
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in **Greater China Holdings Limited** (the “Company”), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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PROPOSED CHANGE OF COMPANY NAME

AND

NOTICE OF SPECIAL GENERAL MEETING

A letter from the Board is set out on pages 2 to 5 of this circular. A notice convening the SGM to be held at 11:00 a.m. on 6 October 2015 at Room 1013&15, 10/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong is set out on pages 6 to 7 of this circular. The SGM is to be held to approve matters referred to in this circular.

Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Board”	the board of Directors
“Change of Name”	The proposed change of the English name of the Company from “Greater China Holdings Limited” to “Greater China Financial Holdings Limited” and to adopt the Chinese name “大中華金融控股有限公司” as the secondary name of the Company in Chinese in place of the Chinese name “大中華控股有限公司” which has been adopted for identification purpose only
“Company”	Greater China Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares are listed on the Main Board of the Stock Exchange (Stock Code: 431)
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“SGM”	a special general meeting of the Company to be convened and held for the purpose of considering, and if the Shareholders think fit, approving the Change of Name
“Share(s)”	share(s) of HK\$0.005 each in the capital of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



Executive Directors:

Mr. Shao Yonghua (*Chairman*)
Mr. Chen Ningdi
Ms. Chan Siu Mun

Non-executive Directors:

Mr. Joseph Shie Jay Lang
Ms. Ma Xiaoling

Independent non-executive Directors:

Mr. Jin Bingrong
Mr. Kwan Kei Chor
Mr. Lin Ruei-min

Registered office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

*Head office and principal place
of business in Hong Kong:*

Rooms 1013 & 15, 10/F
Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

14 September 2015

To the Shareholders

Dear Sir or Madam,

**PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF SPECIAL GENERAL MEETING**

INTRODUCTION

Reference is made to the announcement of the Company dated 7 September 2015 in respect of the Change of Name. The purpose of this circular is to provide you with (i) the information on the Change of Name; and (ii) the Notice of SGM.

* For identification purposes only

LETTER FROM THE BOARD

PROPOSED CHANGE OF NAME OF THE COMPANY

The Board proposes to change the English name of the Company from “Greater China Holdings Limited” to “Greater China Financial Holdings Limited” and to adopt the Chinese name “大中華金融控股有限公司” as the secondary name of the Company in Chinese in place of the Chinese name “大中華控股有限公司” which has been adopted for identification purpose only.

CONDITIONS FOR THE CHANGE OF NAME

The Change of Name is subject to the following conditions:

1. the passing of a special resolution by the Shareholders of the Company to approve the Change of Name at the SGM; and
2. the Registrar of Companies in Bermuda approving the Change of Name and entering the new English name of the Company in place of its existing English name and entering the new secondary name of the Company in Chinese on the register of companies maintained by the Registrar of Companies in Bermuda.

Subject to the satisfaction of the conditions set out above, the Change of Name will take effect from the date of entry of the new English name and new secondary name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in Bermuda.

REASON FOR THE CHANGE OF NAME

The Group is principally engaged in (i) investment holding; (ii) industrial property development; (iii) general trading including trading of metal materials; and (iv) pawnshop business in Shanghai, the PRC.

As stated in the Group’s annual report for the year ended 31 December 2014, the Group will continue to optimize its business structure, strengthen the management and control system, proactively explore innovation in the business models of quasi-financial sector to enhance the competitiveness of the Group and developmental strength and achieve long term sustainable growth. So far the Group has completed a number of acquisitions which the Directors consider have facilitated the Group to expand its business reach into the quasi-financial sector in the PRC. In addition, the Group has recently announced the acquisition of two Hong Kong companies engaging in Type 1 (dealing in securities) and Type 9 (asset management) regulated activities respectively under the Securities and Futures Ordinance, which the Directors consider will provide a prime opportunity for the Group to enter into the securities and asset management market in Hong Kong. In view of the above, the Board is of the view that the Change of Name would more accurately reflect the on-going business development direction of the Company.

The Board considers that the Change of Name is in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

EFFECT OF THE CHANGE OF NAME

The Change of Name will not affect any rights of the Shareholders or holders of the convertible equity securities of the Company or the Company's daily business operation and/or its financial position. All existing share certificates or instruments of convertible equity securities in issue bearing the present name of the Company, after the Change of Name becoming effective, will continue to be evidence of legal title to the Shares and convertible equity securities and will be valid for trading, settlement and registration purposes. Accordingly, there will not be any arrangement for free exchange of existing share certificates for new share certificates or free exchange of existing instruments of convertible equity securities for new instruments of convertible equity securities under the Company's new name. After the Change of Name becomes effective, any issue of share certificates or instruments of convertible equity securities will be under the new name of the Company.

In addition, subject to the confirmation of the Stock Exchange, the English and Chinese stock short names of the Company for trading Shares on the Stock Exchange will also be changed after the Change of Name becomes effective.

THE SGM

The SGM is convened to be held at 11:00 a.m. on 6 October 2015 at Rooms 1013&15, 10/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong, the notice of which is set out on pages 6 to 7 of this circular, for the Shareholders to consider and, if thought fit, approve the Change of Name.

In compliance with the Listing Rules, the resolution will be voted on by way of a poll at the SGM. To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders are required to abstain from voting on the resolution to be proposed at the SGM.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you are able to attend the SGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof should you so wish, and in such case, the form of proxy previously submitted shall be deemed to be revoked.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable inquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board believes that the Change of Name is in the best interests of the Company and the Shareholders as a whole and therefore, recommends the Shareholders to vote in favour of the resolution as set out in the Notice of SGM.

By order of the Board
Greater China Holdings Limited
Shao Yonghua
Chairperson

NOTICE OF SPECIAL GENERAL MEETING



NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of Greater China Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Tuesday, 6 October 2015, at Rooms 1013&15, 10/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolution, which will be proposed as special resolution of the Company:

SPECIAL RESOLUTION

“**THAT**:–

- (a) subject to and conditional upon the necessary approval of the Registrar of Companies in Bermuda being obtained, the English name of the Company be changed from “Greater China Holdings Limited” to “Greater China Financial Holdings Limited” and the Chinese name “大中華金融控股有限公司” be adopted as the secondary name of the Company with effect from the date of entry of the new English name of the Company in place of its existing English name and entry of the new secondary name of the Company in Chinese on the register of companies maintained by the Registrar of Companies in Bermuda; and
- (b) any one director of the Company be and is hereby authorised to execute all such documents or do all such deeds, acts, matters and things as may be required, necessary, appropriate or expedient for the purpose of or in connection with the implementation of or to give effect to the aforesaid in paragraph (a) and the transactions contemplated thereunder.”

By order of the Board
Greater China Holdings Limited
Shao Yonghua
Chairperson

Hong Kong, 14 September 2015

* *For identification purposes only*

NOTICE OF SPECIAL GENERAL MEETING

Principal Place of Business in Hong Kong:

Rooms 1013 & 15, 10/F
Leighton Centre
77 Leighton Road
Causeway Bay
Hong Kong

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Hong Kong branch share registrars of the Company, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong.
3. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
4. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holdings.
5. Votes cast at a general meeting will be taken by poll except where the Chairman, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
6. As at the date hereof, the Board comprises Mr. Shao Yonghua, Mr. Chen Ningdi and Ms. Chan Siu Mun as executive Directors; Mr. Joseph Shie Jay Lang and Ms. Ma Xiaoling as non-executive Directors; Mr. Jin Bingrong, Mr. Kwan Kei Chor and Mr. Lin Ruei-min as independent non-executive Directors.