



香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Greater China Financial Holdings Limited
(Formerly known as Greater China Holdings Limited)

Date Submitted 05/01/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00431</u> Description : <u>G CHINA FIN</u>			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	<u>421,978,000,000</u>	<u>0.005</u>	<u>2,109,890,000.00</u>
Increase/ (decrease)	<u>1,687,912,000,000</u> (See Remark 1)		<u>N/A</u>
Balance at close of the month	<u>2,109,890,000,000</u>	<u>0.001</u>	<u>2,109,890,000.00</u>
(2) Stock code : <u>N/A</u> Description : <u>N/A</u>			
	No. of ordinary shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/ (decrease)	_____	_____	_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of preference shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>22,000,000</u>	<u>0.005</u>	<u>110,000.00</u>
Increase/ (decrease) during the month	<u>88,000,000 (See Remark 1)</u>		<u>N/A</u>
Balance at close of the month	<u>110,000,000</u>	<u>0.001</u>	<u>110,000.00</u>

3. Other Classes of Shares

Stock code :	<u>N/A</u>	Description :	<u>N/A</u>
	No. of other classes of shares	Par value (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

Total authorised share capital at the end of the month: HK\$2,110,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>646,870,671</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>2,587,482,684</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>3,234,353,355</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. Exercise Price: <u>HK\$0.92</u> (See Remark 2) (20/06 /2011)						
<u>Ordinary shares</u> (Note 1)	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>90,000,000</u> (See Remark 2)
2. Exercise Price: <u>HK\$</u> (/ /) shares (Note 1)						
3. Exercise Price: <u>HK\$</u> (/ /) shares (Note 1)						
4. Exercise Price: <u>HK\$</u> (/ /) shares (Note 1)						
			Total A. (Ordinary shares)		<u>N/A</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)						<u>N/A</u>

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. _____ _____ (/ /)	N/A	N/A	N/A	N/A	N/A	N/A
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
2. _____ _____ (/ /)						
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
3. _____ _____ (/ /)						
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
4. _____ _____ (/ /)						
Stock code (if listed) _____ Class of shares issuable (<i>Note 1</i>) _____ Subscription price _____ EGM approval date (if applicable) (dd/mm/yyyy) _____ (/ /)						
				Total B. (Ordinary shares) _____		
				(Preference shares) _____		
				(Other class) _____		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. On 20th November 2014 after trading hours, the Company, the Vendors and the Vendors Guarantor entered into the Sale and Purchase Agreement. The Company had conditionally agreed to acquire the Sales Shares and the initial Consideration shall be satisfied by way of issue of the Convertible Notes in the aggregate principal amount of HK\$150 million.</p> <p>The initial Consideration is subject to adjustments on the basis of the Performance Targets as set out in the Sale and Purchase Agreement and may be adjusted upward to a maximum of HK\$180 million, which shall be satisfied by the Company by way of issue of the Convertible Notes with aggregate principal amount of up to HK\$180 million.</p> <p>Upon full conversion of the said balance of HK\$94,598,231.81 Convertible Notes, a total of 394,159,305 Conversion Shares may be issued under the adjusted Conversion Price of HK\$0.24 as result of the Share Subdivision. For more details, please refer to the Company's announcements Dated 20 November 2014, 3 June 2015 and 23 December 2015 and the circular dated 24 December 2014.</p> <p>(16/01/2015)</p> <p>Ordinary shares (Note 1)</p>	N/A	394,159,305
<p>2. N/A</p> <p>(/ /)</p> <p>Ordinary shares (Note 1)</p>	N/A	N/A
<p>3. N/A</p> <p>(/ /)</p> <p>shares (Note 1)</p>		
<p>Total D. (Ordinary shares)</p>	N/A	
<p>(Preference shares)</p>	N/A	
<p>(Other class)</p>	N/A	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. Rights issue	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
2. Open offer	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
3. Placing	At price : State currency _____	Class of shares issuable (<i>Note 1</i>) _____	Issue and allotment date : (dd/mm/yyyy) (/ /) AGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
4. Bonus issue		Class of shares issuable (<i>Note 1</i>) _____	Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>

Type of Issue			No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5. Scrip dividend	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
6. Repurchase of shares		Class of shares _____ repurchased (<i>Note 1</i>) Cancellation date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
7. Redemption of shares		Class of shares _____ redeemed (<i>Note 1</i>) Redemption date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>
8. Consideration share	At price : State currency _____	Class of shares _____ issuable (<i>Note 1</i>) Issue and allotment date : (/ /) (dd/mm/yyyy) EGM approval date: (/ /) (dd/mm/yyyy)	<u>N/A</u>	<u>N/A</u>

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (<i>Note 1</i>) <u>Ordinary</u> Issue and allotment date : (dd/mm/yyyy) (28/12/2015) SGM approval date: (dd/mm/yyyy) (23/12/2015)	<u>2,587,482,684</u>	<u>N/A</u>
10. Other (Please specify)	At price : State currency _____ Class of shares issuable (<i>Note 1</i>) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	<u>N/A</u>	<u>N/A</u>
Total E.		(Ordinary shares) <u>2,587,482,684</u>	(Preference shares) <u>N/A</u>
		(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1) <u>2,587,482,684</u>
	(2) <u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):	<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):	<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>	

Remarks (if any):

(1) An ordinary resolution for the Share Subdivision was passed at the Special General Meeting of the Company held on 23 December 2015, with effect from 28 December 2015, each existing issued and unissued share and preference share with a par value of HK\$0.005 is divided into 5 subdivided shares and 5 subdivided preference shares with a par value of HK\$0.001 respectively.

(2) Upon the Share Subdivision becoming effective, the exercise price and the number of shares to be allotted and issued upon exercise of the subscription rights attaching to the option granted under the share option scheme adopted on 20 June 2011 will be adjusted accordingly.

(3) Upon the Share Subdivision becoming effective, the conversion price and the number of conversion shares falling to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Notes have been adjusted accordingly.

Submitted by: Tricor Tengis Limited

Title: Hong Kong Branch Share Registrar
(Director, Secretary or other duly authorised officer)

Notes :

1. *State the class of shares (e.g. ordinary, preference or other).*
2. *If there is insufficient space, please append the prescribed continuation sheet.*