



大中華實業控股有限公司*

GREATER CHINA HOLDINGS LIMITED

(於百慕達註冊成立之有限公司)

(Stock code: 431)

website: <http://www.irasia.com/listco/hk/greaterchina/index.htm>

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the abovementioned company (the “Company”) will be held at Plaza I to III, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Thursday, 22 February 2007 at 2:00 p.m. for the purpose of considering and, if thought fit, passing the following resolution:

ORDINARY RESOLUTION

“**THAT** the provisional sale and purchase agreement as amended by a supplemental agreement date 22 January 2007 (the “**Provisional S&P Agreement**”) relating to the sale and purchase of Store Room on Ground Floor, Shops 4 and 5 on Ground Floor, Commercial Premises on 1st, 2nd, and 3rd Floors, Offices 1, 2, 3 and 4 on 4th to 7th Floors, Offices 1 and 4 on 8th Floors, Offices 1, 2, 3 and 4 on 9th to 18th Floors, Offices 1, 2, 3 and 4 on 20th to 22nd Floors, Flat Roof on 1st Floor and Flat Roofs 1, 2 and 3 on 3rd Floor, No. 1 Lyndhurst Terrace and No. 78 Wellington Street, Central, Hong Kong (the “**Property**”) dated 15 December 2006 and entered into between the Company, Sharp Star Investment Corporation (the “**Grantor**”) (being a wholly-owned subsidiary of the Company) as grantor, China Faith Limited (the “**Vendor**”) (being an indirect wholly-owned subsidiary of the Company) as vendor and the purchaser named therein (the “**Purchaser**”), a copy of which has been produced to the meeting marked “A” and initialed by the chairman of the meeting for identification, be and is hereby approved, confirmed and ratified and that the transactions contemplated therein (including without limitation the giving of the Option Notice (as defined in circular of the Company dated 31 January 2007) by the Purchaser to the Grantor and the sale and purchase of the entire issued share capital of the Vendor and shareholder’s loan (if any) to the Vendor instead of the sale and purchase of the Property) be and are hereby approved and the directors of the Company (the “**Directors**”) be and are hereby authorized to do all such acts and things, to sign and execute all such further documents and to take such steps as the Directors may in their absolute discretion consider necessary, appropriate, desirable or expedient to give effect to all transactions contemplated under the Provisional S&P Agreement and anything in connection therewith.”

By order of the Board
Chan Sze Hon
Company Secretary

Hong Kong, 31 January 2007

Head office and principal place of business in Hong Kong:

Room 1301

1 Lyndhurst Tower

1 Lyndhurst Terrace

Central

Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.
2. 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 Company's branch share registrar and transfer office in Hong Kong, Tengis Limited, 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.

As at the date of this announcement, the Board comprises Ms. Ma Xiaoling and Mr. Chan Sze Hon as executive Directors; and Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence as independent non-executive Directors.

** For identification purpose only*

Please also refer to the published version of this announcement in The Standard.