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大中華金融控股有限公司

GREATER CHINA FINANCIAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 431)

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

**THE SECOND SUPPLEMENTAL AGREEMENT TO
THE SALE AND PURCHASE AGREEMENT
IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE CAPITAL OF
ORIENTAL CREDIT HOLDINGS LIMITED INVOLVING
AMENDMENTS TO THE TERMS OF THE CONVERTIBLE NOTES**

DELAY IN DESPATCH OF CIRCULAR

Reference is made to the announcement of Greater China Financial Holdings Limited (the “**Company**”) dated 8 January 2016 in relation to, among other things, the Second Supplemental Agreement to the Sale and Purchase Agreement (as amended by the first supplemental agreement dated 3 June 2015) in relation to the acquisition of the entire issued share capital of Oriental Credit Holdings Limited (the “**Announcement**”). Unless defined otherwise, terms used in this announcement shall have the same meaning as those defined in the Announcement.

As mentioned in the Announcement, it was expected that the circular (the “**Circular**”) containing, among other things, further details of the Second Supplemental Agreement, a letter of advice from the Independent Board Committee to the Shareholders, a letter of advice from the independent financial adviser to the Independent Board Committee and the Shareholders in relation to the Second Supplemental Agreement and the transactions contemplated thereunder, together with a notice convening the SGM, would be despatched to the Shareholders on or before 1 February 2016. As additional time is required for the Company to finalise certain information in the Circular, it is expected that the despatch of the Circular will be delayed to a date on or before 5 February 2016.

By Order of the Board
Greater China Financial Holdings Limited
Shao Yonghua
Chairman

Hong Kong, 1 February 2016

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