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**大中華實業控股有限公司\***

**GREATER CHINA HOLDINGS LIMITED**

*(incorporated in Bermuda with limited liability)*

(Stock Code: 431)

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

**ANNOUNCEMENT  
DISCLOSURE PURSUANT TO RULE 13.09 OF THE LISTING RULES  
LETTER OF INTENT  
IN RELATION TO A POSSIBLE DISPOSAL**

This announcement is made by the Company pursuant to Rule 13.09 of the Listing Rules.

The Board announces that on 21 January 2014, Keycharm, an indirect wholly-owned subsidiary of the Company, entered into the Letter of Intent with Shenzhen Oriental, an independent third party, in relation to the Possible Disposal. Pursuant to the Letter of Intent, the Vendor intends to dispose of and the Purchaser intends to acquire 85% of the equity interest of Taicang Tuhui.

A deposit of Rmb10,000,000 is payable by the Purchaser to the Vendor upon signing of the Letter of Intent. The Vendor and the Purchaser agreed that the Deposit shall be treated as a partial payment of the consideration when the Vendor and the Purchaser enter into a legally-binding agreement in relation to the Possible Disposal.

**The Board wishes to emphasize that no binding agreement in relation to the Possible Disposal has been entered into as at the date of this announcement. The Possible Disposal may or may not be materialized. The Possible Disposal, if materializes, may constitute a notifiable transaction for the Company under the Listing Rules. Further announcement in respect of the Possible Disposal will be made by the Company in accordance with the requirements of the Listing Rules as and when appropriate.**

\* For identification purposes only

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## **THE LETTER OF INTENT**

**Date:** 21 January 2014

### **Parties:**

**(i) Vendor:**

Keycharm, an indirect wholly-owned subsidiary of the Company

**(ii) Purchaser:**

Shenzhen Oriental

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, Shenzhen Oriental and its ultimate beneficial owner(s) are third parties independent of and not connected with the Company and its connected persons (as defined in the Listing Rules).

Under the Letter of Intent, the Vendor intends to dispose of and the Purchaser intends to acquire 85% of the equity interest of Taicang Tuhui.

Pursuant to the Letter of Intent, the Vendor and the Purchaser shall use their best endeavours to negotiate on the terms and conditions and enter into a legally-binding agreement in relation to the Possible Disposal within six months from the date of the signing of the Letter of Intent. The consideration of the Possible Disposal is expected to be not less than Rmb60,000,000 and will be determined with reference to the market price of the Land and other assets and liabilities of Taicang Tuhui.

A deposit of Rmb10,000,000 is payable by the Purchaser to the Vendor upon signing of the Letter of Intent. The Vendor and the Purchaser agreed that the Deposit shall be treated as a partial payment of the consideration when the Vendor and the Purchaser enter into a legally-binding agreement in relation to the Possible Disposal.

### **Information of Taicang Tuhui**

Taicang Tuhui is a wholly foreign owned enterprise established in the PRC and is an indirect wholly-owned subsidiary of the Company. It is principally engaged in the operation of the depot facilities and industrial property in Taicang City, Jiangsu Province, the PRC.

The major assets of Taicang Tuhui are a parcel of land with total site area of approximately 200,000 sq.m. in Taicang City, Jiangsu Province, the PRC which may be used for industrial purpose and deposits paid for acquiring the land use right in Taicang City of approximately Rmb29,000,000. Taicang Tuhui also has a bank loan of Rmb45,000,000 which is secured by pledge of the Land.

## GENERAL

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## DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms have the following meanings when used herein:

“Board”	the board of Directors
“Company”	Greater China Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange
“Deposit”	A sum of Rmb10,000,000 payable by the Purchaser to the Vendor upon signing of the Letter of Intent
“Director(s)”	the director(s) of the Company
“Group”	the Company and its subsidiaries
“Land”	a parcel of land with total site area of approximately 200,000 sq.m. in Taicang City, Jiangsu Province, the PRC owned by Taicang Tuhui
“Letter of Intent”	the letter of intent dated 21 January 2014 entered into between the Vendor and the Purchaser in relation to the Possible Disposal
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, and for the purpose of this announcement, shall exclude Hong Kong, the Macau Special Administrative Region of the PRC and Taiwan
“Possible Disposal”	the possible disposal of the 85% equity interest of Taicang Tuhui
“Purchaser” or “Shenzhen Oriental”	深圳市東方富海投資管理有限公司 (transliterated as Shenzhen City Oriental Fortune Capital Investment Management Company Limited <sup>#</sup> ), a wholly domestic owned enterprise incorporated in the PRC.
“Stock Exchange”	the Stock Exchange of Hong Kong Limited

“Taicang Tuhui”	圖輝石化開發(太倉)有限公司 (transliterated as Tuhui Petrochem Development (Taicang) Company Limited <sup>#</sup> ), a wholly foreign owned enterprise established in the PRC, which is an indirect wholly-owned subsidiary of the Company
“Vendor” or “Keycharm”	Keycharm Investments Limited, an indirect wholly-owned subsidiary of the Company
“%”	per cent
“sq.m”	square metres

By order of the board of  
**Greater China Holdings Limited**  
**Ma Xiaoling**  
*Chairman*

Hong Kong, 21 January 2014

*As at the date of this announcement, the Board comprises Ms. Ma Xiaoling and Ms. Chan Siu Mun as executive Directors; Mr. Chan Sze Hon as non-executive Director and Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence as independent non-executive Directors.*

<sup>#</sup> *The English transliteration of Chinese name is included in this announcement for reference only and should not be regarded as its official English name.*