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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)

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

PLACING OF EXISTING SHARES BY THE SUBSTANTIAL SHAREHOLDER

This announcement is made by Greater China Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09(2)(a) of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited and the inside information provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

PLACING OF EXISTING SHARES BY THE SUBSTANTIAL SHAREHOLDER

The Company has been informed by Keenlead Holdings Limited (the “**Vendor**”), a company beneficially owned by Ms. Ma Xiaoling (chairperson and an executive director of the Company) and a substantial shareholder of the Company, that on 20 August 2015 (after trading hours), the Vendor entered into a placing agreement (the “**Placing Agreement**”) with Orient Securities (Hong Kong) Limited (the “**Placing Agent**”) under which the Placing Agent was appointed to procure placees, on a best effort basis, to purchase for up to 80,000,000 shares (“**Share(s)**”) of the Company (representing approximately 18.55% of the existing issued share capital of the Company) at a placing price of HK\$3.0 per Share, subject to the terms and conditions of the Placing Agreement (the “**Placing**”).

It is expected completion of the Placing Agreement (the “**Completion**”) will take place on or around 25 August 2015. Further announcement will be made by the Company upon Completion.

* For identification purposes only

SHAREHOLDING STRUCTURE OF THE COMPANY

As at the date of this announcement, the Vendor held 120,212,256 Shares, representing 27.87% of the issued share capital of the Company. The shareholding structure of the Company before and after Completion, are as follows:

	As at the date of this announcement		Immediately after Completion (Note)	
	<i>No. of Shares</i>	<i>Approximate per cent.</i>	<i>No. of Shares</i>	<i>Approximate per cent.</i>
The Vendor	120,212,256	27.87	40,212,256	9.32
Long Tu Limited	71,800,000	16.65	71,800,000	16.65
Public Shareholders:				
Places	–	–	80,000,000	18.55
Other public Shareholders	239,234,858	55.48	239,234,858	55.48
Total	431,247,114	100.00	431,247,114	100.00

Note: Assuming no other issue of new Shares and no repurchase of existing Shares before Completion and the Placing Agent has placed a total of 80,000,000 Shares.

The Company considers that the Placing will broaden the shareholder base of the Company and enhance the liquidity of the Shares. The Board does not expect the Placing to have any impact on the business or operations of the Group.

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

Hong Kong, 20 August 2015

As at the date of this announcement, the Board comprises Ms. Ma Xiaoling, Ms. Chan Siu Mun and Mr. Shao Yonghua as executive Directors, Mr. Joseph Shie Jay Lang and Mr. Chen Ningdi as non-executive Directors; and Mr. Jin Bingrong, Mr. Lin Rwei-min and Mr. Kwan Kei Chor as independent non-executive Directors.