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## COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

Placing agent



### COMPLETION OF PLACING OF NEW SHARES UNDER GENERAL MANDATE

The Board is pleased to announce that as all the conditions of the Placing Agreement have been fulfilled, Completion took place on 27 January 2015, and 59,600,000 Placing Shares were allotted and issued to not less than six Places at the Placing Price of HK\$2.00 per Placing Share pursuant to the terms and conditions of the Placing Agreement.

Reference is made to the announcement dated 9 January 2015 (the “**Announcement**”) of Greater China Holdings Limited (the “**Company**”) in relation to the placing of new shares of the Company. Unless otherwise specified, terms used herein shall have the same meanings as defined in the Announcement.

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The aggregate net proceeds of the Placing (after deducting the expenses incurred in the Placing), are approximately HK\$117 million, representing a net issue price of approximately HK\$1.96 per Placing Share. The Company intends to apply approximately 65% of the net proceeds from the Placing for the expansion of the pawnshop business and approximately 35% of the net proceeds for general working capital and other potential investments.

\* For identification purposes only

The Placing Shares represent approximately 19.88% of the issued share capital of the Company immediately before Completion and approximately 16.58% of the issued share capital of the Company immediately after Completion as enlarged by the Subscription Shares.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiry, the Placees (and their respective ultimate beneficial owners) are not connected person(s) of the Company and are third parties independent of and not connected with the Company and its connected persons or any of their respective associates. None of the Placees has become a substantial Shareholder (as defined in the Listing Rules) immediately after Completion.

## EFFECT ON SHAREHOLDING OF THE PLACING

The shareholding structure of the Company before and after Completion, are as follows:

	Immediately before Completion		Immediately after Completion	
	<i>No. of Shares</i>	<i>Approximate per cent.</i>	<i>No. of Shares</i>	<i>Approximate per cent.</i>
Ms. Ma Xiaoling ( <i>Note 1</i> )	120,212,256	40.09%	120,212,256	33.44%
<b>Public Shareholders</b>				
Placees	–	–	59,600,000	16.58%
Other public Shareholders	179,634,858	59.91%	179,634,858	49.98%
<b>Total</b>	<u>299,847,114</u>	<u>100.00%</u>	<u>359,447,114</u>	<u>100.00%</u>

*Note 1:* Ms. Ma Xiaoling is the beneficial owner of the entire issued share capital of Keenlead Holdings Limited, which owned 120,212,256 Shares.

*Note 2:* As at the date of this announcement, Mr. Joseph Shie Jay Lang (“**Mr. Lang**”), which is a non-executive Director, is the beneficial owner of the entire issued share capital of Rosy Start Investments Limited (“**Rosy Start**”), Equity Partner Holdings Limited (“**Equity Partner**”) and Century Best Holdings Limited (“**Century Best**”). Rosy Start, Equity Partner and Century Best and are taken to be interested in 40%, 15% and 39% of the convertible notes (“**Convertible Notes**”) to be issued by the Company which may be adjusted to a maximum principal amount of HK\$180,000,000 and which may be converted into 60,000,000 Shares, 22,500,000 Shares and 58,500,000 Shares, respectively according to the sale and purchase agreement dated 20 November 2014 between Rosy Start, Equity Partner, Century Best and Asiabiz Capital Investment Limited as vendors, Mr. Lang as vendors' guarantor and the Company as purchaser in respect of the acquisition of the entire issued share capital of Oriental Credit Holdings Limited. Mr. Lang is therefore taken to be interested in an aggregate of 141,000,000 Shares through Rosy Start, Equity Partner and Century Best.

As the Convertible Notes are subject to the put option, Rosy Start, Equity Partner and Century Best are taken to have a short position of 60,000,000 Shares, 22,500,000 Shares and 58,500,000 Shares respectively in the Company. Mr. Lang is therefore taken to have a short position of 141,000,000 Shares in the Company through Rosy Start, Equity Partner and Century Best.

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

Hong Kong, 27 January 2015

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