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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect about this circular or as to the action to be taken, you should consult a licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in Greatwalle Inc., you should at once hand this circular, together with the enclosed proxy form, to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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.

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### **GREATWALLE INC.**

### **長城匯理公司**

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08315)**

## **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

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A notice convening the EGM of the Company to be held at Room 2008, 20/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 15 July 2020 (Wednesday) at 10:00 a.m. is set out on pages 5 to 6 of this circular.

Whether or not you are able to attend the meeting, you are requested to complete and return the accompanying proxy form in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof (as the case may be). Completion and return of the proxy form shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so desire.

### **PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING**

In view of the ongoing coronavirus disease (COVID-19) pandemic, the Company will implement the following precautionary measures at the EGM to protect attending shareholders, staff and stakeholders from the risk of infection including, without limitation:

- (1) Compulsory temperature checks
- (2) Submission of health declaration form
- (3) Wearing of surgical face mask
- (4) No provision of refreshments or drinks

Any person who does not comply with the precautionary measures, is with a body temperature above 37.2 degree Celsius, has any of the symptoms stated in the health declaration form or is subject to any Hong Kong Government prescribed quarantine may be denied entry into the meeting venue. The Company reminds Shareholders that they may appoint the chairman of the meeting as their proxy to vote on the relevant resolutions at the EGM as an alternative to attending the EGM in person. Subject to the development of COVID-19, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

29 June 2020

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## CHARACTERISTICS OF GEM OF THE STOCK EXCHANGE

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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

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

“Board”	the board of Directors
“Company”	Greatwalle Inc. (長城匯理公司), a company incorporated in the Cayman Islands with limited liability and the shares of which are listed on GEM
“Director(s)”	the director(s) of the Company
“EGM” or “Extraordinary General Meeting”	the extraordinary general meeting of the Company to be convened and held at Room 2008, 20/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 15 July 2020 (Wednesday) at 10:00 a.m., and any adjournment thereof
“EGM Notice”	the notice convening the EGM, which is set out on pages 5 to 6 of this circular
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Increase in Authorised Share Capital”	the proposed increase in the authorised share capital of the Company from HK\$20,000,000.00 divided into 2,000,000,000 Shares to HK\$40,000,000.00 divided into 4,000,000,000 Shares by the creation of additional 2,000,000,000 Shares of par value of HK\$0.01 each
“Latest Practicable Date”	24 June 2020, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained in this circular
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Option(s)”	the share option(s) to subscribe for Shares granted pursuant to the share option scheme approved and adopted by the Company on 31 July 2014
“Share(s)”	the ordinary share(s) of par value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

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## LETTER FROM THE BOARD

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### GREATWALLE INC.

### 長城匯理公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08315)**

*Executive Directors:*

Mr. Song Xiaoming (*Chairman*)

Ms. Pang Xiaoli (*Chief Executive Officer*)

Mr. Hon Hoi Chuen

Ms. Lin Shuxian

*Registered Office:*

P. O. Box 1350, Clifton House

75 Fort Street

Grand Cayman KY1-1108

Cayman Islands

*Non-executive Director:*

Mr. Chung Man Lai

*Headquarters:*

Room 2008, 20/F.,

West Tower, Shun Tak Centre

200 Connaught Road Central

Hong Kong

*Independent non-executive Directors:*

Ms. Guan Yan

Mr. Zhao Jinsong

Mr. Li Zhongfei

24 June 2020

*To the Shareholders*

Dear Sir or Madam,

### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL AND NOTICE OF EXTRAORDINARY GENERAL MEETING**

#### **INTRODUCTION**

The purpose of this circular is to give you details of the proposed Increase in Authorised Share Capital, which will be proposed at the EGM for the Shareholders' consideration and, where appropriate, for approval.

#### **PROPOSED INCREASE IN AUTHORISED SHARE CAPITAL**

Reference is made to the Company's announcement dated 24 June 2020.

The existing authorised share capital of the Company is HK\$20,000,000.00 divided into 2,000,000,000 Shares of par value of HK\$0.01 each, of which 1,246,317,523 Shares were in issue and 753,682,477 Shares are authorised but unissued as at the Latest Practicable Date. In addition, as at the Latest Practicable Date, the Company has outstanding Options entitling the holders to subscribe for 135,658,584 Shares upon their full exercise.

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## LETTER FROM THE BOARD

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In order to accommodate future expansion and growth of the Company and to provide the Company with greater flexibility to raise funds by allotting and issuing Shares in the future as and when necessary for investment into the group's businesses and also for general working capital of the group, the Board proposed to increase the authorised share capital of the Company from HK\$20,000,000.00 divided into 2,000,000,000 Shares to HK\$40,000,000.00 divided into 4,000,000,000 Shares by the creation of additional 2,000,000,000 Shares of par value of HK\$0.01 each. The new Shares shall rank pari passu with each other and with the existing Shares in all respects upon issue and being fully-paid. The Increase in Authorised Share Capital is conditional upon the passing of an ordinary resolution by the Shareholders at the EGM.

The EGM will be held for the Shareholders to consider and, if thought fit, approve the ordinary resolution in respect of the Increase in Authorised Share Capital.

### THE EGM

The EGM Notice is set out on pages 5 to 6 of this circular. A form of proxy for use at the EGM is also enclosed with this circular.

Whether or not you are able to attend the EGM, you are requested to complete the proxy form enclosed in this circular in accordance with the instructions printed thereon and return the same to the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the proxy form shall not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish but the authority of your proxy will be invalidated forthwith.

### VOTING BY POLL

In accordance with Rule 17.47(4) of the GEM Listing Rules, all votes of the Shareholders to be taken at the EGM shall be taken by poll unless it relates purely to a procedural or administrative matter and the chairman, in good faith, decides to allow such matter to be voted on by a show of hands.

No Shareholder is required to abstain from voting on the resolutions to be proposed at the EGM.

The Company will publish an announcement on the poll results of the EGM after the conclusion of the EGM.

### RECOMMENDATION

The Board is of the view that the proposed Increase in Authorised Share Capital is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends that the Shareholders vote in favour of the relevant resolution as set out in the EGM Notice.

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## LETTER FROM THE BOARD

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### 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 Company. 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 respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

### GENERAL

The English texts of this circular and the accompanying proxy form shall prevail over the Chinese texts in case of inconsistency.

Yours faithfully,  
For and on behalf of the Board  
**Greatwalle Inc.**  
**Song Xiaoming**  
*Chairman and Executive Director*

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### GREATWALLE INC.

### 長城匯理公司

*(Incorporated in the Cayman Islands with limited liability)*

**(Stock Code: 08315)**

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the extraordinary general meeting (the “EGM”) of Greatwalle Inc. (the “**Company**”) will be held at Room 2008, 20/F., West Tower, Shun Tak Centre, 200 Connaught Road Central, Hong Kong on 15 July 2020 (Wednesday) at 10:00 a.m. to consider, and if thought fit, pass, with or without modifications, the following resolutions as ordinary resolutions of the Company:

#### ORDINARY RESOLUTIONS

**“THAT:**

- (a) the authorised share capital of the Company be and is hereby increased from HK\$20,000,000.00 divided into 2,000,000,000 shares to HK\$40,000,000.00 divided into 4,000,000,000 shares by the creation of additional 2,000,000,000 shares of par value of HK\$0.01 each; and
- (b) any one director of the Company be authorised on behalf of the Company to do all such acts and things and execute and deliver all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the foregoing.”

By order of the Board

**Greatwalle Inc.**

**Song Xiaoming**

*Chairman and Executive Director*

Hong Kong, 29 June 2020

*Headquarters:*

Room 2008, 20/F.,  
West Tower, Shun Tak Centre  
200 Connaught Road Central  
Hong Kong

*Registered Office:*

P. O. Box 1350, Clifton House  
75 Fort Street  
Grand Cayman KY1-1108  
Cayman Islands



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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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*Notes:*

1. Any member of the Company entitled to attend and vote at the EGM is entitled to appoint one or more proxies to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the EGM. A proxy need not be a member of the Company.
2. The instrument appointing a proxy shall be in writing under the hand of the appointer or his attorney duly authorised in writing, or if the appointer is a corporation, either under seal or under the hand of an officer or attorney duly authorised on its behalf.
3. Where there are joint registered holders of any Shares, any one of such persons may vote at the above EGM (or any adjournment thereof), 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 above 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.
4. 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 thereof, must be deposited at the Company's branch registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof.
5. Delivery of an instrument appointing a proxy shall not preclude a shareholder of the Company from attending and voting in person at the EGM and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
6. The transfer books and register of members of the Company will be closed from 10 July 2020 (Friday) to 15 July 2020 (Wednesday), both days inclusive. During such period, no share transfers will be effected. In order to qualify for attending the EGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration no later than 4:30 p.m. on 9 July 2020 (Thursday).
7. A form of proxy for use by shareholders of the Company at the EGM is enclosed.
8. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the EGM, the EGM will be postponed. The Company will post an announcement on the websites of the Company at [www.kingforce.com.hk](http://www.kingforce.com.hk) and the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) to notify members of the date, time and place of the rescheduled EGM.