CIRCULAR DATED 18 NOVEMBER 2015

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.

If you have sold or transferred all your Shares, you should forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

GREAT GROUP HOLDINGS LIMITED

(Company Registration No. 200804077W)
(Incorporated in the Republic of Singapore)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM GREAT GROUP HOLDINGS LIMITED TO FORISE INTERNATIONAL LIMITED

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	8 December 2015 at 10.00 a.m.
Date and time of Extraordinary General Meeting	:	10 December 2015 at 10.00 a.m.
Place of Extraordinary General Meeting	:	4 Shenton Way SGX Centre 2, #17-01 Singapore 068807

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The following definitions shall apply throughout unless otherwise stated in this Circular:

Companies, Organisations and Agencies

"**ACRA**"	Accounting and Corporate Regulatory Authority
"**CDP**"	The Central Depository (Pte) Limited
"**Company**"	Great Group Holdings Limited
"**Group**"	The Company and its Subsidiaries
"**SGX-ST**"	The Singapore Exchange Securities Trading Limited

General

"**Articles**"	The articles of association of the Company
"**Associated Company**"	A company in which at least twenty per cent. (20.00%) but not more than fifty per cent. (50.00%) of its shares are held by the Company or the Group
"**Board**"	The board of directors of the Company as at the date of this Circular
"**Circular**"	This Circular dated 18 November 2015 to Shareholders
"**Companies Act**"	The Companies Act (Chapter 50) of Singapore, as amended, supplemented or modified from time to time
"**Directors**"	The directors of the Company for the time being
"**EGM**"	The extraordinary general meeting of the Company, notice of which is given on pages 9 and 10 of this Circular
"**Group**"	The Company, its Subsidiaries and Associated Companies
"**Latest Practicable Date**"	9 November 2015, being the latest practicable date prior to the printing of this Circular
"**Listing Manual**"	The listing manual of the SGX-ST, as amended, supplemented or modified from time to time
"**Memorandum**"	The Memorandum of Association of the Company
"**Notice of EGM**"	The Notice of EGM as set out on pages 9 and 10 of this Circular

"**Proposed Change of Name**"	The proposed change of the name of the Company to "Forise International Limited"
"**Securities Account**"	A securities account maintained by a Depositor with CDP but does not include a securities sub-account
"**Shareholders**"	Registered holders of Shares, except that where the registered holder is CDP, the term "Shareholders" shall, in relation to such Shares, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with Shares
"**Shares**"	Ordinary shares in the share capital of the Company
"**Subsidiary**"	A company which is for the time being a subsidiary of the Company, as defined by Section 5 of the Companies Act
"**Substantial Shareholder**"	A person who holds directly or indirectly not less than five per cent. (5.00%) of the total number of issued Shares (excluding treasury shares)

Countries, currencies, units and others

"**S$**" and "**cents**"	Singapore dollars and cents respectively, the lawful currency of the Republic of Singapore
"**%**" or "**per cent.**"	Per centum or percentage

The terms "**Depositor**", "**Depository Agent**" and "**Depository Register**" shall have the meanings ascribed to them respectively in Section 130A of the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment or the Listing Manual is a reference to that statute or enactment or the Listing Manual for the time being amended or re-enacted. Any word defined under the Companies Act, the Listing Manual, or any modification thereof and used in this Circular shall have the meaning assigned to it under the Companies Act, the Listing Manual, or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and date in this Circular is a reference to Singapore time and date, respectively, unless otherwise stated.

Any discrepancies in figures included in this Circular between the amounts shown and the totals thereof are due to rounding.

GREAT GROUP HOLDINGS LIMITED

(Company Registration No. 200804077W)
(Incorporated in the Republic of Singapore)

Board of Directors:

Wang Xin (Executive Chairman)
Peng Weile (Executive Director)
Peng Fei (Executive Director)
Weng Wenwei (Non-Executive Director)
Christopher Chong Meng Tak (Lead Independent Director)
Lee Kim Lian, Juliana (Independent Director)
San Meng Chee (Independent Director)

Registered Office:

80 Raffles Place
#11-20 UOB Plaza 2
Singapore 048624

18 November 2015

To: The Shareholders of **GREAT GROUP HOLDINGS LIMITED**

Dear Sir/Madam

THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM GREAT GROUP HOLDINGS LIMITED TO FORISE INTERNATIONAL LIMITED

1 INTRODUCTION

The Directors are convening an EGM to be held on 10 December 2015 at 10.00 a.m. to seek the approval of the Shareholders for the proposed change of name from "Great Group Holdings Limited" to "Forise International Limited".

The purpose of this Circular is to explain the reasons for, and to provide the Shareholders with, information relating to the proposed change of name of the Company to be tabled at the EGM and to seek Shareholders' approval for the resolution relating to the same. The Notice of the EGM is set out on pages 9 and 10 of this Circular.

The SGX-ST assumes no responsibility for the correctness of any statements made or reports contained or opinions expressed in this Circular.

This Circular has been prepared solely for the purpose set out herein and may not be relied upon by any persons (other than the Shareholders) or for any other purpose.

2 THE PROPOSED CHANGE OF NAME

2.1 Rationale

The Board is of the view that the Proposed Change of Name will better reflect the Company's profile, business activities and business direction.

The Company intends to diversify into other new business segments, if and when opportunities arise, from its principal business of design, marketing, distribution, wholesale, export, trading, financing and manufacturing of undergarments for men and women, apparel for infants and children. The Proposed Change of Name more appropriately reflects

this intention and represents an important signal that the Board and the Company wishes to send to the wider market. Accordingly, the Board recommends that the Company's name be changed to "Forise International Limited".

The Board is aware that Shareholders' approval will be required to be sought in the event there is a change in the Group's risk profile arising from any acquisitions and joint ventures undertaken by the Company in other new business segments. In such event, the Company will take the necessary actions and obtain Shareholders' prior approval for, *inter alia*, the diversification into new businesses, before proceeding.

The Proposed Change of Name will not affect any of the Shareholders' rights or the Group's daily business operations and financial standing.

2.2 Approvals

The Proposed Change of Name will be proposed as a special resolution and is subject to Shareholders' approval at the EGM.

Meanwhile, approval has been obtained from ACRA for the reservation of the proposed change of name of the Company to "Forise International Limited". Such reservation is valid until 27 January 2016 and will be extended further upon its expiry.

Upon receipt of Shareholders' approval, and subject to registration by ACRA, the Company shall change its name to "Forise International Limited" with effect from the issue of the Certificate of Incorporation on Change of Name of Company and the name "Forise International Limited" shall be substituted for "Great Group Holdings Limited", wherever the latter name appears in the Company's Memorandum and Articles of Association.

2.3 Existing share certificates

Shareholders should note that notwithstanding the change of the Company's name, the Company will not recall existing share certificates bearing the current name of the Company which will continue to be *prima facie* evidence of legal title. No further action is required on the part of Shareholders.

2.4 Existing performance share scheme

The name of the existing performance share scheme shall be renamed from the "Great Group Performance Share Scheme" to the "Forise Performance Share Scheme" upon the change of the Company's name.

2.5 Existing Memorandum and Articles of Association.

Upon the change of the name of the Company to "Forise International Limited", the name "Forise International Limited" shall be substituted for "Great Group Holdings Limited" wherever the latter name appears in the Memorandum and Articles of Association of the Company.

3 INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

3.1 The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date, as recorded in the Register of Directors' Shareholdings and the Register of Substantial Shareholders' Shareholdings of the Company, as maintained under the provision of the Companies Act are set out below:

Interests in Shares

Directors	Direct Interest		Deemed Interest		Total Shareholding of Shares	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Directors						
Wang Xin[(1)]	–	–	1,130,500,000	53.08	1,130,500,000	53.08
Weng Wenwei[(2)]	61,500,000	2.89	260,000,000	12.21	321,500,000	15.1
Substantial Shareholders						
Forise Capital Group Limited	1,130,500,000	53.08	–	–	1,130,500,000	53.08
Forise Global Holdings Limited[(1)]	–	–	1,130,500,000	53.08	1,130,500,000	53.08

Notes:

(1) Forise Group Holdings Limited is deemed to be interested in the 1,130,500,000 shares held by Forise Capital Group Limited by virtue of its interest in 100% of the shares of Forise Capital Group Limited. Wang Xin is also deemed to be interested in the 1,130,500,000 shares held by Forise Capital Group Limited by virtue of his interest in 100% of the shares of Forise Global Holdings Limited.

(2) Weng Wenwei is deemed to be interested in the (i) 100,000,000 shares held by G&W Investment Management Co., Ltd ("**G&W**") by virtue of his interest in 100% of the shares of G&W; (ii) 80,000,000 Shares held by Orient Glory Ventures Limited ("**Orient Glory**"), by virtue of his interest in 100% of the shares of Orient Glory; and (iii) 80,000,000 Shares held by Oriental Charms Holdings Limited ("**Oriental Charms**"), by virtue of his interest in 100% of the shares of Oriental Charms.

3.2 None of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Change of Name (other than through their respective shareholdings in the Company).

4 EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 9 and 10 of this Circular, will be held at 4 Shenton Way, SGX Centre 2 #17-01, Singapore 068807 on 10 December 2015 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolutions set out in the Notice of EGM on pages 9 and 10 of this Circular.

If you are a Depositor, you shall not be entitled to attend and vote at the EGM unless you are shown to have Shares entered against your name in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by CDP to the Company.

5 ACTION TO BE TAKEN BY SHAREHOLDERS

5.1 Lodgement of Proxies

Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote on their behalf should complete, sign and return the attached Proxy Form in accordance with the instructions printed thereon and as soon as possible and, in any event, so as to arrive at the registered office of the Company at 80 Raffles Place #11-20 UOB Plaza 2 Singapore 048624 not less than 48 hours before the time appointed for holding the EGM.

The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM if he subsequently so wishes to do so, in place of his proxy. CPF investors may wish to check with their CPF Approved Nominees on the procedure and deadline for the submission of their written instructions to their CPF Approved Nominees to vote on their behalf.

5.2 Depositors

A depositor shall not be regarded as Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP as at 48 hours before the EGM.

6 MATERIAL LITIGATION

As at the Latest Practicable Date, there is no legal or arbitration proceeding pending or threatened against any member of the Group which may have a significant effect on the financial position of the Company and the Group taken as a whole.

7 DIRECTORS' RECOMMENDATIONS

Having considered the rationale and benefits of the Proposed Change of Name, the Directors are of the opinion that the Proposed Change of Name to "Forise International Limited" is in the interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the Special Resolution in respect of the Proposed Change of Name to be proposed at the EGM.

8 DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Name, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available resources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from these sources and/or reproduced in this Circular in its proper form and context.

9 DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 80 Raffles Place #11-20 UOB Plaza 2 Singapore 048624 during normal business hours from the date of this Circular up to and including the date of the EGM:

(a) the Memorandum and Articles of Association of the Company; and

(b) the approval of ACRA for the Company's application for reservation of the name "Forise International Limited", and the approval of ACRA for the Company's application for extension of the validity of the period for such name reservation.

Yours faithfully,
For and on behalf of the Board

Peng Weile
Executive Director
GREAT GROUP HOLDINGS LIMITED

GREAT GROUP HOLDINGS LIMITED

(Company Registration No. 200804077W)
(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of **GREAT GROUP HOLDINGS LIMITED** (the "**Company**") will be held at 4 Shenton Way, SGX Centre 2 #17-01, Singapore 068807 on 10 December 2015 at 10.00 a.m. for the purpose of considering, and if thought fit, passing, with or without modifications, the following resolutions:

AS SPECIAL RESOLUTION

THE PROPOSED CHANGE OF NAME OF THE COMPANY FROM GREAT GROUP HOLDINGS LIMITED TO FORISE INTERNATIONAL LIMITED

THAT:

(a) the name of the Company be changed from "Great Group Holdings Limited" to "Forise International Limited" and that the name "Forise International Limited" be substituted for "Great Group Holdings Limited" whenever the latter name appears in the Memorandum and Articles of Association of the Company; and

(b) the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider necessary, desirable or expedient to give effect to this resolution as they or he may deem fit.

All capitalised terms used in this Notice which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's Circular to Shareholders dated 18 November 2015 (including supplements and modifications thereto).

BY ORDER OF THE BOARD

GREAT GROUP HOLDINGS LIMITED
Peng Weile
Executive Director

Singapore
18 November 2015

Notes:

(1) A member of the Company entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorized officer or attorney.

(2) The instrument or form appointing a proxy, duly executed, must be deposited at the registered office of the Company at 80 Raffles Place #11-20 UOB Plaza 2, Singapore 048624 not less than 48 hours before the time appointed for holding the Extraordinary General Meeting in order for the proxy to be entitled to attend and vote at the Extraordinary General Meeting.

(3) A member of the Company, which is a corporation, is entitled to appoint its authorized representative or proxy to vote on its behalf. A proxy need not be a member of the Company

(4) PERSONAL DATA PRIVACY By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

PROXY FORM

GREAT GROUP HOLDINGS LIMITED
(Company Registration No. 200804077W)
(Incorporated in the Republic of Singapore)

IMPORTANT

1 For investors who have used their CPF monies to buy the Company's shares, this Circular is sent to them at the request of their CPF Approved Nominees solely FOR INFORMATION ONLY.

2 This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We _____ (Name)

of _____ (Address)

being a *member/members of **GREAT GROUP HOLDINGS LIMITED** (the "**Company**") hereby appoint:

Name	Address	*NRIC/Passport No.	Proportion of Shareholdings (%)

*and/or

Name	Address	*NRIC/Passport No.	Proportion of Shareholdings (%)

or failing *him/her/them, the Chairman of the Extraordinary General Meeting of the Company as *my/our *proxy/proxies to vote for *me/us on *my/our behalf at the Extraordinary General Meeting of the Company to be held at 4 Shenton Way, SGX Centre 2 #17-01, Singapore 068807 on 10 December 2015 at 10.00 a.m. and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against the Resolutions to be proposed at the Extraordinary General Meeting as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Extraordinary General Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her discretion. All resolutions put to the vote at the Extraordinary General Meeting shall be decided by way of poll.

* Please delete accordingly

(Please indicate your vote "For" or "Against" with a "X" within the box provided. Otherwise please indicate the number of votes)

	For	Against
Special Resolution To approve the proposed change of name of the Company to "Forise International Limited"		

All capitalised terms used in this Proxy Form which are not defined herein shall unless the context otherwise requires have the same meanings ascribed to them in the Company's Circular to Shareholders dated 18 November 2015 (including supplements and modifications thereto).

Dated this _____ day of _____ 2015.

Total No. of Shares	No. of Shares
In CDP Register	
In Register of Members	

_____
Signature(s) of Member(s)/Common Seal

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

PROXY FORM

Notes:

1 Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 130A of the Companies Act (Chapter 50) of Singapore, you should insert that number. If you have shares registered in your name in the Register of Members of the Company, you should insert that number. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.

2 A member entitled to attend and vote at a meeting of the Company is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.

3 The instrument appointing a proxy or proxies must be deposited at the Company's registered office at 80 Raffles Place #11-20 UOB Plaza 2 Singapore 048624 not less than 48 hours before the time appointed for the meeting.

4 Where a member appoints two (2) proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as a percentage of the whole) to be represented by each proxy.

5 The instrument appointing a proxy or proxies must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or under the hand of its attorney or a duly authorised officer.

6 Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

7 A corporation that is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act (Chapter 50) of Singapore.

8 The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares against his name in the Depository Register as at 48 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

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