

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yy	yy): 28/02/2015					
To: Hong Kong Exchanges and Cle	earing Limited					
Name of Issuer Greater China Holdings Limited						
Date Submitted 04/	03/2015					
I. Movements in Authorised Share	Capital					
1. Ordinary Shares						
(1) Stock code : <u>00431</u> Do	escription :	G CHI	NA HOLD			
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)			
Balance at close of preceding mont	h 421,978,000,000	0.005	2,109,890,000.00			
Increase/(decrease)	NIL	_	NIL			
Balance at close of the month	421,978,000,000	0.005	2,109,890,000.00			
(2) Stock code : N/A De	escription : N/A					
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)			
Balance at close of preceding mont	h					
Increase/(decrease)		_				
Balance at close of the month						

Stock code: N/A Descri	iption: N/A		
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	22,000,000	0.005	110,000.00
Increase/(decrease)	NIL		NIL
Balance at close of the month	22,000,000	0.005	110,000.00
3. Other Classes of Shares			
	iption : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
	No. of other	(State	•
Stock code: N/A Descri	No. of other	(State	capital

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other classes	
-	(1)	(2)	shares	of shares	
Balance at close of preceding month	359,447,114	N/A	N/A	N/A	
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A	
Balance at close of the month	359,447,114	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer) No. of new shares of No. of new shares of Particulars of share issuer issued during option scheme issuer which may be including EGM the month pursuant issued pursuant thereto approval date thereto as at close of the month Movement during the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Exercise Price: HK\$ shares N/AN/AN/A N/AN/A N/A (*Note 1*) 2. Exercise Price: HK\$ shares (Note 1) 3. Exercise Price: HK\$ shares (Note 1) 4. Exercise Price: HK\$ shares (*Note 1*) Total A. (Ordinary shares) N/A (Preference shares) N/A N/A (Other class) Total funds raised during the month from exercise of options N/A (State currency)

Warrants to Issue Shares of the Issuer which are to be Listed No. of new No. of new shares of shares of issuer issued issuer which during the may be issued month pursuant pursuant thereto as at Currency of Nominal value at Nominal value close of the Exercised thereto Description of warrants month nominal close of during the at close of the (Date of expiry - dd/mm/yyyy) value preceding month month month N/A N/A N/A N/A N/A N/A Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) / / Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (Ordinary shares) N/A Total B. (Preference shares) N/A (Other class) N/A

Convertibles (i.e. Convertible interest in Convertible		Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issued which may be issued pursuan thereto as at close of the month
1.						
	<u> </u>					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy))	(/ /)					
2.	<u> </u>					
	<u> </u>					
Stock code (if listed) Class of shares						
issuable (Note 1)						
Subscription price						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
3.	_					
	<u> </u>					
Stock code (if listed)						-
Class of shares						
issuable (<i>Note 1</i>) Subscription price						
EGM approval date						
(if applicable) (dd/mm/yyyy)	(/ /)					
4.						
	_					
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
		-		nary shares) $\frac{N/A}{N/A}$		
				ence shares) N/A Other class) N/A		

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

under	Share Option Schemes)		
F 11	and the last of the ECM constant (11/2021)	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	particulars including EGM approval date (dd/mm/yyyy), plicable, and class of shares issuable:		as at close of the month
1.	On 20th November 2014 after trading hours, the Company, the		
	Vendors and the Vendors Guarantor entered into the Sale and		
	Purchase Agreement. The Company had conditionally agreed to		
	acquire the Sales Shares and the initial Consideration shall be		
	satisfied by way of issue of the Convertible Notes in the aggregate		
	principal amount of HK\$150 million.		
	The initial Consideration is subject to adjustments on the basis of		
	the Performance Targets as set out in the Sale and Purchase		
	Agreement and may be adjusted upward to a maximum of HK\$180		
	Million, which shall be satisfied by the Company by way of issue		
	of the Convertible Notes with aggregate principal amount of up to		
	HK\$180 million.		
	Upon full conversion of the said Convertible Notes, a total of		
	150,000,000 Conversion Shares may be issued under the initial		
	Conversion Price of HK\$1.20 (subject to adjustments).		
	For more details, please refer to the Company's announcement dated		
	20 November 2014 and the circular dated 24 December 2014.		
	(16/01/2015)		
	Ordinary shares (Note 1)	N/A	150,000,000
2.	N/A		
	(/ /)		
	shares (Note 1)		
	NT/A		
3.	N/A		
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	
	(Other class)	1 N/ A	

Oth	ner Movements in Issued Sha	re Capital						
	Type of Issue	,					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
				Class of shares				
				issuable (Note 1)				
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(dd/IIIII/yyyy)			N/A	N/A
				Class of shares issuable (<i>Note 1</i>)				
2.	Open offer	At price :	State currency	_ Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date:	(/ /)		
				(dd/mm/yyyy)			N/A	N/A
				Class of shares issuable (<i>Note 1</i>)				
3.	Placing	At price :	State currency	_ Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				AGM approval date:	(/ /)		
				(dd/mm/yyyy)			N/A	N/A
				Class of shares issuable (<i>Note 1</i>)				
4.	Bonus issue			Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date:	(/ /)		
				(dd/mm/yyyy)			N/A	N/A

	Type of Issu	e					No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
		<u> </u>						month
				Class of shares issuable (Note 1)				
5.	Scrip dividend	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				(dd/IIIII/yyyy)			N/A	N/A
				Class of shares repurchased (Note 1)				
6.	Repurchase of shares			Cancellation date: (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
							11/11	
				Class of shares redeemed (<i>Note 1</i>)				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	NT/A	NT/A
							N/A	<u>N/A</u>
				Class of shares issuable (<i>Note 1</i>)				
8.	Consideration issue	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				((((((((((((((((((((N/A	N/A

					No. of new	No. of	
					shares of	new	
					issuer issued	shares of	
					during the month	issuer which	
					pursuant	may be	
					thereto	issued	
						pursuant	
						thereto	
						as at	
						close of	
	True of Leave					the	
	Type of Issue					month	
		Class of shares					
		issuable (Note 1)					
		issuable (ivote 1)					
9.	Capital reorganisation	Issue and allotment	(/ /)			
٦.	Capital leorganisation	date: (dd/mm/yyyy)					
			(/ /	`			
		EGM approval date:	(/ /)			
		(dd/mm/yyyy)			N/A	N/A	
					1 \ / A	1N/A	
		Class of shares					
		issuable (Note 1)					
10	Othor	issuable (trote 1)					
	Other (Please specify) At price : State currency	— Issue and allotment	(/ /)			
	(Tiease specify) currency	date: (dd/mm/yyyy)					
			(/ /)			
		EGM approval date:	(/ /	,	NT/A	NI/A	
		(dd/mm/yyyy)			N/A	N/A	
					> > > > > > > > > > >		
		Total E.			ares) N/A		
					ares) N/A		
			(Ot	her c	lass) N/A		
Tot	al increase / (decrease) in ordinary shares during the month	n (i.e. Total of A to E):			(1) N/A		
					(2) N/A		
					(2) N/A		
Tot	Total increase / (decrease) in preference shares during the month (i.e. Total of A to E): N/A						
					-		
	Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): N/A						
(Th	(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)						

Remarks (if any	y):	
N/A		
		_
Submitted by:	Tricor Tengis Limited	
Title:	Hong Kong Branch Share Registrar	
	(Director, Secretary or other duly authorised officer)	

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.