

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



GREATER CHINA HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(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 Holdings Limited (the “**Company**”) will be held at Rooms 1013 & 15, 10/F, Leighton Centre, 77 Leighton Road, Causeway Bay, Hong Kong on Wednesday, 11 February 2015 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT**:–

- (a) the framework agreement dated 6 January 2015 between 平安不動產有限公司 (PingAn Real Estate Company Limited*), 江蘇思力實業股份有限公司 (Jiangshu Sili Holdings Limited*), Profit Capital Limited and the Company pursuant to which (i) Profit Capital Limited will sell and Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司), will purchase the 100% issued share capital of Keycharm Investments Limited; and (ii) the Company will sell and Spring Asia Investment Limited (泉康投資有限公司) will purchase the 100% issued share capital of Toobright Limited (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) (the “**Framework Agreement**”) and the transactions contemplated thereunder (the “**Disposals**”), be and are hereby approved, confirmed and ratified;
- (b) the formal sale and purchase agreement dated 14 January 2015 between Profit Capital, the Company and Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司) (as amended from time to time) pursuant to which Profit Capital Limited will sell and Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司) will purchase the 100% issued share capital of Keycharm Investments Limited (a copy of which has been produced to this meeting marked “B” and initialed by the chairman of this meeting for the purpose of identification) (the “**Keycharm Agreement**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;

- (c) the formal sale and purchase agreement dated 14 January 2015 between the Company, Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司) and Spring Asia Investment Limited (泉康投資有限公司) (as amended from time to time) pursuant to which the Company will sell and Spring Asia Investment Limited (泉康投資有限公司) will purchase the 100% issued share capital of Toobright Limited (a copy of which has been produced to this meeting marked “C” and initialed by the chairman of this meeting for the purpose of identification) (the “**Toobright Agreement**”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (d) the directors of the Company be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a), (b) and (c) above.”

By order of the Board
Greater China Holdings Limited
Ma Xiaoling
Chairperson

Hong Kong, 26 January 2015

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

Notes:

1. A shareholder entitled to attend and vote at the above meeting may appoint one or more than one proxies to attend and to vote on a poll in his stead. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members of the Company in respect of such shares shall alone be entitled to vote in respect thereof.

3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a notarially certified copy thereof must be delivered to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the meeting if shareholders so wish.
5. The resolution set out in this notice of special general meeting will be put to shareholders to vote taken by way of a poll.

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 and Mr. Joseph Shie Jay Lang as non-executive Directors; and Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence as independent non-executive Directors.

* *For identification purposes only*