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(Stock Code: 431)

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

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Greater China Financial Holdings Limited (the “**Company**”) will be held at Suites 3001-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Wednesday, 22 July 2020 at 11:00 a.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“THAT:

- (1) (a) the agreement dated 16 November 2019 (the “**Acquisition Agreement**”) as supplemented by the agreement dated 29 June 2020 (the “**Supplemental Agreement**”) entered into by and among the Company, Good Set Investments Limited (as the purchaser and a subsidiary of the Company), Skill Rich Limited as vendor and Mr. Chen Zheng (as the vendor guarantor) in relation to the acquisition of the entire issued share capital of Xin Yunlian Investment Limited and the unsecured interest-free loan owing by the Target Company to the Vendor (copies of the Acquisition Agreement and the Supplemental Agreement having been produced to the Meeting and marked “A” and initialed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;
- (b) subject to and conditional upon completion of the Acquisition in accordance with the terms of the Acquisition Agreement and the Supplemental Agreement, the creation and issue by the Company of the Convertible Notes to the Vendor to settle the amount of HK\$200 million of the consideration of the Acquisition and the issue of the Conversion Shares upon conversion of the Convertible Notes be and are hereby approved;
- (c) subject to and conditional upon completion of the Acquisition in accordance with the terms of the Acquisition Agreement as supplemented by the Supplemental Agreement, the issue by the Company of the New Shares at the Issue Price to the Vendor to settle the amount of HK\$160 million of the consideration of the Acquisition be and is hereby approved; and

- (d) subject to and conditional upon completion of the Acquisition in accordance with the terms of the Acquisition Agreement and the Supplemental Agreement, the creation and issue by the Company of the Incentive Notes to the Vendor and the issue of Shares upon conversion of the Incentive Notes be and are hereby approved;
- (2) (a) the agreement dated 16 November 2019 (the “**Consultancy Agreement**”) as supplemented by the agreement dated 29 June 2020 (the “**Supplemental Agreement to the Consultancy Agreement**”) entered into by and among the Company, Good Set Investments Limited, and Mr. Lu Hongguo (the “**Consultant**”) in relation to the provision of the consultancy services by the Consultant in relation to the Acquisition (copies of the Consultancy Agreement and the Supplemental Agreement to the Consultancy Agreement having been produced to the Meeting and marked “**B**” and initialed by the chairman of the Meeting for the purpose of identification), and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) subject to and conditional upon completion of the Acquisition in accordance with the terms of the Acquisition Agreement as supplemented by the Supplemental Agreement, the issue by the Company of the Consideration Shares at the Issue Price to the Consultant to settle the Consultancy Fee at HK\$10 million be and is hereby approved;
- (3) any one director of the Company be and is hereby authorized to execute any other documents, instruments, agreements and deeds and to do all such acts, matters and things that are of administrative nature only and ancillary to the transactions contemplated under the Acquisition Agreement, the Supplemental Agreement, the Consultancy Agreement, and the Supplemental Agreement to the Consultancy Agreement, as he or she may in his or her absolute discretion consider necessary or desirable for the purpose of and in connection with the implementation of the Acquisition Agreement, the Supplemental Agreement, the Consultancy Agreement, and the Supplemental Agreement to the Consultancy Agreement and the transactions contemplated thereunder, and to agree to such variation of the terms of the Acquisition Agreement, the Supplemental Agreement, the Consultancy Agreement, and the Supplemental Agreement to the Consultancy Agreement and the transactions contemplated thereunder that are of administrative nature only as he or she may in his or her absolute discretion consider necessary or desirable; and the terms capitalised in this resolution (unless otherwise defined) have the same meaning as defined in the circular of the Company dated 30 June 2020.”

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

Hong Kong, 30 June 2020

Registered Office:
Victoria Place, 5th Floor
31 Victoria Street
Hamilton HM10
Bermuda

Head Office and Principal Place of Business in Hong Kong:
Suites 3001-11
Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. All resolutions will be put to vote at the Meeting by way of poll.
2. Any member of the Company (the “Shareholder”) entitled to attend and vote at the Meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A proxy need not be a Shareholder.
3. The form of proxy shall be in writing under the hand of the appointer or of his attorney duly authorised in writing or, if the appointer is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same.
4. Delivery of the form of proxy shall not preclude a Shareholder from attending and voting in person at the Meeting and in such event, the form of proxy shall be deemed to be revoked.
5. Where there are joint Shareholders, any one of such joint Shareholders may vote, either in person or by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint Shareholders be present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint Shareholders, and for this purpose seniority shall be determined by the order in which the names stand in the register of Shareholders of the Company in respect of the joint holding.
6. To be valid, a form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of such power of attorney or authority, must be deposited at the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not later than 11:00 a.m. on Monday, 20 July 2020 (or if the Meeting is adjourned, not less than 48 hours before the time appointed for holding the meeting or any adjourned meeting, and in default thereof the form of proxy shall not be treated as valid. No instrument appointing a proxy shall be valid after the expiry of 12 months from the date of its execution. Completion and return of the form of proxy will not preclude you from attending and voting in person at the Meeting or any adjournment thereof should you so wish.
7. For determining the entitlement to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 17 July 2020 to Wednesday, 22 July 2020, both days inclusive, during which period no transfer of shares will be registered. In order for a Shareholder to be eligible to attend and vote at the Meeting, all transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company in Hong Kong, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong for registration not later than 4:30 p.m. on Thursday, 16 July 2020.

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