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

**NON-FULFILLMENT OF PROFIT GUARANTEE IN
RELATION TO THE ACQUISITION OF
SINO WEALTH INVESTMENT CO., LIMITED
AND
NON-FULFILLMENT OF PROFIT GUARANTEE IN RELATION
TO THE ACQUISITION OF THE ENTIRE ISSUED SHARE
CAPITAL OF ACCESS CHINA GROUP LIMITED**

Reference is made to:–

- (a) the announcements of Greater China Financial Holdings Limited (the “Company”) dated 28 July 2017, 24 August 2017, 13 September 2017 and 20 October 2017 and 14 March 2018 and the circular dated 15 September 2017 (the “Sino Wealth Circular”) in relation to, among other things, the acquisition of the entire issued share capital and the assignment of the shareholder’s loan of Sino Wealth Investment Co., Limited; and
- (b) the announcements (the “Access China Announcements”) of the Company dated 14 December 2016, 22 December 2016 and 2 February 2017 and 13 February 2018 in relation to the acquisition of the entire issued share capital of Access China Group Limited.

Unless otherwise defined herein, capitalized terms used in this announcement shall have the same meaning as those defined in the Sino Wealth Circular and Access China Announcements.

NON-FULFILLMENT OF PROFIT GUARANTEE IN RESPECT OF THE ACQUISITION OF SINO WEALTH INVESTMENT CO., LIMITED

According to the audited consolidated financial statements of the Target Group issued by HLM CPA Limited on 26 March 2019, the audited net profits after tax of AJSH and its direct wholly owned subsidiary for the year ended 31 December 2018 were approximately RMB15.5 million, being lower than the RMB20 million profit guarantee given by New Wealth Investment Co., Limited (“Sino Wealth Vendor”) by approximately RMB4.5 million. As a result the non-fulfilment of the profit guarantee, a compensation in the sum of approximately HK\$6.3 million payable by Sino Wealth Vendor to the Company will be deducted from the next part payment of the consideration in the sum of HK\$11 million scheduled to be paid by the Group to Sino Wealth Vendor on or before 2 April 2019.

NON-FULFILLMENT OF PROFIT GUARANTEE AND RELEASE OF CONSIDERATION SHARES IN RESPECT OF THE ACQUISITION OF ACCESS CHINA GROUP LIMITED

According to the 2018 Audited FS issued by HLM CPA Limited on 26 March 2019, the consolidated net profit after tax of Beijing Xinnuowei and its subsidiaries for the financial year ended 31 December 2018 was approximately RMB28 million, being lower than the RMB30 million profit guarantee given by Heroic Fiction International Limited (“Access China Vendor”) by approximately RMB2 million. As a result the non-fulfilment of the profit guarantee, a compensation in the sum of approximately HK\$2.8 million payable by Access China Vendor to the Company would be deducted from the next part payment of the consideration in the sum of HK\$10 million scheduled to be paid by the Group to Access China Vendor on or before 3 April 2019 as instructed by the Access China Vendor, and the 97,030,336 Consideration Shares shall be released to Access China Vendor on 10 April 2019.

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

Hong Kong, 27 March 2019

As at the date of this announcement, the Board comprises Mr. Liu Kequan, Mr. Yang Dayong and Mr. Zhang Peidong as executive Directors; Mr. Kwan Kei Chor, Dr. Lyu Ziang and Mr. Zhou Liangyu as independent non-executive Directors.