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(Stock Code: 431)

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

**MAJOR TRANSACTION
DISPOSAL OF ENTIRE ISSUED SHARE CAPITAL OF
KEYCHARM INVESTMENTS LIMITED AND
TOOBRIGHT LIMITED**

Reference is made to the announcement of Greater China Holdings Limited (the “**Company**”) dated 6 January 2015 (the “**Announcement**”) in relation to a major transaction of the Company regarding the entering into the Framework Agreement in relation to the disposal of the entire interest of Keycharm and Toobright. Unless otherwise stated herein, capitalised terms used herein shall have the same meanings as those defined in the Announcement.

Pursuant to the Framework Agreement, within 10 Business Days from the date of the Framework Agreement, the relevant parties shall enter into the Keycharm Agreement and the Toobright Agreement. Further to the Announcement, the Company is pleased to announce that on 14 January 2015 (after trading hours), (i) Profit Capital as vendor, Purchaser A as purchaser and the Company entered into the Keycharm Agreement for the sale and purchase of the 100% issued share capital of Keycharm at a cash consideration of RMB117,422,700 (approximately HK\$146,778,000); and (ii) the Company as vendor, Purchaser B as purchaser and Purchaser A entered into the Toobright Agreement for the sale and purchase of the 100% issued share capital of Toobright at a cash consideration of RMB19,577,300 (approximately HK\$24,472,000). Details of the Keycharm Agreement and the Toobright Agreement are set out in the Announcement.

As one or more of the applicable percentage ratios in respect of the Disposals is more than 25% but less than 75%, the Disposals constitute a major transaction of the Company and is subject to the notification, announcement and Shareholders’ approval requirements under Chapter 14 of the Listing Rules. As no Shareholder has any material interest in the Disposals which is different from that of other Shareholders, none of the Shareholders is required to abstain from voting at the SGM for approving the Framework Agreement, the Keycharm Agreement, the Toobright Agreement and the transactions contemplated thereunder. A circular containing, inter alia, details of the Disposals together with a notice of the SGM will be despatched to the Shareholders on or before 27 January 2015.

By Order of the Board
Greater China Holdings Limited
Ma Xiaoling
Chairperson

Hong Kong, 14 January 2015

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

* For identification purposes only