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

**DISCLOSEABLE TRANSACTION REGARDING ACQUISITION  
OF ENTIRE ISSUED SHARE CAPITAL OF  
ACCESS CHINA GROUP LIMITED  
INVOLVING ISSUE OF CONSIDERATION SHARES  
UNDER GENERAL MANDATE**

**THE ACQUISITION**

The Board is pleased to announce that on 14 December 2016 (after trading hours of the Stock Exchange), the Company, entered into the Acquisition Agreement with the Vendor and the Guarantor, pursuant to which the Company has conditionally agreed to acquire, and the Vendor has conditionally agreed to sell the Sale Shares and the Sale Loan at the total Consideration of HK\$128,515,168 (subject to adjustment). The Sale Shares represent 100% of the issued share capital of the Target Company.

The total Consideration of HK\$128,515,168, subject to adjustment, shall be paid and satisfied by the Company in the following manner:

- (i) as to HK\$68,515,168 payable upon Completion, in which, HK\$20,000,000 shall be settled in cash and HK\$48,515,168 shall be settled by way of allotment and issue of total of 194,060,671 Consideration Shares to the Vendor at the Issue Price of HK\$0.25 per Share;
- (ii) as to HK\$30,000,000 (subject to adjustment) shall be settled in cash upon the 10th Business Day after the issue of 2016 Audited FS;
- (iii) as to HK\$20,000,000 (subject to adjustment) shall be settled in cash upon the 10th Business Day after the issue of 2017 Audited FS; and
- (iv) as to the remaining balance of HK\$10,000,000 (subject to adjustment) shall be settled in cash upon the 10th Business Day after the issue of 2018 Audited FS.

The original share certificates of the Consideration Shares shall be kept in the possession of the Company's designated escrow agent upon Completion and shall be released to the Vendor in the following manner:

- (i) 32,343,445 Shares of the Consideration Shares shall be released to the Vendor upon the 10th Business Day upon issue of 2016 Audited FS;
- (ii) 64,686,890 Shares of the Consideration Shares shall be released to the Vendor upon the 10th Business Day upon issue of 2017 Audited FS; and
- (iii) 97,030,336 Shares of the Consideration Shares shall be released to the Vendor upon the 10th Business Day upon issue of 2018 Audited FS.

The Consideration Shares, when issued, would represent (i) approximately 4.64% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 4.43% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares. The Consideration Shares will be issued under the General Mandate.

Upon Completion, the Target Company will become a wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the accounts of the Group.

#### **THE LISTING RULES IMPLICATIONS**

As certain of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Acquisition exceed 5% but are less than 25%, the Acquisition constitutes a disclosable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

**As the Acquisition is subject to the fulfilment or waiver (as the case may be) of the Conditions as set out in the Acquisition Agreement and the transactions contemplated thereunder may or may not proceed to completion, Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.**

#### **INTRODUCTION**

The Board is pleased to announce that on 14 December 2016 (after trading hours of the Stock Exchange), the Company, entered into the Acquisition Agreement with the Vendor and the Guarantor, pursuant to which the Company has conditionally agreed to acquire and the Vendor has conditionally agreed to sell the Sale Shares and the Sale Loan at the total Consideration of HK\$128,515,168 (subject to adjustment). The Sale Shares represent 100% of the issued share capital of the Target Company.

## THE ACQUISITION AGREEMENT

The principal terms of the Acquisition Agreement are set out as follows:

Date: 14 December 2016 (after trading hours of the Stock Exchange)

Parties: (i) Purchaser: the Company;  
(ii) Vendor: Heroic Fiction International Limited; and  
(iii) Guarantor: Chong Kwok Wing, the ultimate shareholder of the Vendor

To the best knowledge, information and belief of the Directors, having made all reasonable enquiries, the Vendor and the Guarantor are Independent Third Parties of the Company and its connected persons.

### Assets to be acquired

Pursuant to the Acquisition Agreement, the assets to be acquired by the Company are the Sale Shares and the Sale Loan. The Sale Shares represent the entire issued share capital of the Target Company, which are beneficially owned as to 100% by the Vendor. The Sale Loan represents the shareholder's loan owing by the Target Group to the Vendor at Completion. As at the date of the Acquisition Agreement, the Sale Loan amounted to approximately HK\$1,626,074.

### Consideration and payment terms

The Consideration for the Sale Shares and the Sale Loan shall be, subject to the adjustment mechanism set out in the section headed "Profit Guarantee and the adjustment mechanism to the Consideration" below, an aggregate sum of HK\$128,515,168, which shall be paid and satisfied by the Company in following manner:

- (i) as to HK\$68,515,168 payable upon Completion, in which, HK\$20,000,000 shall be settled in cash and HK\$48,515,168 shall be settled by way of allotment and issue of a total of 194,060,671 Consideration Shares to the Vendor at the Issue Price of HK\$0.25 per Share;
- (ii) as to HK\$30,000,000 (subject to adjustment) shall be settled in cash upon the 10th Business Day after the issue of 2016 Audited FS;
- (iii) as to HK\$20,000,000 (subject to adjustment) shall be settled in cash upon the 10th Business Day after the issue of 2017 Audited FS; and
- (iv) as to the remaining balance of HK\$10,000,000 (subject to adjustment) shall be settled in cash upon the 10th Business Day after the issue of 2018 Audited FS.

The cash consideration of HK\$80 million will be financed by the internal resources of the Group.

The Consideration was determined after arm's length negotiations between the parties to the Acquisition Agreement. Having considered (i) the Profit Guarantee and the adjustment mechanism to the Consideration as elaborated below (details set out in the section below "Profit Guarantee and the adjustment mechanism to the Consideration"); (ii) the business development and prospects of the Target Group in the medium to long term; and (iii) other reasons and benefits of the Acquisition as stated under the section headed "Reasons for and benefits of the Acquisition" below, the Directors (including the independent non-executive Directors) consider that the Consideration is fair and reasonable and the terms and conditions of the Acquisition Agreement are fair and reasonable.

### **Profit Guarantee and the adjustment mechanism to the Consideration**

The Vendor irrevocably and unconditionally warrants and guarantees to the Company that the consolidated net profit after tax of the Target Group for the financial years ending 31 December 2016, 2017 and 2018 as stated in the 2016 Audited FS, 2017 Audited FS and 2018 Audited FS shall not be less than RMB10 million, RMB20 million and RMB30 million respectively.

In the event that the actual net profit after tax is less than the guaranteed profit in the respective financial year, the Vendor shall compensate the Company in accordance with the following formula:

**(i) For the year ended 31 December 2016**

$$\text{Compensation} = (\text{2016 Guaranteed Profit} - \text{2016 Audited Profit}) \times 1.2$$

**(ii) For the year ended 31 December 2017**

$$\text{Compensation} = (\text{2017 Guaranteed Profit} - \text{2017 Audited Profit}) \times 1.2$$

**(iii) For the year ended 31 December 2018**

$$\text{Compensation} = (\text{2018 Guaranteed Profit} - \text{2018 Audited Profit}) \times 1.2$$

In such event, the Company shall have the right to deduct the compensation from the respective cash considerations payable to the Vendor for financial years ending 31 December 2016, 2017 and 2018 (i.e. 2016: HK\$30 million, 2017: HK\$20 million; 2018:HK\$10 million). Should the cash considerations payable to the Vendor be insufficient to cover the compensation, the Company shall have the right to sell all or part of the Consideration Shares under escrow, the net proceeds from which shall be equal to the shortfall of the compensation, to the Independent Third Parties, in the securities market.

For avoidance of doubt, should the Target Group record an actual consolidated loss for any of the financial years ending 31 December 2016, 2017 and 2018, the amount shall be deemed as zero.

The consolidated financial statements of the Target Group for the financial years ending 31 December 2016, 2017 and 2018 shall be audited by the auditors of the Company in accordance with Hong Kong Standards on Auditing and the auditors of the Company shall, within the date falling 60 days after each of the year ending 31 December 2016, 2017 and 2018, issue the Audited FSs to verify the amount of the consolidated net profit after tax.

## **Conditions precedent**

Completion shall be conditional upon and subject to:

- (i) the Listing Committee of the Stock Exchange having granted approval for the listing of, and permission to deal in, the Consideration Shares;
- (ii) completion of disposal of 60% equity interest in Guangzhou Nuoli by Beijing Xinnuowei;
- (iii) completion of the due diligence exercise on the Target Group to the reasonable satisfaction of the Company; and
- (iv) none of the warranties made by the Vendor under and other provisions of the Acquisition Agreement having been breached in any material respect (or, if capable of being remedied, has not been remedied), or (in respect of any of the aforesaid warranties) is misleading or untrue in any material respect.

Save for condition (i) above, the Company may waive the above conditions at its discretion. If any of the conditions has not been fulfilled or waived in writing by the Company on or before the Long Stop Date, the Acquisition Agreement will terminate immediately thereafter and be of no further effect, and all the obligations and liabilities of the Company and the Vendor under the Acquisition Agreement will cease and determine (save for the rights of the Company and the Vendor to claim the other in respect of any antecedent breaches or any rights or remedies which shall have accrued prior to termination).

## **Guarantee**

The Guarantor unconditionally and irrevocably guarantees to the Company the due observance and performance by the Vendor of all the agreements, obligations, commitments and undertakings contained in the Acquisition Agreement and the warranties given or provided by the Vendor to the Company under the Acquisition Agreement are true, accurate and correct. The Guarantor also undertakes and agrees to indemnify the Company and keep the Company fully indemnified against all losses, costs, expenses and damage by reason of or in connection with any failure of the Vendor to perform any of the guaranteed obligations contained in the Acquisition Agreement or any breach of the warranties.

## **Completion**

Upon compliance with or fulfilment of all the conditions set out in the Acquisition Agreement, Completion shall take place at 4:00 p.m. on the Completion Date, or such date as the Vendor and the Company may agree in writing.

Upon Completion, the Target Company will become a wholly-owned subsidiary of the Company and the financial results of the Target Group will be consolidated into the accounts of the Group.

## THE CONSIDERATION SHARES

The 194,060,671 Consideration Shares, when issued, would represent (i) approximately 4.64% of the existing issued share capital of the Company as at the date of this announcement; and (ii) approximately 4.43% of the issued share capital of the Company as enlarged by the allotment and issue of the Consideration Shares. The original share certificates of the Consideration Shares shall be kept in the possession of the Company's designated escrow agent upon Completion and shall be released to the Vendor in the following manner:

- (i) 32,343,445 Shares of the Consideration Shares shall be released to the Vendor upon the 10th Business Day upon issue of 2016 Audited FS;
- (ii) 64,686,890 Shares of the Consideration Shares shall be released to the Vendor upon the 10th Business Day upon issue of 2017 Audited FS; and
- (iii) 97,030,336 Shares of the Consideration Shares shall be released to the Vendor upon the 10th Business Day upon issue of 2018 Audited FS.

The Consideration Shares not yet released to the Vendor shall not be sold or transferred by the Vendors.

The Issue Price of HK\$0.25 represents:

- (i) a premium of approximately 5.04% over the closing price of HK\$0.238 per Share as quoted on the Stock Exchange on the Last Trading Date;
- (ii) a premium of approximately 2.80% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last five (5) consecutive full trading days immediately prior to the Last Trading Date; and
- (iii) a premium of approximately 0.68% over the average of the closing prices of the Shares as quoted on the Stock Exchange for the last ten (10) consecutive full trading days immediately prior to the Last Trading Date.

The Issue Price was determined after arm's length negotiations between the Vendor and the Company with reference to the current market price of the Share. The Directors consider that the issue price of the Consideration Shares is fair and reasonable and on normal commercial terms.

The Company will apply to the Listing Committee of the Stock Exchange for the listing of, and permission to deal in the Consideration Shares. The Consideration Shares, when allotted and issued, will rank *pari passu* in all respects with the existing Shares in issue.

The Consideration Shares will be allotted and issued pursuant to the General Mandate. The number of Shares granted under the General Mandate is 646,870,671 Shares. As at the date of this announcement, 452,810,000 Shares have been issued under the General Mandate. Accordingly, the number of Shares can be issued under the General Mandate is 194,060,671 and is sufficient for the issue and allotment of the Consideration Shares and is not subject to the Shareholders' approval.

## EFFECTS ON SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge, information and belief, after having made all reasonable enquires, the existing shareholding structure of the Company as at the date of this announcement and the effect on the shareholding structure of the Company upon issue of the Consideration Shares (assuming there is no other change in the shareholding structure of the Company before the allotment and issue of the Consideration Shares) is set out as follows:

Shareholders	As at the date of this announcement		Immediately upon Completion and the allotment and issue of the Consideration Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Long Tu Limited ( <i>Note 1</i> )	538,500,000	12.86%	538,500,000	12.29%
Eternally Sunny Limited	452,810,000	10.82%	452,810,000	10.34%
<i>Public Shareholders</i>				
The Vendor	–	–	194,060,671	4.43%
Other public Shareholders	<u>3,194,843,613</u>	<u>76.32%</u>	<u>3,194,843,613</u>	<u>72.94%</u>
Total	<u>4,186,153,613</u>	<u>100.00%</u>	<u>4,380,214,284</u>	<u>100.00%</u>

*Note:*

1. Mr. Liu Kequan, an executive Director, holds 65.80% equity interest in Long Tu Limited. Accordingly, Mr. Liu Kequan is deemed to be interested in such 538,500,000 Shares held by Long Tu Limited.

## INFORMATION ON THE TARGET GROUP

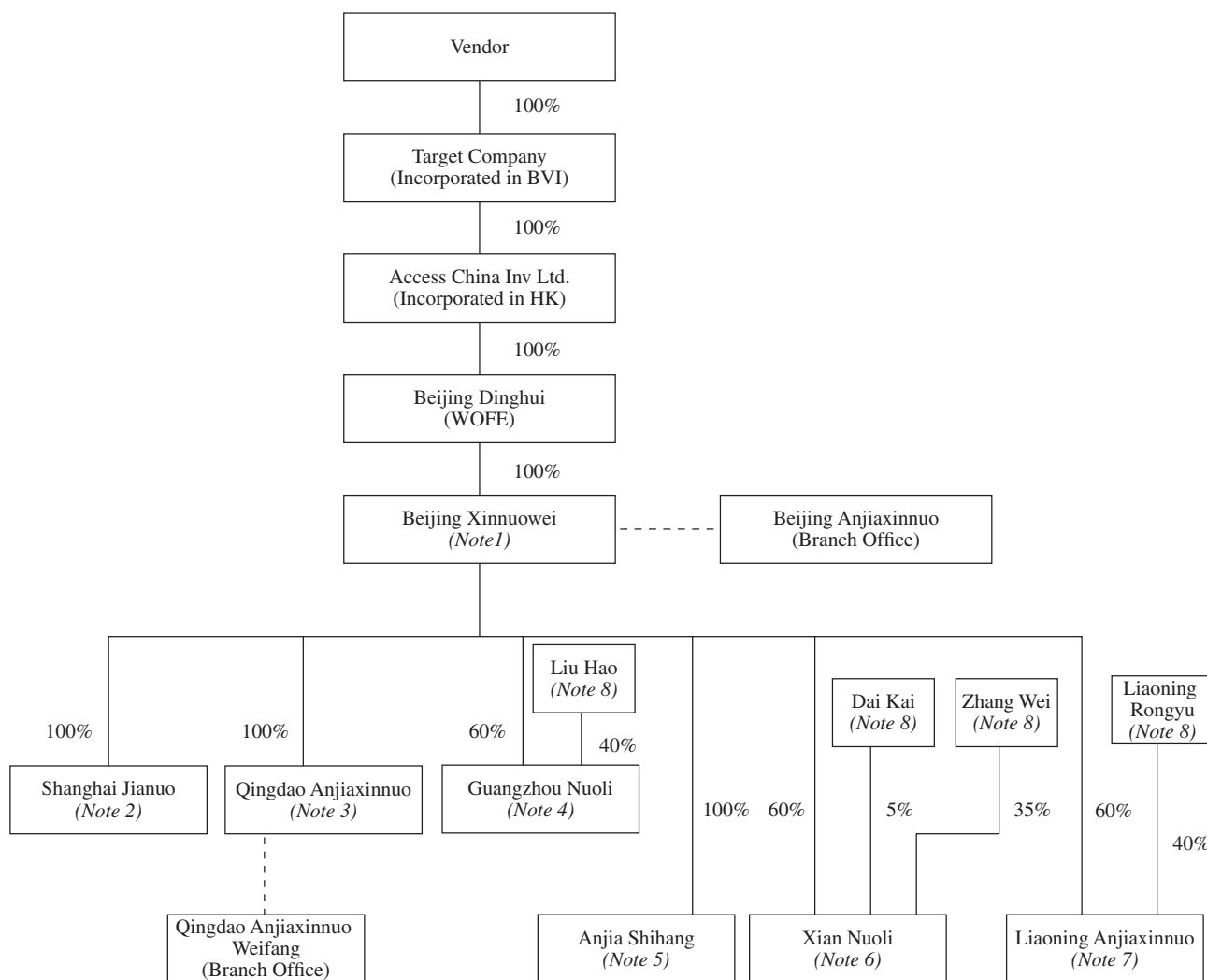
### Background and business of the Target Group

The Target Company is a company incorporated in the British Virgin Islands on the 26 August 2010 with limited liability. The Target Company has no business activity other than being an investment holding company of Access China Investment Limited, a company incorporated in Hong Kong.

The Target Group is principally engaged in the business of asset management and loan referral services in the PRC. The major operation of the Target Group is focusing on the provision of one-stop financing solution that links up car dealers, borrowers and various financing platform including loan referral services. The loan referral service provided by the Target Group involves linking up source of funding for the customers from various financial institutions, securities companies and online financial platforms, and services charge will be charged by the Target Group with reference to the financing amount applied by the customers.



The group chart of the Target Group as at the date of this announcement is set out as below:



*Note 1.* Beijing Xinnuowei – incorporated in the PRC, principally engaged in the business of asset management, management consultancy, real estate brokerage, business contract guarantee.

*Note 2.* Shanghai Jianuo – incorporated in the PRC, principally engaged in the business of investment, management consultancy and exhibition services.

*Note 3.* Qingdao Anjiaxinnuo – incorporated in the PRC, principally engaged in the business of asset management, economic information consultancy, management consultancy and real estate brokerage.

*Note 4.* Guangzhou Nuoli – incorporated in the PRC, principally engaged in the investment of company fund as well as provide asset management, supply chain management, business consultancy, credit guarantee and credit information management related businesses. Pursuant to the Acquisition Agreement, the disposal to 60% equity interest in Guangzhou Nuoli by Beijing Xinnuowei shall be completed before Completion.

*Note 5.* Anjia Shihang – incorporated in the PRC, principally engaged in the provision of factoring services.



*Note 6.* Xian Nuoli – incorporated in the PRC, principally engaged in the provision of management consultancy, business project management and project evaluation, real estate brokerage, internet platform development related businesses.

*Note 7.* Liaoning Anjiaxinnuo – incorporated in the PRC, principally engaged in the provision of asset management, investment consultancy, management consultancy related businesses.

*Note 8.* These parties are Independent Third Parties to the Company.

## Financial information of the Target Group

Set out below is the financial information of the Target Group based on its management accounts:

	<b>For the ten months ended 31 October 2016 (unaudited) RMB</b>	<b>For the year ended 31 December 2015 (unaudited) RMB</b>	<b>For the year ended 31 December 2014 (unaudited) RMB</b>
Revenue	19,120,952	21,976,486	45,462,001
Net profit/(net loss) before taxation	5,856,391	(14,492,542)	(2,488,361)
Net profit/(net loss) after taxation	<u>5,863,827</u>	<u>(14,492,542)</u>	<u>(2,611,710)</u>
		<b>As at 31 October 2016 (unaudited) RMB</b>	<b>As at 31 December 2015 (unaudited) RMB</b>
Net assets/(liabilities)		<u>1,344,339</u>	<u>(924,488)</u>

## REASONS FOR AND BENEFITS OF THE ACQUISITION

The Group is principally engaged in (i) investment holding; (ii) industrial property development; (iii) general trading; (iv) securities brokerage; (v) loan financing; (vi) insurance brokerage; and (vii) assets management.

The Directors consider that it is beneficial for the Group to seek suitable investment opportunities from time to time to diversify its revenue source by investing in businesses with growth potential and broaden its source of income. As stated in the interim report of the Company for the period ended 30 June 2016, the Group has been seeking for new business development opportunities especially in developing financial services related business.

As the Target Group mainly receives commission income from loan referral services, by linking up car dealers, borrowers and P2P financing platforms; and the costs structure of the business is relatively simple i.e. only sales/marketing expenses and commission cost to sales person, and with no history of default payment by customers of the Target Group, it is of the view of the Directors that the Target Group has relatively low business risk.

The Target Group is currently working with over 120 car dealership in 12 major cities in China, and partnership with large scale various financing platform such as Souyidai.com (搜易貸), Fengjr.com (鳳凰金融) and Biyouxin.com (碧有信). With such a strong business network, the Board is of the view that the Acquisition will enable integration and optimization of resources and improve the overall competitiveness of the Company. Through the Acquisition, the Group will be able to utilize the existing network and resources of the Target Group, and expand into other financial service related business segments.

Besides, China remains the world's largest automotive market, and will continue to grow in the foreseeable future, which means there are still a lot of growth potential for services relating to this industry, like car loan business.

Having considered that (i) the Acquisition is expected to broaden the revenue source and diversify the business of the Group; (ii) the businesses that the Target Group principally engaged in is considered low risk given the Target Group does not involve in money lending, instead money loan referral business; (iii) the optimization of the Group's resources; (iv) the potential to grow in the automotive industry and related services; and (v) the Profit Guarantee with adjustment mechanism to the Consideration provides sufficient protection to the Company, the Directors are of the view that the terms and conditions of the Acquisition Agreements are fair and reasonable and the Acquisitions are in the interests of the Company and the Shareholders as a whole.

## **THE LISTING RULES IMPLICATIONS**

As certain of the applicable percentage ratios calculated under Rule 14.07 of the Listing Rules in respect of the Acquisition exceed 5% but are less than 25%, the Acquisition constitutes a disclosable transaction of the Company and is therefore subject to the reporting and announcement requirements under Chapter 14 of the Listing Rules.

**As the Acquisition is subject to the fulfilment or waiver (as the case may be) of the Conditions as set out in the Acquisition Agreement and the transactions contemplated thereunder may or may not proceed to completion, Shareholders and potential investors of the Company should exercise caution when dealing in the Shares.**

## DEFINITION

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Acquisition”	the acquisition of 100% of issued share capital of the Target Company pursuant to terms and conditions of the Acquisition Agreement
“Acquisition Agreement”	the conditional sale and purchase agreement dated 14 December 2016 and entered into by the Company, the Vendor and the Guarantor in respect of the Acquisition
“Anjia Shihang”	安家世行商業保理有限公司 (An Jia Shi Hang Commercial Factoring Limited*), a company incorporated in the PRC with limited liability
“Audited FSs”	collectively, 2016 Audited FS, 2017 Audited FS and 2018 Audited FS
“Beijing Anjiaxinuo”	北京安家信諾資產管理有限公司經濟技術開發區分公司 (Economic and Technological Development Zone Branch of Beijing An Jia Xin Nuo Wei Assets Management Limited *), a company incorporated in the PRC with limited liability
“Beijing Dinghui”	北京鼎匯通美諮詢有限公司 (Beijing Dinghui Tongmei Consulting Co., Ltd*), a company incorporated in the PRC with limited liability
“Beijing Xinnuowei”	北京信諾微資產管理有限公司 (Beijing Xin Nuo Wei Assets Management Limited*), a company incorporated in the PRC with limited liability
“Board”	the board of Directors
“Business Day(s)”	a day (other than a Saturday, Sunday or public holiday in Hong Kong) on which commercial banks are generally open for business in Hong Kong
“Company”	Greater China Financial Holdings Limited (大中華金融控股有限公司), a company incorporated in Bermuda whose shares are listed on the Stock Exchange

“Completion”	completion of the sales and purchase of the Sale Shares and take the assignment of the Sale Loan in accordance with the provision of the Acquisition Agreement
“Completion Date”	Within third (3rd) Business Days after the fulfillment or waiver of the Conditions or such other date as the Company and the Vendor may agree in writing
“Conditions”	the conditions precedent of the Acquisition Agreement
“Consideration”	the maximum consideration for the Acquisition, being HK\$128,515,168 (subject to adjustment)
“Consideration Shares”	194,060,671 Shares to be issued to the Vendor at an issue price of HK\$0.25
“Director(s)”	the director(s) of the Company
“General Mandate”	the general mandate which was granted to the Directors pursuant to an ordinary resolution passed at the Company’s annual general meeting held on 22 April 2016 to allot and issue new Shares in the Company up to 646,870,671 Shares, representing 20% of the total number of Shares in issue of the Company at the date of passing of the ordinary resolution
“Group”	the Company and its subsidiaries
“Guangzhou Nuoli”	廣州諾立投資有限公司 (Guangzhou Nuo Li Investments Limited*), a company incorporated in the PRC with limited liability
“Guarantor”	Chong Kwong Wing, being the guarantor to the Vendor in respect of the Acquisition
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong.
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Independent Third Party(ies)”	independent third party(ies) who is(are) not connected with the Company and its connected persons (as defined in the Listing Rules)

“Issue Price”	HK\$0.25, being the issue price for each Consideration Share
“Last Trading Date”	14 December 2016, being the last trading day in the Shares prior to the issue of this announcement
“Liaoning Anjiaxinuo”	遼寧安家信諾投資有限公司 (Liaoning An Jia Xin Nuo Investments Limited*), a company incorporated in the PRC with limited liability
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“Long Stop Date”	31 March 2017 (or such other date as the parties to the Acquisition Agreement may agree in writing)
“PRC”	The People’s Republic of China
“Profit Guarantee”	the profit guarantee that the audited consolidated net profit after tax of the Target Group for the financial years ending 31 December 2016, 31 December 2017 and 31 December 2018 shall not be less than RMB10 million, RMB20 million and RMB30 million respectively
“RMB”	Renminbi, the lawful currency of the PRC
“Sale Loan”	the shareholder’s loan owing by the Target Group to the Vendor at Completion
“Sale Shares”	100 shares with nominal value of US\$1.00 each, being the entire issued share capital of the Target Company and as at the date of the Acquisition Agreement which are legally and beneficially owned by the Vendor
“Shanghai Jianuo”	上海家諾投資顧問有限公司 (Shanghai Jia Nuo Investment Consultancy Limited*), a company incorporated in the PRC with limited liability
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company
“Shareholder(s)”	the shareholder(s) of the Company

“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subsidiaries”	as at the date of this announcement, Access China Investments Limited, 北京鼎匯通美諮詢有限公司 (Beijing Dinghui Tongmei Consulting Co., Ltd), 北京信諾微資產管理有限公司 (Beijing Xin Nuo Wei Assets Management Limited*), 上海家諾投資顧問有限公司 (Shanghai Jia Nuo Investment Consultancy Limited*), 廣州諾立投資有限公司 (Guangzhou Nuo Li Investments Limited*), 安家世行商業保理有限公司 (An Jia Shi Hang Commercial Factoring Limited*), 遼寧安家信諾投資有限公司 (Liaoning An Jia Xin Nuo Investments Limited*), 青島安家信諾資產管理有限公司 (Qingdao An Jia Xin Nuo Asset Management Limited*), 西安諾立資產管理有限公司 (Xian Nuoli Asset Management Limited*)
“Target Company”	Access China Group Limited, a company incorporated in the British Virgin Islands with limited liability
“Target Group”	the Target Company and its Subsidiaries
“Qingdao Anjiaxinnuo”	青島安家信諾資產管理有限公司 (Qingdao An Jia Xin Nuo Asset Management Limited*), a company incorporated in the PRC with limited liability
“Qingdao Anjiaxinnuo Weifang”	青島安家信諾資產管理有限公司濰坊分公司 (Wei Fang Branch of Qingdao An Jia Xin Nuo Asset Management Limited*), a company incorporated in the PRC with limited liability
“Vendor”	Heroic Fiction International Limited (傑峰國際有限公司), a company registered in the British Virgin Islands and the registered and beneficial owner of the Sale Share
“Xian Nuoli”	西安諾立資產管理有限公司 (Xian Nuoli Asset Management Limited*), a company incorporated in the PRC with limited liability
“2016 Audited FS”	audited financial statements of the Target Group for year ending 31 December 2016 to be audited by auditors of the Company

“2017 Audited FS”	audited financial statements of the Target Group for year ending 31 December 2017 to be audited by auditors the Company
“2018 Audited FS”	audited financial statements of the Target Group for year ending 31 December 2018 to be audited by auditors the Company
“2016 Guaranteed Profit”	a guarantee of consolidated net profit after tax of RMB10,000,000 in the year 2016
“2017 Guaranteed Profit”	a guarantee of consolidated net profit after tax of RMB20,000,000 in the year 2017
“2018 Guaranteed Profit”	a guarantee of consolidated net profit after tax of RMB30,000,000 in the year 2018
“%”	per cent

By order of the Board of  
**Greater China Financial Holdings Limited**  
**Liu Kequan**  
*Chairman*

Hong Kong, 14 December 2016

*As at the date of this announcement, the Board comprises Mr. Liu Kequan and Mr. Zhang Peidong as executive Directors; Mr. Yin Xiaoguang as non-executive Director; and Mr. Jin Bingrong, Mr. Kwan Kei Chor, Dr. Rui Mingjie, Mr. Zhou Liangyu and Dr. Lu Ziang as independent non-executive Directors.*

\* *For identification purposes only*