
THIS SUPPLEMENTAL CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this supplemental circular or as to the action to be taken, you should consult a stockbroker or other registered dealer 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** (the “**Company**”), you should at once hand this supplemental circular, together with the enclosed form of proxy, to the purchaser(s) or the transferee(s) or to the bank, licensed securities dealer 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)

SUPPLEMENTAL CIRCULAR
IN RELATION TO PROPOSED REFRESHMENT OF
SCHEME MANDATE LIMIT OF THE SHARE OPTION SCHEME
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

This supplemental circular should be read together with the circular of the Company dated 27 August 2019 and the notice dated 27 August 2019 convening an annual general meeting of the Company (“**Annual General Meeting**”) to be held at Room 1202, 12/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on 27 September 2019 at 11:00 a.m. A supplemental notice of the annual general meeting of the Company is set out on pages 8 to 10 of this supplemental circular. A second proxy form for the annual general meeting, which shall supersede the form of proxy enclosed with the circular dated 27 August 2019, is also enclosed.

If you are not able to attend the Annual General Meeting, 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 Annual General Meeting 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 Annual General Meeting or any adjournment thereof, should you so wish and in such event the form of proxy shall be deemed to be revoked.

This supplemental 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>.

5 September 2019

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.

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DEFINITIONS

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

“AGM Notice”	the notice of the Annual General Meeting dated 27 August 2019
“Amended Notice”	the AGM Notice as amended by the Supplemental AGM Notice
“Annual General Meeting”	the annual general meeting of the Company to be held at Room 1202, 12/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on 27 September 2019 at 11:00 a.m., including any adjournment thereof
“Board”	the board of Directors
“Circular”	the circular of the Company dated 27 August 2019
“Company”	Great World Company Holdings Ltd, a company incorporated in the Cayman Islands with limited liability, the Shares of which are listed on GEM
“Director(s)”	the director(s) of the Company from time to time
“First Proxy Form”	the proxy form sent together with the Circular
“GEM”	the GEM of the Stock Exchange
“Gem Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	the Company and/or its Subsidiaries, as the case may be
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	2 September 2019, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the terms thereof

DEFINITIONS

“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon exercise of all share options to be granted under the Share Option Scheme which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Scheme Mandate Limit by the Shareholders and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“Second Proxy Form”	the proxy form sent together with this supplemental circular
“Share Option Scheme”	the share option scheme approved and adopted by the Company on 3 August 2012
“Shareholder(s)”	holder(s) of the Share(s)
“Shares”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Supplemental AGM Notice”	the supplemental notice convening the Annual General Meeting as set out on pages 8 to 10 of this supplemental circular

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

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

Principal place of business in Hong Kong:

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

5 September 2019

To the Shareholders

Dear Sir or Madam,

**SUPPLEMENTAL CIRCULAR
IN RELATION TO PROPOSED REFRESHMENT OF
SCHEME MANDATE LIMIT OF
THE SHARE OPTION SCHEME
AND
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

This supplemental circular should be read together with the Circular which contains, inter alia, the AGM Notice.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to set out the Supplemental AGM Notice and provide you with information relating to the refreshment of the Scheme Mandate Limit and the special arrangements about completion and return of the Second Proxy Form.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Shareholders approved and adopted the Share Option Scheme at the annual general meeting of the Company held on 3 August 2012. On 3 August 2012, the Shareholders granted the Directors power to issue and allot the Shares which may be issued upon exercise of all options to be granted under the Share Option Scheme and any other schemes (if any) up to a maximum limit (“**Scheme Mandate Limit**”) of 112,762,800 Shares, representing 10% of the Shares in issue on 3 August 2012. Since the adoption of the Share Option Scheme on 3 August 2012, the Company granted an aggregate of 112,000,000 Options, of which (i) no Option had been exercised by the relevant grantees, (ii) no Option had been cancelled, and (iii) no Option had been lapsed in accordance with the Share Option Scheme.

The details of 112,000,000 Options are set out below:

Participants (<i>note</i>)	Date of grant	Exercisable period	Exercise price <i>HK\$</i>	No. of Options
Employees	4 February 2016	4 February 2016 – 6 January 2026	0.264	33,600,000
Consultants	4 February 2016	4 February 2016 – 6 January 2026	0.264	78,400,000
				<hr/> <u>112,000,000</u>

Note: None of the holders of Options is a director, chief executive or substantial shareholder of the Company, or any of their respective associates (as defined under the GEM Listing Rules).

Save for the refreshment of Scheme Mandate Limit to be proposed at the Annual General Meeting, there has been no other proposal or approval of any refreshment of Scheme Mandate Limit since the adoption of the Share Option Scheme on 3 August 2012.

As at the Latest Practicable Date, there were 112,000,000 outstanding Options, represented approximately 4.73% of the total number of Shares in issue as at the Latest Practicable Date. Unless the Scheme Mandate Limit is refreshed, only up to 762,800 Option with 762,800 underlying Shares, representing approximately 0.0322% of the issued share capital of the Company as at the Latest Practicable Date may be issued under the Share Option Scheme.

The purpose of the Share Option Scheme is to enable the Group to grant Options to its employees, directors, suppliers, customers, advisers and shareholders as incentive or rewards for their contribution to the Group. In view of the limited number of Shares available under the

LETTER FROM THE BOARD

existing Scheme Mandate Limit, the Board proposes to refresh the Scheme Mandate Limit. The Board considers that the refreshment of the Scheme Mandate Limit is in the interests of the Company and its Shareholders as it enables the Company to have more flexibility in providing incentives to those eligible participants by way of granting of the Options.

As at the Latest Practicable Date, the issued share capital of the Company comprised 2,368,936,000 Shares. Assuming no further issue or repurchase of any Shares prior to the Annual General Meeting, upon refreshing of the Scheme Mandate Limit by Shareholders at the Annual General Meeting, the Company may grant options entitling holders thereof to subscribe for up to a maximum of 236,893,600 Shares, representing 10% of the Shares in issue as at the date of approval by the Shareholders of the refreshment of the Scheme Mandate Limit at the Annual General Meeting. Notwithstanding the foregoing, no options may be granted if this will result in the total number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other share option schemes of the Company to exceed 30% of the Shares in issue at any time.

The refreshment of the Scheme Mandate Limit is conditional on:

- (a) the passing of the necessary resolution to approve the refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of Shares in issue as at the date of refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of Options under the Share Option Scheme.

Upon the approval of the refreshment of the Scheme Mandate Limit by the Shareholders at the Annual General Meeting, the limit under the existing Scheme Mandate Limit which was approved by the Shareholders on 3 August 2012 will be revoked and replaced by the new Scheme Mandate Limit and no option can be granted under the existing Scheme Mandate Limit.

Application will be made to the Stock Exchange in granting the listing of, and permission to deal in, the Shares (representing a maximum of 10% of the total number of Shares in issue as at the date of refreshment of the Scheme Mandate Limit) which may fall to be issued pursuant to the exercise of Options under the Share Option Scheme.

An ordinary resolution will be proposed at the Annual General Meeting to approve the refreshment of the Scheme Mandate Limit on the grant of Options under the Share Option Scheme.

SUPPLEMENTAL AGM NOTICE AND SECOND PROXY FORM

At the Annual General Meeting, in addition to those resolutions set out in the AGM Notice, relevant resolution will be proposed to approve refreshment of Scheme Mandate Limit. The Second Proxy Form for the Annual General Meeting is enclosed with this supplemental circular

LETTER FROM THE BOARD

and such proxy form is also published on the designated website of the Stock Exchange (<http://www.hkexnews.hk>) and the website of the Company (<http://www.gwchl.com>). If you are not able to attend the Annual General Meeting, 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 Annual General Meeting (i.e. at or before 11:00 a.m. (Hong Kong time) on Wednesday, 25 September 2019) 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 Annual General Meeting or any adjournment thereof, should you so wish and in such event the form of proxy shall be deemed to be revoked. In the event that a Shareholder attends the Annual General Meeting after having lodged a Second Proxy Form, his or her proxy form will be deemed to have been revoked.

A Shareholder who has not yet lodged the First Proxy Form with the share registrar is requested to lodge the Second Proxy Form if he or she wishes to appoint proxy to attend the Annual General Meeting on his or her behalf. In this case, the First Proxy Form should not be lodged with the share registrar.

A Shareholder who has already lodged the First Proxy Form with the share registrar should take note of the following:

- (i) subject to (iii) below, if no Second Proxy Form is lodged with the share registrar, the First Proxy Form will be treated as a valid form of proxy lodged by him/her if correctly completed, signed and returned in accordance with the instructions printed thereon. The proxy so appointed by the Shareholder shall be required to vote in such manner as he/she may be directed under the First Proxy Form in respect of the resolutions set out in the Amended Notice, and any additional resolution properly put to the Annual General Meeting, the proxy will be entitled to vote at his or her discretion or to abstain from voting on such resolutions;
- (ii) if the Second Proxy Form is lodged with the share registrar not less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof, the Second Proxy Form shall be treated as a valid proxy form and shall revoke and supersede the First Proxy Form previously lodged by him or her if correctly completed and signed in accordance with the instructions printed thereon; and
- (iii) if the Second Proxy Form is lodged with the share registrar less than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof, the Second Proxy Form will be invalid. However, it will revoke the First Proxy Form previously lodged by the Shareholder, and any vote that may be cast by the purported proxy (whether appointed under the First Proxy Form or the Second Proxy Form) will not be counted in any poll which will be taken on the proposed resolutions. Accordingly, the Shareholders are advised not to lodge the Second Proxy Form less

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than 48 hours before the time fixed for holding the Annual General Meeting or any adjournment thereof. If the Shareholders wish to vote at the Annual General Meeting, they will have to attend the Annual General Meeting in person and vote at such meeting themselves.

RESPONSIBILITY STATEMENT

This supplemental 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 supplemental 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 document misleading.

RECOMMENDATION

In addition to the recommendation contained in the Circular, the Directors consider that the proposed refreshment of Scheme Mandate Limit as set out in the Amended Notice is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all of the resolutions to be proposed at the Annual General Meeting as set out in the Amended Notice.

No Shareholder is required to abstain from voting in respect of any of the resolutions to be proposed at the Annual General Meeting.

On behalf 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)

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

Reference is made to the notice of annual general meeting of Great World Company Holdings Ltd (the “**Company**”) dated 27 August 2019 (the “**AGM Notice**”), by which the Company convenes an annual general meeting (the “**Meeting**”) to be held at Room 1202, 12/F., Great Eagle Centre, 23 Harbour Road, Wanchai, Hong Kong on 27 September 2019 at 11:00 a.m. This supplemental notice shall be read together with the AGM Notice.

SUPPLEMENTAL NOTICE IS HEREBY GIVEN that the Meeting will be held as originally scheduled, for the purpose of considering and approving the following supplemental resolution of number 10, in addition to the resolutions set out in the AGM Notice:

ORDINARY RESOLUTION

10. “**THAT** subject to and conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited granting the approval of the listing of, and permission to deal in, the shares in the share capital of the Company to be issued pursuant to the exercise of options to be granted under the Refreshed Scheme Mandate Limit (as defined below), the refreshment of the limit in respect of the granting of share options under the share option scheme adopted by the Company on 3 August 2012 (the “**Share Option Scheme**”) up to a new 10 per cent limit (the “**Refreshed Scheme Mandate Limit**”) be and is hereby approved provided that (i) the total number of shares of the Company which may be issued upon exercise of options to be granted under the Share Option Scheme on or after the date of passing of this resolution (the “**Refreshed Date**”), together with all options to be granted under any other share option scheme(s) of the Company on or after the Refreshed Date, must not exceed 10 per cent of the number of Shares in issue as at the Refreshed Date; and (ii) options granted prior to the Refreshed Date under the Share Option Scheme or any other share option scheme(s) of the Company (including without limitation those outstanding, cancelled, lapsed or exercised in accordance with the relevant scheme rules of the Company) shall not be counted for the purposes of calculating the Refreshed Scheme Mandate Limit and that the directors of the Company be and are hereby authorized to do all such acts and things and execute all such documents to give effect to the foregoing

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

arrangement and to grant options up to the Refreshed Scheme Mandate Limit and to exercise all powers of the Company to allot, issue or otherwise deal with the shares of the Company pursuant to the exercise of such options.”

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

Hong Kong, 5 September 2019

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
Great Eagle Centre
23 Harbour Road
Wanchai, Hong Kong

Notes:

1. A Second Proxy Form 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/her proxy to attend and vote instead of him/her 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/her 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/her 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 (before 25 September 2019, 11:00 a.m.) 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.
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/she 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.

SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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 24 September 2019 to 27 September 2019, both days inclusive, during which period no transfer of shares will be registered. The record date for the Annual General Meeting is Tuesday, 24 September 2019. Only shareholders of the Company whose names appear on the register of members of the Company on Tuesday, 24 September 2019, or their proxies or duly authorised corporate representative are entitled to attend and vote at the Annual General Meeting. 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 for registration not later than 4:30 p.m. on Monday, 23 September 2019.

7. 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 27 September 2019, the meeting will be adjourned. The Company will post an announcement on its 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 in force. Shareholders should decide on their own whether they would attend the meeting under bad weather conditions bearing in mind their own circumstances.