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大中華實業控股有限公司*

GREATER CHINA HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 431)

**AMENDMENT TO THE PROVISIONAL AGREEMENT
AND
DELAY IN DESPATCH OF CIRCULAR**

On 28 December 2006, the Grantor and the Purchaser agreed that the deadline for exercise of the Option by the Purchaser by service of the Option Notice on the Grantor pursuant to the Provisional Agreement shall be extended for a period of 14 days from the original date on 5 January 2007 to 19 January 2007.

The Company announces that the despatch of the Circular will be postponed to on or before 31 January 2007 since the Company requires additional time for the auditors to carry out certain audit procedures for completion of the accountants' report of the Group which is required for inclusion in the Circular. The Company has applied to the Stock Exchange for a waiver from the strict compliance with Rule 14.38 of the Listing Rules by extending the deadline for the despatch of the Circular to 31 January 2007.

Reference is made to the announcement of the Company dated 19 December 2006 (the "Announcement") in respect of the very substantial disposal transaction of the Company. Terms used herein shall have the same meanings as those defined in the Announcement unless the context requires otherwise.

Pursuant to the Provisional Agreement, the Grantor agreed to grant the Option to the Purchaser or its nominee to purchase the Relevant Shares at the Consideration with the same payment terms as those for sale of the Property. The Option shall be exercisable only once by the Purchaser by delivery to the Grantor of the Option Notice at any time during the period within twenty one (21) days after the date of the Provisional Agreement (i.e. 5 January 2007). On 28 December 2006, the Grantor and the Purchaser agreed that the deadline for exercise of the Option by the Purchaser by service of the Option Notice on the Grantor pursuant to the Provisional Agreement shall be extended for a period of 14 days from the original date on 5 January 2007 to 19 January 2007.

Pursuant to Rule 14.38 of the Listing Rules, the Company is required to despatch a circular in relation to the very substantial disposal transaction of the Company (the “Circular”) to the Shareholders within 21 days after the publication of the Announcement, which is on or before 10 January 2007. Since the Company requires additional time for the auditors to carry out certain audit procedures for completion of the accountants’ report of the Group which is required for inclusion in the Circular, the Company has applied to the Stock Exchange for a waiver from the strict compliance with Rule 14.38 of the Listing Rules by extending the deadline for the despatch of the Circular to 31 January 2007.

By order of the board of
Greater China Holdings Limited
Ma Xiaoling
Chairman

Hong Kong, 2 January 2007

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 and Hong Kong Economic Times.*