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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)

**VOLUNTARY ANNOUNCEMENT
FORMATION OF JOINT VENTURE**

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

FORMATION OF JOINT VENTURE AND DEEMED DISPOSAL

The board of directors (the “**Board**”) of the Company is pleased to announce that on 12 March 2018, Best Plus Global Limited (“**Best Plus**”), a wholly-owned subsidiary of the Company, entered into a shareholders’ agreement (the “**Shareholders’ Agreement**”) with Full Daybreak Limited (the “**JV Partner**”), pursuant to which Best Plus and the JV Partner agree that they will arrange Grant Shine Limited (the “**JV Company**”) for the allotment and issue of new Shares representing 49% of the enlarged issued share capital of the JV Company, a company incorporated in Hong Kong with limited liability and an indirect wholly-owned subsidiary of the Company as at the date of this announcement. Upon completion of the above subscription, the JV Company will be held as to 51% by the Company indirectly and 49% by the JV Partner respectively and the transaction constitutes a deemed disposal of the Company.

As all the applicable percentage ratios under Rule 19.07 of Rules Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of the Stock Exchange of Hong Kong Limited (the “**GEM Listing Rules**”) in respect of the deemed disposal are below 5%, the deemed disposal is not subject to announcement nor shareholders’ approval requirements under Chapter 19 of the GEM Listing Rules.

THE SHAREHOLDERS' AGREEMENT

The principal terms of the Shareholders' Agreement are summarized as follows:

Date: 12 March 2018

Shareholding structure: The number of shares of the JV Company respectively held by Best Plus and Full Daybreak shall be maintained at all times as to 51% by Best Plus and 49% by the JV Partner.

Business scope: The JV Company will be principally engaged in the distribution of electronic products.

The JV Partner shall assist in sourcing electronic products from a number of electronic manufacturers in the People's Republic of China (the "PRC") and the Group shall be responsible for marketing and distribution of the electronic products to customers principally in Asia. The said electronic manufacturers are principally engaged in the production of a wide range of electronic products including but not limited to, smartphones, mobile tablets, laptop and other mobile electronic devices and accessories.

Board composition: The number of directors of the JV Company shall be three (3), of which two (2) directors shall be appointed by Best Plus and one (1) director shall be appointed by the JV Partner. The chairman of the board shall be nominated by Best Plus, which shall be entitled to a second or casting vote in the case of equality of votes in any meeting of the board.

Dividend arrangement: The board of the JV Company may declare dividend and any such dividend shall be payable to Best Plus and the JV Partner in accordance to the shareholding structure or in such manner as the board of the JV Company thinks fit.

INFORMATION OF JV PARTNER

The JV Partner is a company incorporated in the British Virgin Islands with limited liability. The ultimate shareholder of the JV Partner is a sourcing agent which has established business relationship with a number of electronic manufacturers in the PRC.

To the best of the Directors' knowledge, information and belief, and having made all reasonable enquires, the JV Partner and its ultimate beneficial owners are independent of, and not connected with, the Company and any of its connected persons as defined in the GEM Listing Rules.

REASONS FOR AND BENEFITS OF FORMATION OF THE JV COMPANY

The Group is principally engaged in property, forestry and landscaping and earth-rock engineering businesses. The Group continued to explore and consider business diversification opportunities in order to further diversify the Group's portfolio and maximize future returns for the shareholders of the Company.

The brand of the smartphones and other electronics products manufactured by the electronic manufacturers which has established business relationship with the JV Partner has been promoted principally in Asia for a certain period of time. As such, the Board is of the view that the co-operation with the JV Partner and the formation of the JV Company for the distribution of such products principally in Asia will allow the Group to broaden its income stream and generate considerable revenue to the Group, which is in the interest of the Company and its shareholders as a whole.

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

Hong Kong, 12 March 2018

As at the date of this announcement, the Board comprises (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.

This announcement, 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 Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this announcement misleading.

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