



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

**FIRST QUARTERLY RESULTS ANNOUNCEMENT
FOR THE THREE MONTHS ENDED 30 JUNE 2017**

**CHARACTERISTICS OF THE GROWTH ENTERPRISE MARKET (“GEM”)
OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE “STOCK
EXCHANGE”)**

GEM has been positioned as a market designed to accommodate companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board and no assurance is given that there will be a liquid market in the securities traded on GEM.

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This announcement, for which the directors (the “Directors”) of Great World Company Holdings Ltd (the “Company”) 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 (the “GEM Listing Rules”) for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

HIGHLIGHTS

- Turnover was approximately HK\$2,817,000 for the three months ended 30 June 2017, compared with the turnover of approximately HK\$3,272,000 for the corresponding period of last year.
- Loss attributable to owners of the Company for the three months ended 30 June 2017 was approximately HK\$2,430,000, versus the loss attributable to owners of the Company of approximately HK\$4,587,000 for the corresponding period of last year.
- The board of directors does not recommend the payment of quarterly dividend for the three months ended 30 June 2017 (three months ended 30 June 2016: Nil).

RESULTS

The board of directors of Great World Company Holdings Ltd (the “Company”) presents the financial information of the Company and its subsidiaries (the “Group”), comprising the condensed consolidated statement of profit or loss and condensed consolidated statement of profit or loss and other comprehensive income of the Group for the three months ended 30 June 2017, all of which are unaudited and in condensed format, (collectively referred to as the “Unaudited Condensed Financial Statements”) along with selected explanatory notes and comparative information as follows:

CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS

		(Unaudited)	
		Three months	
		ended 30 June	
		2017	2016
	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Turnover	2	2,817	3,272
Cost of sales		<u>(2,491)</u>	<u>(2,965)</u>
Gross profit		326	307
Other revenue	2	129	45
Gain on a bargain purchase	9	434	–
Selling and distribution costs		(20)	(2)
Administrative and other operating expenses		(2,819)	(3,726)
Finance costs		<u>(531)</u>	<u>(1,657)</u>
Loss before tax	4	(2,481)	(5,033)
Income tax credit	5	<u>160</u>	<u>273</u>
Loss for the period		<u>(2,321)</u>	<u>(4,760)</u>
Loss for the period attributable to:			
Owners of the Company		(2,430)	(4,587)
Non-controlling interests		<u>109</u>	<u>(173)</u>
		<u>(2,321)</u>	<u>(4,760)</u>
Basic and diluted loss per share	6	<u>HK0.10 cents</u>	<u>HK0.21 cents</u>

**CONDENSED CONSOLIDATED STATEMENT OF PROFIT OR LOSS AND
OTHER COMPREHENSIVE INCOME**

	(Unaudited)	
	Three months ended 30 June	
	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>
Loss for the period	<u>(2,321)</u>	<u>(4,760)</u>
Other comprehensive income/(expense):		
Items that may be reclassified subsequently to profit or loss		
– Exchange differences arising on translation of foreign operations during the period	<u>3,964</u>	<u>(2,357)</u>
Other comprehensive income/(expense) for the period, net of tax	<u>3,964</u>	<u>(2,357)</u>
Total comprehensive income/(expense) for the period	<u>1,643</u>	<u>(7,117)</u>
Total comprehensive income/(expense) attributable to:		
Owners of the Company	635	(6,553)
Non-controlling interests	<u>1,008</u>	<u>(564)</u>
	<u>1,643</u>	<u>(7,117)</u>

NOTES TO THE UNAUDITED CONDENSED FINANCIAL STATEMENTS

1. Basis of preparation

The Unaudited Condensed Consolidated Financial Statements have been prepared in compliance with Hong Kong Accounting Standard 34 “Interim Financial Reporting” (“HKAS 34”) issued by the Hong Kong Institute of Certified Public Accountants (“HKICPA”) and in accordance with the applicable disclosure provisions of Chapter 18 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The accounting policies and methods of computation adopted in the preparation of the Unaudited Condensed Consolidated Financial Statements are consistent with those applied for the Group’s annual financial statements for the year ended 31 March 2017. In addition, the Group has adopted the following accounting policies on completion of the acquisition of subsidiaries as mentioned in note 9:

Agriculture

(a) Bearer plants

Bearer plants, which are used to grow produce over their productive lives, are accounted for under property, plant and equipment and are subject to depreciation calculated on a straight-line basis to write off their cost to residual value over their estimated economic productive lives.

(b) Agricultural produce

Agricultural produce growing on bearer plants is stated at cost and measured at fair value less costs to sell at the point of harvest.

(c) Biological assets

Biological assets, which represent living plants growing for harvest and sale, are measured and stated at fair value less costs to sell at the end of each reporting period. Change in fair value are recognised in the statement of profit or loss.

The preparation of the Unaudited Condensed Consolidated Financial Statements in conformity with HKAS 34 requires management to make judgements, estimates and assumptions that affect the application of policies and reported amounts of assets and liabilities, income and expenses on a year to date basis. Actual results may differ from these estimates.

In the current period, the Group has adopted all the new and revised Hong Kong Financial Reporting Standards (“HKFRSs”) issued by the HKICPA that are relevant to its operations and effective for its accounting year beginning on 1 April 2017. HKFRSs comprise Hong Kong Financial Reporting Standards, Hong Kong Accounting Standards and Interpretations. The adoption of these new and revised HKFRSs did not result in significant changes to the Group’s accounting policies and results reported for the current or prior accounting periods.

The Group has not applied the new and revised HKFRSs, which have been issued and are not yet effective, but is in the process of assessing their impact on the Group’s results of operations and financial position.

The financial information are unaudited but have been reviewed by the Company’s audit committee.

2. Revenue

	(Unaudited)	
	Three months ended 30 June	
	2017	2016
	<i>HK\$’000</i>	<i>HK\$’000</i>
Turnover		
Operating lease rental income	123	–
Sale of forestry products	–	45
Services income	<u>2,694</u>	<u>3,227</u>
	<u>2,817</u>	<u>3,272</u>
Other revenue		
Bank interest income	3	1
Gain on foreign exchange	126	–
Sundry income	<u>–</u>	<u>44</u>
	<u>129</u>	<u>45</u>
Total revenue	<u><u>2,946</u></u>	<u><u>3,317</u></u>

3. Segment information

The Group manages its businesses by divisions, which are organised by a mixture of both business lines (products and services) and geography. In a manner consistent with the way in which information is reported internally to the Group’s most senior management for the purpose of resource allocation and performance assessment, the Group has presented the following three reportable segments.

The Group's operations and reportable segments under HKFRS 8 are as follows:

Property business	Property investment and development, operating and managing residential and commercial properties
Forestry business	Research and growing of forestry products for clean energy sector, cultivation, promotion and application of agricultural technologies
Landscaping and earth-rock engineering business	Constructing landscaping projects and earth-rock engineering, maintenance and planting and selling forest trees and flowers

Management monitors the results of the Group's operating segments separately, for the purpose of making decisions about resource allocation and assessment of the Group's performance. Segment performance is evaluated based on reportable segment results, which is a measure of adjusted loss before tax. The adjusted loss before tax is measured consistently with the Group's loss before tax except that unallocated income, finance costs and expenses are excluded from such measurement.

All assets are allocated to reportable segments other than goodwill and unallocated corporate assets.

All liabilities are allocated to reportable segments other than convertible notes, deferred tax liabilities, and unallocated corporate liabilities.

These segments are managed separately as they belong to different industries and require different operating systems and strategies. There were no sales or other transactions between those reportable segments. Information regarding the Group's reportable segments is presented below:

(a) Segment revenue, profit or loss and other selected financial information

	(Unaudited)			
	Three months ended 30 June 2017			
	Property business HK\$'000	Forestry business HK\$'000	Landscaping and earth-rock engineering HK\$'000	Total HK\$'000
Revenue from external customers	123	–	2,694	2,817
Interest income	–	2	–	2
Depreciation	(2)	(15)	(135)	(152)
Total profit/(loss) of reportable segments	<u>(49)</u>	<u>(322)</u>	<u>516</u>	<u>145</u>

	(Unaudited)			
	Three months ended 30 June 2016			
			Landscaping and earth-rock engineering	Total
	Property business <i>HK\$'000</i>	Forestry business <i>HK\$'000</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue from external customers	45	–	3,227	3,272
Interest income	1	–	–	1
Depreciation	(1)	(16)	(67)	(84)
Total loss of reportable segments	<u>(101)</u>	<u>(752)</u>	<u>(74)</u>	<u>(927)</u>

(b) Reconciliations of reportable segment revenue and profit or loss

	(Unaudited)	
	Three months ended 30 June	
	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>
Revenue		
Total revenue for reportable segments	<u>2,817</u>	<u>3,272</u>
Consolidated turnover	<u>2,817</u>	<u>3,272</u>
Profit or loss		
Total profit/(loss) for reportable segments	145	(927)
Unallocated corporate income	563	45
Unallocated corporate expenses	<u>(3,189)</u>	<u>(4,151)</u>
Consolidated loss before tax	<u>(2,481)</u>	<u>(5,033)</u>

(c) **Geographical information**

The following table set out information about the geographical location of the Group's revenue from external customers based on the location at which the services were provided or the goods were delivered.

	(Unaudited)	
	Revenue from external customers	
	Three months ended 30 June	
	2017	2016
	HK\$'000	HK\$'000
PRC	123	45
Republic of Angola	2,694	3,227

4. Loss before tax

	(Unaudited)	
	Three months ended 30 June	
	2017	2016
	HK\$'000	HK\$'000
Loss before tax has been arrived at after charging:		
Staff costs (including directors' remuneration)	795	1,852
Depreciation	163	95
Operating lease charges in respect of land and buildings	346	307
Share-based payment expenses in respect of consultancy services	202	202
Imputed interests on convertible notes	531	1,657

5. Income tax credit

	(Unaudited)	
	Three months ended 30 June	
	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>
Current tax:		
Overprovision of Hong Kong Profits Tax in previous year	72	–
Overprovision of PRC Enterprise Income Tax	<u>1</u>	<u>–</u>
	73	–
Deferred tax	<u>87</u>	<u>273</u>
Income tax credit for the period	<u><u>160</u></u>	<u><u>273</u></u>

Hong Kong Profits Tax is calculated at 16.5% of the estimated assessable profit for the three months ended 30 June 2017 and 2016.

Under the Law of the People's Republic of China ("PRC") on Enterprise Income Tax (the "EIT Law") and Implementation Regulation of the EIT Law, the tax rate of the PRC subsidiaries is 25%.

No provision for current tax has been made for the three months ended 30 June 2017 and 2016 as the Group has no assessable profit from its operations.

6. Basic and diluted loss per share

The calculation of the basic loss per share is based on the following data:

	(Unaudited)	
	Three months ended 30 June	
	2017	2016
	<i>HK\$'000</i>	<i>HK\$'000</i>
(i) Loss for the period attributable to owners of the Company	<u>(2,430)</u>	<u>(4,587)</u>
	<i>'000</i>	<i>'000</i>
(ii) Weighted average number of ordinary shares	<u><u>2,368,936</u></u>	<u><u>2,197,507</u></u>

Diluted loss per share for loss attributable to the owners of the Company for the three months ended 30 June 2017 and 2016 were the same as basic loss per share because the impact of the exercise of share options and convertible notes are anti-dilutive.

7. Reserves and non-controlling interests

	Reserves attributable to owners of the Company						Non-controlling interests	Total
	Share premium	Convertible notes equity reserve	Share options reserve	Translation reserve	Accumulated losses	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2016 (audited)	200,789	35,144	11,513	(3,338)	(128,502)	115,606	12,380	127,986
Conversion of convertible notes (unaudited)	32,550	(15,259)	–	–	–	17,291	–	17,291
Total comprehensive expense for the period (unaudited)	–	–	–	(1,966)	(4,587)	(6,553)	(564)	(7,117)
At 30 June 2016 (unaudited)	<u>233,339</u>	<u>19,885</u>	<u>11,513</u>	<u>(5,304)</u>	<u>(133,089)</u>	<u>126,344</u>	<u>11,816</u>	<u>138,160</u>

	Reserves attributable to owners of the Company						Non-controlling interests	Total
	Share premium	Convertible notes equity reserve	Share options reserve	Translation reserve	Accumulated losses	Total		
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000
At 1 April 2017 (audited)	233,339	13,454	11,513	(11,302)	(139,894)	107,110	10,914	118,024
Acquisition of subsidiaries (unaudited)	–	–	–	–	–	–	27,410	27,410
Total comprehensive expense for the period (unaudited)	–	–	–	3,065	(2,430)	635	1,008	1,643
At 30 June 2017 (unaudited)	<u>233,339</u>	<u>13,454</u>	<u>11,513</u>	<u>(8,237)</u>	<u>(142,324)</u>	<u>107,745</u>	<u>39,332</u>	<u>147,077</u>

The share premium account of the Company is distributable to the owners of the Company under the Companies Law (2013 Revision) of the Cayman Islands subject to the provisions of the Company's memorandum and articles of association and provided that the Company will be in a position to payoff its debts as they fall due in the ordinary course of business immediately following the date on which the dividend is proposed to be distributed.

The convertible notes equity reserve represents the value of the equity component of unexercised convertible notes issued by the Company with related deferred tax recognised.

The translation reserve comprises all foreign exchange differences arising from the translation of the financial statements of foreign operations.

The share options reserve represents the fair value of the unexercised share options recognised in accordance with the accounting policy adopted for share-based payments.

8. Capital commitments

(Unaudited)
Three months ended 30 June
2017 **2016**
HK\$'000 **HK\$'000**

Capital expenditure contracted for but not provided for
in the unaudited condensed financial statements in respect of:

– investment property	–	–
– properties held for sale	<u>115</u>	<u>120</u>
	<u>115</u>	<u>120</u>

9. Acquisition of subsidiaries

On 19 May 2017, all conditions precedent for the sale and purchase agreement in respect of the acquisition of 60% equity interest in Zhifeng Holdings Limited by Yenbo Gain Limited, a non-wholly owned subsidiary of which 81.82% equity interest was indirectly held by the Company, (the “Acquisition”) had been satisfied and the Acquisition was completed. Then Zhifeng Holdings Limited and its subsidiaries (“Zhifeng Group”) became subsidiaries of the Company. Details of the Acquisition and completion of the Acquisition have been disclosed in the Company’s announcements dated 25 November 2016 and 19 May 2017 respectively.

Based on a preliminary assessment and review of the identifiable assets acquired and liabilities assumed, the non-controlling interest and the consideration transferred at the completion of the Acquisition, a gain on bargain purchase of approximately HK\$434,000 was recognised.

The revenue and loss included in the condensed consolidated statement of profit or loss for the period ended 30 June 2017 in respect of Zhifeng Group since 19 May 2017 were nil and approximately HK\$17,000 respectively.

Had Zhifeng Group been consolidated from 1 April 2017, the condensed consolidated statement of profit or loss would show pro-forma revenue of approximately HK\$2,817,000 and loss of approximately HK\$2,350,000.

10. Dividend

The board of directors of the Company (the “Board”) does not recommend the payment of quarterly dividend for the three months ended 30 June 2017 (three months ended 30 June 2016: Nil).

MANAGEMENT DISCUSSION AND ANALYSIS

Results of Operations

For the three months ended 30 June 2017, the Group recorded a turnover of approximately HK\$2,817,000, representing a decrease of approximately 13.91% as compared with a turnover of approximately HK\$3,272,000 for the corresponding period of last year.

Loss attributable to owners of the Company was approximately HK\$2,430,000 for the three months ended 30 June 2017, which was approximately 47.02% lower than the loss attributable to owners of the Company of approximately HK\$4,587,000 incurred for the corresponding period of last year mainly due to the decrease in administrative and other operating expenses as well as finance costs.

Business Review

Property business

The Group owns a property which comprises a residential and commercial development site with a site area of approximately 3,111.96 square meters (“sq. m.”) located at Leshan City, Sichuan Province, the PRC. The property has a gross floor area of approximately 28,251.82 sq. m. (inclusive of basement floor) and comprises 4 portions with different functions, namely residential, commercial, basement car park and facilities.

Revenue of approximately HK\$123,000 was derived from temporary leasing of the commercial portion of the property for the three months ended 30 June 2017. The Board expects to commence the selling of part of the residential portion of the property and the leasing of certain residential portion of the property and/or basement car park area when the property market there appears to revive.

Forestry business

The Group carries on business in cultivation and research of the fine and new varieties forest products together with the research and promotion of product cultivation technology for producing clean energy purposes.

On 19 May 2017, the acquisition of 60% equity interest in Zhifeng Holdings Limited by Yenbo Gain Limited, a non-wholly owned subsidiary of which 81.82% equity interest was indirectly held by the Company (the “Acquisition”), was completed to extend the Group’s forestry business in cultivation, promotion and application of agricultural technologies in the PRC. Details of the Acquisition and completion of the Acquisition have been disclosed in the Company’s announcements dated 25 November 2016 and 19 May 2017 respectively.

No turnover was recognised for the three months ended 30 June 2017 as there was no harvest from the forestry business. The Group expects the revenue generated from sale of forestry products will increase in the coming years.

Landscaping and earth-rock engineering business

The Group is also engaged in constructing landscaping projects and earth-rock engineering, providing afforested maintenance and plating and selling forest trees and flowers.

For the three months ended 30 June 2017, a turnover of approximately HK\$2,694,000 was generated from the landscaping and earth-rock engineering business. President Jose Eduardo Dos Santos of the Republic of Angola has signed a decree setting August 23 2017 as the date for the country’s general election. He is retiring from the Presidency and fluctuation of the crude oil leading to the economic instability and increasing pressure on foreign direct investment, the Group’s landscaping project was deferred, resulting in impact on the related income trend.

Liquidity, Financial Resources and Capital Structure

As at 30 June 2017, the Group’s cash and bank deposits amounted to approximately HK\$56,940,000 which has decreased by approximately 9.23% when comparing with the cash and bank deposits of approximately HK\$62,731,000 as at 31 March 2017.

As at 30 June 2017, the Group had net current assets of approximately HK\$102,897,000 (31 March 2017: HK\$146,203,000).

Most of the trading transactions, assets and liabilities of the Group were denominated in Hong Kong dollars, United States dollars and Renminbi except for certain cost of sales, which was denominated in Angolan Kwanza, incurred for landscaping and earth-rock engineering works carried out in the Republic of Angola. The Group adopted a conservative treasury policy with almost all bank deposits being kept in Hong Kong dollars or in Renminbi of the PRC operating subsidiaries to minimise exposure to foreign exchange risks. The Group is closely monitoring the movement of the foreign currency rate and will consider hedging significant foreign currency exposure should the need arise. As at 30 June 2017, the Group had no foreign exchange contracts, interest or currency swaps or other financial derivatives for hedging purposes.

The share capital of the Company as at 30 June 2017 is as follows:

	Number of shares ('000)	Amount (HK\$'000)
Authorised	<u>30,000,000</u>	<u>300,000</u>
Issued and fully paid	<u>2,368,936</u>	<u>23,689</u>

No new ordinary shares were issued during the three months ended 30 June 2017.

SHARE OPTION SCHEME

The Company has adopted a new share option scheme at the annual general meeting of the Company held on 3 August 2012 (the “2012 Share Option Scheme”) which is valid and effective for a period of 10 years commencing on 3 August 2012, upon the termination of the share option scheme adopted at the annual general meeting of the Company held on 2 August 2002 (the “2002 Share Option Scheme”), under which selected persons, such as the directors, employees, customers or any individual business or entity providing goods or services, may take up options to subscribe for shares in the Company subject to the terms and conditions stipulated in the 2012 Share Option Scheme. The maximum number of shares which can be granted under the 2012 Share Option Scheme may not exceed 10% of the issued share capital of the Company at the time of granting of the option or at the date of approval by the shareholders in general meeting where the limit is refreshed.

On 7 January 2016, the Company granted share options under the 2012 Share Option Scheme to consultants and employees of the Company, which entitle them to subscribe for a total of 112,000,000 shares at HK\$0.264 per share.

No option was granted under the 2012 Share Option Scheme during the three months ended 30 June 2017.

Movements in the number of share options, granted under the 2012 Share Option Scheme, outstanding and their related weighted average exercise prices are as follows:

Participants	Date of grant	Exercisable period	Exercise price per share	No. of underlying shares comprised in option					Outstanding at 30 June 2017
				As at 1 April 2017	Granted during the period	Exercised during the period	Lapsed during the period	Cancelled during the period	
Employees of the Group	4 February 2016	4 February 2016 – 6 January 2026	HK\$0.264	33,600,000	-	-	-	-	33,600,000
Consultants	4 February 2016	4 February 2016 – 6 January 2026	HK\$0.264	78,400,000	-	-	-	-	78,400,000
				<u>112,000,000</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>-</u>	<u>112,000,000</u>

Other than as disclosed above, no other share option was granted, cancelled, exercised or lapsed pursuant to the 2012 Share Option Scheme and none of the Directors or Chief Executive of the Company or their respective spouses or children under 18 years of age were granted or exercised any right to subscribe for any equity or debt securities of the Company or any of its associated corporations within the meaning of the Securities and Future Ordinance (“SFO”).

CORPORATE GOVERNANCE PRACTICES

The Company has applied the principles in and complied with the requirements of the Corporate Governance Code (“CG Code”) as set out in Appendix 15 of the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the “GEM Listing Rules”) throughout the three months ended 30 June 2017.

BOARD OF DIRECTORS

The Board comprised three executive Directors, namely Ms. Ng Mui King, Joky (chairman of the Board), Mr. Zhang Yanqiang and Ms. Yang Wei, and four independent non-executive Directors, namely Mr. Chung Koon Yan, Mr. Chan Ying Cheong, Ms. Zhao Yongmei and Dr. Yang Fuyu.

The Board is responsible for reviewing, evaluating and finalising the Company’s strategies and policies, annual budgets, business plans and performance, and has full access to adequate, reliable and timely information on the Group so as to enable them to make a timely decision. The Board also has the collective responsibility for leadership and control of, and for promoting the success of, the Group by directing and supervising the Group’s affairs.

BOARD COMMITTEES

The Board has established three committees in accordance with the CG Code, namely the Audit Committee, the Remuneration Committee and the Nomination Committee. These committees are provided with sufficient resources to discharge their duties and are able to seek independent professional advice when appropriate and upon request.

Audit Committee

The Audit Committee comprised three independent non-executive 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 system and the quarterly, interim and annual reports of the Group.

Nomination Committee

The Nomination Committee comprised one executive Director, namely Mr. Zhang Yangqiang (chairman of the Nomination Committee), and two independent non-executive Directors, namely Mr. Chan Ying Cheong and Dr. Yang Fuyu. The Nomination Committee reviews the composition of the Board and nominates suitably qualified candidates to the Board, if necessary.

Remuneration Committee

The Remuneration Committee comprised one executive Director, namely Ms. Ng Mui King, Joky, and two independent non-executive Directors, namely Ms. Zhao Yongmei (chairman of the Remuneration Committee) and Dr. Yang Fuyu. The Remuneration Committee reviews and determines the policy for the remuneration of directors and senior management of the Group.

INTERESTS OF DIRECTORS

As at 30 June 2017, the interests and short positions of the Directors or chief executive of the Company in the shares, the underlying shares and debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the Directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO), required to be entered in the register maintained by the Company pursuant to section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules were as follows:

Long position in shares and underlying shares of the Company

Number of ordinary shares of HK\$0.01 each and the underlying shares

Name of Directors	Personal interest	Corporate interest	Total number of shares	Approximate percentage of the issued share capital of the Company
Ms. Ng Mui King, Joky	–	337,920,000 <i>(Note)</i>	337,920,000	14.26%

Note:

These shares are held by Gold City Assets Holdings Ltd. of which the controlling interest is owned by Ms. Ng Mui King, Joky.

Save as disclosed above, as at 30 June 2017, none of the directors and chief executive of the Company had interests and short positions in the shares, the underlying shares and debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests or short positions which the directors and chief executive of the Company were taken or deemed to have under such provisions of the SFO), required to be entered in the register maintained by the Company pursuant to section 352 of the SFO or which were notified to the Company and the Stock Exchange pursuant to Rules 5.46 to 5.67 of the GEM Listing Rules.

DIRECTORS' RIGHTS TO ACQUIRE SHARES

At no time during the three months ended 30 June 2017 was any of the Company or its subsidiaries a party to any arrangements to enable the directors or chief executives (including their spouses or children under 18 years of age) of the Company to acquire benefits by means of the acquisition of shares in, or debentures of, the Company or any other body corporate.

INTEREST OF SUBSTANTIAL SHAREHOLDERS AND OTHER SHAREHOLDERS

As at 30 June 2017, save as disclosed below, so far is known to the Directors and chief executives of the Company, no person (other than a Director or a chief executive of the Company) had an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or were recorded in the register required to be kept by the Company pursuant to section 336 of the SFO or, who is directly or indirectly, interested in 5% or more of the issued share capital of the Company.

Long positions in shares of the Company

Name of shareholder	Capacity	Nature of interest	Total number of ordinary shares of HK\$0.01 each	Approximate percentage of the issued share capital of the Company
Gold City Assets Holdings Ltd. <i>(Note 1)</i>	Beneficial owner	Corporate	337,920,000	14.26%
Fine Day Asset Holdings Inc. <i>(Note 1)</i>	Interest of a controlled corporation	Corporate	337,920,000	14.26%
Mr. Huang Shih Tsai <i>(Note 2)</i>	Beneficial owner	Personal	155,000,000	6.54%

Notes:

1. Pursuant to the SFO, Fine Day Asset Holdings Inc. is deemed interested in this shareholding interest through Gold City Assets Holdings Ltd., which is a company owned by Ms. Ng Mui King, Joky and Fine Day Asset Holdings Inc.. Ms. Ng Mui King, Joky is an executive director of the Company and also a director of Gold City Assets Holdings Ltd..
2. Mr. Huang Shih Tsai (“Mr. Huang”) has a total interest in 155,000,000 shares, which were allotted to Mr. Huang on 15 August 2011 as partial consideration for the acquisition of 100% equity interest in a company wholly-owned by Mr. Huang.

COMPETING INTEREST

None of the Directors or their respective associates (as defined in the GEM Listing Rules) had any interests in a business which competes or might compete, either directly or indirectly, with the business of the Company or, any other conflicts of interests with the Company.

PURCHASE, SALE OR REDEMPTION OF SHARES

The Company has not redeemed any of its shares during the three months ended 30 June 2017. Neither the Company nor any of its subsidiaries has purchased or sold any of the Company's shares during the three months ended 30 June 2017.

CODE OF CONDUCT FOR SECURITIES TRANSACTIONS BY DIRECTORS

The Company has adopted the required standard of dealings as set out in Rules 5.48 to 5.67 of the GEM Listing Rules as the code of conduct regarding the directors' securities transaction in securities of the Company. Having made specific enquiry of all Directors, each of the Directors has confirmed that he/she has complied with the required standard of dealings as set out in the adopted code of conduct regarding the directors' securities transaction throughout the three months ended 30 June 2017.

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

Hong Kong, 14 August 2017

As at the date of this announcement, the Board comprises (i) three Executive Directors, namely Ms. Ng Mui King, Joky, Mr. Zhang Yanqiang and Ms. Yang Wei; and (ii) four Independent Non-Executive Directors, namely Mr. Chung Koon Yan, Mr. Chan Ying Cheong, Ms. Zhao Yongmei and Dr. Yang Fuyu.

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