
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your 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 Global China Group Holdings Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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Global China Group Holdings Limited
泛華集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1105)

PROPOSED CHANGE OF COMPANY NAME

A letter from the board of directors of Global China Group Holdings Limited is set out on pages 2 to 5 of this circular. A notice convening the special general meeting of Global China Group Holdings Limited to be held at the Function Room, Tower A, Sing Tao Building, 6th Floor, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on Friday, 4 February 2005 at 3:00 p.m. is set out on page 6 of this circular. If you are not able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrars and transfer office, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, 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 form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

* *For identification purpose only*

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DEFINITIONS

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

“Board”	the board of Directors
“Company”	Global China Group Holdings Limited, a company incorporated in Bermuda with limited liability, whose shares are listed on the Stock Exchange
“Director(s)”	director(s) of the Company
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“SGM”	a special general meeting of the Company to be held at the Function Room, Tower A, Sing Tao Building, 6th Floor, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on Friday, 4 February 2005 at 3:00 p.m., notice of which is set out on page 6 of this circular
“Share(s)”	the ordinary share(s) of HK\$0.10 each in the share capital of the Company
“Shareholder(s)”	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

LETTER FROM THE BOARD



Global China Group Holdings Limited
泛華集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1105)

Executive Directors:

Mr. Ho Tsu Kwok, Charles
Mr. Jia Hongping
Mr. Jim Sui Hing
Mr. Lai Ting Yiu
Mr. Lo Wing Hung
Mrs. Sy Wong Chor Fong
Mr. Wong Wai Ming
Mr. Yang Yiu Chong, Ronald Jeffrey

Non-Executive Director:

Mr. Leung Chun Ying

Independent Non-Executive Directors:

Mr. Timothy David Dattels
Ms. Ho Chiu King, Pansy Catilina
Mr. Richard Yun Zing King
Dr. Tong Yuk Lun, Paul
Mr. Tung Chee Chen

Registered Office:

Clarendon House
2 Church Street
Hamilton HM11
Bermuda

Principal Office:

Sing Tao Building
1 Wang Kwong Road
Kowloon Bay
Kowloon
Hong Kong

13 January 2005

To the Shareholders,

Dear Sir or Madam,

PROPOSED CHANGE OF COMPANY NAME

INTRODUCTION

On 10 January 2005, the Board announced that it intended to put forward a proposal for the Shareholders to approve the change of name of the Company and the adoption of the new Chinese name of the Company. The purpose of this circular is to provide you with information regarding the proposed change of name of the Company and the adoption of the new Chinese

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LETTER FROM THE BOARD

name of the Company and to set out the notice convening the SGM at which a special resolution will be proposed to consider and, if thought fit, approve the change of name of the Company and the adoption of the new Chinese name of the Company.

PROPOSED CHANGE OF COMPANY NAME

On 10 January 2005, the Board announced its proposal to change the name of the Company from “Global China Group Holdings Limited” to “Sing Tao News Corporation Limited”. The Board also announced that subject to the change of name of the Company becoming effective, the Company will adopt the new Chinese name “星島新聞集團有限公司” in place of its current Chinese name “泛華集團控股有限公司” for identification purpose only.

REASONS FOR CHANGE OF COMPANY NAME

The Board considers that the proposed new name will provide a strong platform for the Company’s future growth, both locally and in markets worldwide, as it leverages on the strength of the recognized and respected “Sing Tao” brand. This brand has a rich heritage not only in Hong Kong but also among Chinese communities globally including Mainland China, the United States, Canada, Europe and Australia. The Board is also of the opinion that the proposed new name will effectively reflect the Company’s core focus as a media company, and is an ideal fit with the Company’s corporate vision of becoming a leading multimedia content and service provider serving global Chinese communities. The Board believes that the proposed change of name of the Company and the adoption of the new Chinese name of the Company are in the best interests of the Company and the Shareholders as a whole.

CONDITIONS

The proposed change of name of the Company is subject to the following conditions:

1. the passing of a special resolution by the Shareholders at the SGM to approve the proposed change of name of the Company; and
2. the Registrar of Companies in Bermuda approving the proposed change of name of the Company and entering the new name of the Company on the register of companies in place of its former name.

The effective date of the change of name of the Company will be the date on which the new name is entered by the Registrar of Companies in Bermuda on the register of companies in place of the existing name. Thereafter, the Company will comply with the necessary filing procedures with the Registrar of Companies in Hong Kong.

LETTER FROM THE BOARD

EFFECTS OF CHANGE OF COMPANY NAME

The proposed change of name of the Company will not affect any of the rights of the Shareholders and all existing share certificates in issue bearing the Company's existing name will, after the proposed change of name of the Company becoming effective, continue to be evidence of title to the Shares and will be valid for trading, settlement and registration purposes. Any issue of share certificates thereafter will be under the new name of the Company. The size of board lot for trading in the Shares will remain unchanged after the change of name of the Company has become effective.

Further announcement will be made by the Company to inform the Shareholders of the effective date of the change of name of the Company, the time and procedures for exchange of new share certificates and the arrangement relating to the trading and dealings in the Shares on the Stock Exchange under the new name.

SPECIAL GENERAL MEETING

At the SGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve the change of name of the Company and the adoption of the new Chinese name of the Company.

A notice convening the SGM to be held at the Function Room, Tower A, Sing Tao Building, 6th Floor, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on Friday, 4 February 2005 at 3:00 p.m. is set out on page 6 of this circular.

ACTION TO BE TAKEN

Enclosed is a form of proxy for use at the SGM. If you are not able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company's branch share registrars and transfer office, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish.

LETTER FROM THE BOARD

PROCEDURES FOR DEMANDING POLL BY THE SHAREHOLDERS

Pursuant to Bye-law 66 of the Company, at any general meeting, a resolution put to the vote of a meeting shall be decided on a show of hands unless a poll is (before or on the declaration of the result of the show of hands or on the withdrawal of any other demand for poll) demanded:

1. by the chairman of the meeting; or
2. by at least three Shareholders present in person or in the case of a Shareholder being a corporation, by its duly authorized representative or by proxy for the time being entitled to vote at the meeting; or
3. by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation, by its duly authorized representative or by proxy and representing not less than one-tenth of the total voting rights of all the Shareholders having the right to vote at the meeting; or
4. by a Shareholder or Shareholders present in person or in the case of a Shareholder being a corporation, by its duly authorized representative or by proxy and holding Shares conferring a right to vote at the meeting being Shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all Shares conferring that right.

A demand by a person as proxy for a Shareholder or, in case of a Shareholder being a corporation, by its duly authorized representative shall be deemed to be the same as a demand by a Shareholder.

RECOMMENDATION

The Board considers that the proposed change of name of the Company and the adoption of new Chinese name of the Company are in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends all Shareholders to vote in favour of the special resolution proposed to be passed at the SGM.

Yours faithfully,
By order of the Board
Global China Group Holdings Limited
Charles Ho Tsu Kwok
Chairman

NOTICE OF SPECIAL GENERAL MEETING



Global China Group Holdings Limited 泛華集團控股有限公司*

(Incorporated in Bermuda with limited liability)

(Stock code: 1105)

NOTICE IS HEREBY GIVEN that a special general meeting of Global China Group Holdings Limited (the “Company”) will be held at the Function Room, Tower A, Sing Tao Building, 6th Floor, 1 Wang Kwong Road, Kowloon Bay, Hong Kong on Friday, 4 February 2005 at 3:00 p.m. for the purpose of considering, and, if thought fit, passing with or without modification, the following resolution of the Company as a special resolution:

“**THAT** subject to the approval by the Registrar of Companies in Bermuda, the name of the Company be and is hereby changed to “Sing Tao News Corporation Limited” and a new Chinese name of 星島新聞集團有限公司 be adopted to replace the current Chinese name of 泛華集團控股有限公司 for identification purpose only and the directors of the Company be and are hereby authorized generally to do all such acts and things and execute all documents they consider necessary or expedient to effect the change of name and the adoption of the new Chinese name for identification purpose only on behalf of the Company.”

By Order of the Board
Global China Group Holdings Limited
Charles Ho Tsu Kwok
Chairman

Hong Kong, 13 January 2005

As at the date of this notice, the Board comprises: (1) executive directors: Mr. HO Tsu Kwok Charles (Chairman), Mr. JIA Hongping, Mr. JIM Sui Hing, Mr. LAI Ting Yiu, Mr. LO Wing Hung, Mrs. SY Wong Chor Fong, Mr. WONG Wai Ming, Mr. YANG Yiu Chong Ronald Jeffrey; (2) non-executive director: Mr. LEUNG Chun Ying and (3) independent non-executive directors: Mr. Timothy David DATTELS, Ms. HO Chiu King Pansy Catilina, Mr. Richard Yun Zing KING, Dr. TONG Yuk Lun Paul and Mr. TUNG Chee Chen.

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NOTICE OF SPECIAL GENERAL MEETING

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one (or if holding two or more shares, more than one) proxy to attend and vote in his/her stead. A proxy need not be a member of the Company. If the appointer is a corporation, the form of proxy must be under its common seal, or under the hand of an officer or attorney duly authorized on its behalf.
2. In order to be valid, the form of proxy together with a power of attorney or other authority, if any, under which it is signed, or a certified copy of that power of attorney or authority, must be delivered to the Company's branch share registrars and transfer office, Tengis Limited, at Ground Floor, Bank of East Asia Harbour View Centre, 56 Gloucester Road, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
3. Completion and return of the form of proxy will not preclude a member from attending and voting at the above meeting or any adjournment thereof if he/she so wishes. In that event, his/her form of proxy will be deemed to have been revoked.