things (including, without limitation, signing, executing (under hand or under seal), perfecting and delivering all agreements, documents and instruments) which are in his opinion, necessary, appropriate, desirable or expedient to implement or give effect to the terms of the Sale and Purchase Agreement and the transactions contemplated thereunder and all other matters incidental thereto or in connection therewith and to agree to and make such variation, amendments or waiver of matters relating thereto or in connection therewith.”

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

Hong Kong, 20 September 2018

NOTICE OF EXTRAORDINARY GENERAL MEETING

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

*Principal place of business
in Hong Kong:*
Room 1202, 12/F
The Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

Notes:

1. A member of the Company entitled to attend and vote at the EGM may appoint one proxy or (if he is a holder of two or more shares of the Company) more than one proxies to attend and vote in his stead. A proxy need not be a member of the Company. Completion and return of the form of proxy will not preclude a member of the Company from attending the EGM and voting in person should he so wish. In such event, his form of proxy will be deemed to have been revoked.
2. A form of proxy for the EGM is enclosed. In order to be valid, the form of proxy together with the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be deposited at 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, not later than 48 hours before the time for holding the EGM or any adjournment thereof.
3. Shareholders of the Company or their proxies shall produce documents of their proof of identity when attending the meeting.
4. As at the date of this notice, the board of directors of the Company comprises of (i) two Executive Directors, namely Mr. Zhang Yanqiang and Ms. Yang Wei; (ii) one Non-executive Director, namely Ms. Ng Mui King, Joky; and (iii) four Independent Non-executive Directors, namely Mr. Chung Koon Yan, Mr. Chan Ying Cheong, Ms. Zhao Yongmei and Dr. Yang Fuyu.
5. Where there are joint registered holders of any share, any one of such persons 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 joint holders be present at the EGM personally or by proxy, that one of the said persons 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.
6. To qualify for the attendance at the forthcoming EGM, shareholders must ensure that all transfer documents accompanied by the relevant share certificates must be lodged with 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 not later than 4:00 p.m. (Hong Kong time) on Monday, 8 October 2018.
7. This notice, for which the Directors 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 of Hong Kong Limited 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 notice.
8. This notice will remain on the GEM website at <http://www.hkgem.com> on the "Latest Company Announcements" page for 7 days from the date of its posting and on the website of the Company at <http://www.gwchl.com>.
9. If a typhoon signal No. 8 or above is hoisted or Black Rainstorm Warning Signal is in force at or at any time after 9:00 a.m. on 12 October 2018, the meeting will be adjourned. The Company will post an announcement on the website (www.gwchl.com) and the HKExnews website (www.hkexnews.hk) to notify shareholders of the date, time and place of the adjourned meeting. The meeting will be held as scheduled when an Amber or Red Rainstorm Warning Signal is in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own circumstances.