

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/05/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	
Date Submitted	

Greater China Holdings Limited
03/06/2015

I. Movements in Authorised Share Capital

1. Ordinary Shares			
(1) Stock code : <u>00431</u>	Description :	G CHI	NA HOLD
	No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding m	onth <u>421,978,000,000</u>	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 : <u>N/A</u>	Description : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding m	onth		
Increase/(decrease)	. <u></u>	_	
Balance at close of the month			

# 2. Preference Shares

Stock code : <u>N/A</u> Descri	ption : <u>N/A</u>		
	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

Stock code : <u>N/A</u>	Description : N/A		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of prece	ding month		
Increase/(decrease)		_	
Balance at close of the m	onth		

Total authorised share capital at the end of the month:

HK\$2,110,000,000.00

## II. Movements in Issued Share Capital

	No. of ordin	ary 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	<u>N/A</u>
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

Particulars of share option scheme including EGM approval date (d/mn/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed       No. of new shares of issuer which may be the month thereto       No. of new shares of issuer which may be the month thereto         1. Exercise Price:       HKS       Image: Comparison of the month optical op	Share Options (unde	r Share Option	Schemes of the	Issuer)			
including EGM approval date (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Exercise Price: HKS (Note 1) 2. Exercise Price: HKS (Note 1) 3. Exercise Price: (Note 1) (Note	Particulars of share						
approval date (dd/mm/yyy) and class of shares issuable       Movement during the month       thereto       as at close of the month         1. Exercise Price: HK\$       Granted       Exercised       Cancelled       Lapsed         1. Exercise Price: HK\$       N/A       N/A       N/A       N/A       N/A         2. Exercise Price: HK\$       N/A       N/A       N/A       N/A       N/A         3. Exercise Price: HK\$							
Informetical daming the month       (dd/mm/yyyy) and     Information daming the month       issuable     Granted     Exercised     Cancelled     Lapsed       I. Exercise Price:     It     It     It     N/A     N/A     N/A     N/A       (Note 1)     N/A     N/A     N/A     N/A     N/A     N/A       (/ / / )     shares     It     It     It       (/ / / )     shares     It     It       (Note 1)     It     It     It       3. Exercise Price:     It     It       HK\$     It     It     It       (Note 1)     It     It     It							issued pursuant thereto
(dd/mm/yyyy) and			Movement du	ring the month		thereto	as at close of the month
issuable     Granted     Exercised     Cancelled     Lapsed       I. Exercise Price:     HK\$						_	
$\begin{array}{c c c c c c c c c c c c c c c c c c c $		C		C	T and		
HK\$         N/A         N/A         N/A         N/A         N/A         N/A           (Note 1)         N/A         N/A         N/A         N/A         N/A         N/A           2. Exercise Price:         HK\$		Grantea	Exercised	Cancelled	Lapsed		
Image: Note 1         N/A         N/A         N/A         N/A         N/A         N/A           2. Exercise Price:         HK\$							
Shares         N/A         N/A         N/A         N/A         N/A         N/A           (Note 1)         2. Exercise Price:	HK\$						
Shares         N/A         N/A         N/A         N/A         N/A         N/A           (Note 1)         2. Exercise Price:							
(Note 1)         2. Exercise Price:         HK\$         (///)         shares         (Note 1)         3. Exercise Price:         HK\$         (///)         shares         (Note 1)         shares         (///)         shares         (Note 1)	( / / )						
2. Exercise Price:         HK\$         (///)         shares         (Note 1)         3. Exercise Price:         HK\$         (///)         shares         (Note 1)         shares         (Note 1)	shares	N/A	N/A	N/A	N/A	N/A	N/A
HK\$         ( / / )         shares         (Note 1)         3. Exercise Price:         HK\$         ( / / )         shares         (Note 1)	(Note 1)						
HK\$         ( / / )         shares         (Note 1)         3. Exercise Price:         HK\$         ( / / )         shares         ( / / )         shares							
( / / )       shares         (Note 1)       3. Exercise Price:         HK\$	2. Exercise Price:						
shares	HK\$						
shares							
shares	( / / )						
3. Exercise Price:         HK\$         (/ / )         shares         (Note 1)	shares						
3. Exercise Price:         HK\$         (/ / )         shares         (Note 1)	(Note 1)		·				
HK\$							
HK\$	3. Exercise Price:						
( / / ) shares (Note 1)							
shares       (Note 1)							
shares       (Note 1)							
(Note 1)							
1 Evercise Drice	(1000 1)						
	4. Exercise Price:						
HK\$							
ΠΑΦ	ΞΠΧΨ						
shares							
(Note 1)		·	·	<u> </u>			
( <i>Note 1</i> ) Total A. (Ordinary shares) N/A	(10010-1)			Total A (Or	dinary charge)	NI / A	
$\frac{1011}{(\text{Preference shares})} = \frac{10}{\text{N/A}}$							
(Other class) $\frac{IV/A}{N/A}$				(110)			
	1				(Other class)	N/A	
Total funds raised during the month from exercise of options (State currency) N/A		ng the month fro	m exercise of opti	ions N/A			

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	during the	Nominal value at close of the month	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
1.						
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>	N/A	<u>N/A</u>
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)			-			
<u>2.</u>			-			
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> )						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)		)	-			
3.						
( / / ) Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy) 4.	( / /	)				
( / / ) Stock code (if listed) Class of shares issuable (Note 1)			 -			
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / /	)	-			
		Tota	(Prefere	hary shares) $N/P$ ence shares) $N/P$ Other class) $N/P$	ł	

Convertibles (i.e. Convertible in           Class and description		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 issuer which may be issued pursuant thereto as at close of the month
1.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy))	( / / )					
2.						
Stock code (if listed)						
Class of shares issuable ( <i>Note 1</i> )						
Subscription price						
EGM approval date						
(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 (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	( / / )		Total C (Ordir	nary shares) N/A	A A A A A A A A A A A A A A A A A A A	
				ence shares) $\frac{N/F}{N/F}$		
				Other class) $\overline{N/A}$		

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

	No. of new shares of issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant thereto
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	thereto	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	7	
satisfied by way of issue of the Convertible Notes in the aggregate		
principal amount of HK\$150 million.	7	
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	1	
20 November 2014 and the circular dated 24 December 2014.	_	
(10)0015)	_	
		1.50.000.000
Ordinary shares (Note 1)	N/A	150,000,000
2. On 15th April 2015 after trading hours, the Company, the Vendor	_	
and the Vendor Guarantor enter into the Sale and Purchase		
Agreement Pursuant to which, the Vendor has conditionally agreed		
to sell and the Company has conditionally agreed to acquire the		
Sale Shares, representing the entire issued share capital of the		
Target Company.	7	
The Consideration shall initially be HK\$650 million for the Sale		
Shares (subject to adjustments) in accordance with the Sale and	7	
Purchase Agreement.	-	
The Consideration shall be satisfied by the Company in the	-	
following manner: (a) HK\$286 million shall be paid by way of	-	
issue and allotment of 88,000,000 Shares at the issue price of	-	
HK\$3.25 per share at Completion; and (b)HK\$364 million(subject	-	
to adjustments) shall be paid by way of issue of the Convertible	-	
Notes.	-	
Upon full conversion of the said Convertible Notes, a total of	-	
112,000,000 Conversion Shares may be issued under the initial	-	
Conversion Price of HK\$3.25(subject to adjustments)	_	
For more details, please refer to the Company's announcement	_	
dated 15 April 2015	-	
	-	
	-	
	-	
	-	
$\frac{(//)}{(N-4-1)}$	N/A	200,000,000
Ordinary shares (Note 1)	IN/A	200,000,000
3. N/A		
3. <u>N/A</u>	4	
	4	
	4	
	4	
shares (Note 1)		
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	-
		-
	1	

#### Other Movements in Issued Share Capital

1. Rights issue       At price :       State currency       Issue and allotment date : (dd/mm/yyyy) $( / / )$ EGM approval date: (dd/mm/yyyy)         2. Open offer       At price :       State currency       Class of shares issuable (Note 1)       M/A         N/A       N/A       N/A         EGM approval date: $( / / )$ (dd/mm/yyyy)       N/A         EGM approval date: $( / / )$ (suble (Note 1)         EGM approval date: $( / / )$ (dd/mm/yyyy)		er wovement.	Type of Issue	Capital					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
I. Rights issue       At price :       State currency       Issue and allotment date : (dd/mm/yyyy) $( / / / )$ EGM approval date: $( / / / )$ N/A       N/A         2. Open offer       At price :       State currency       Issue and allotment (dd/mm/yyyy) $( / / / )$ 2. Open offer       At price :       State currency       Issue and allotment (dd/mm/yyyy) $( / / / )$ 3. Placing       At price :       State currency       Issue and allotment (dd/mm/yyyy) $( / / / )$ 3. Placing       At price :       State currency       Issue and allotment (dd/mm/yyyy) $( / / / )$ 4. Bonus issue       Class of class of class of currency       Shares currency			Type of Issue							month
1. Kights issue       At price : currency       date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       N/A       N/A         2. Open offer       At price : State currency       Issue and allotment date : (dd/mm/yyyy)         EGM approval date:       ( / / )         (dd/mm/yyyy)       EGM approval date:       ( / / )         2. Open offer       At price : State currency       Issue and allotment date : (dd/mm/yyyy)         EGM approval date:       ( / / )       N/A       N/A         3. Placing       At price : State currency       Issue and allotment ( / / )       M/A       N/A         4. Bonus issue       Class of shares issuable (Note 1)       Issue and allotment ( / / )       M/A       N/A         4. Bonus issue       EGM approval date: ( ( / / )       ( / / )       EGM approval date: ( / / )       Issue and allotment ( / / )         4. Bonus issue       Issue and allotment ( / / )       Issue and allotment ( / / )       EGM approval date: ( / / )       Issue and allotment ( / / )										
N/A = N/A $N/A = N/A$ $N/A$	1.	Rights issue	1	At price :			( / /	)		
2. Open offer       At price : State currency       Issue and allotment date : (d/mm/yyyy) $(///)$ EGM approval date: (d/mm/yyyy)       N/A       N/A         3. Placing       At price : State currency       Issue and allotment date : (d/mm/yyyy) $(///)$ 3. Placing       At price : State currency       Issue and allotment date : (d/mm/yyyy) $(///)$ 4. Bonus issue       Class of shares issuable (Note 1)       N/A       N/A         Issue and allotment date : (d/mm/yyyy) $(///)$ N/A       N/A         Issue and allotment date : (d/mm/yyyy) $(///)$ N/A       N/A         Issue and allotment date : (d/mm/yyyy) $(///)$ $N/A$ N/A         Issue and allotment date : (d/mm/yyyy) $(///)$ $N/A$ $N/A$ Issue and allotment date : (d/mm/yyyy) $(///)$ $N/A$ $N/A$ Issue and allotment date : (d/mm/yyyy) $(///)$ $N/A$ $N/A$						EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
3. Placing       At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment $( / / )$ AGM approval date: $(d/mm/yyyy)$ AGM approval date: $( / / )$ $N/A$ $N/A$ 4. Bonus issue       Class of shares issuable (Note 1)       Issue and allotment $( / / )$ $( / / )$ 4. Bonus issue       Issue and allotment $( / / )$ $( / / )$ Issue and allotment $( / / )$ EGM approval date: $( / / )$ EGM approval date: $( / / )$ $( / / )$	2.	Open offer		At price :		issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy) EGM approval date:			<u>N/A</u>	<u>N/A</u>
3. Placing       At price :       State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / ) AGM approval date: (d/mm/yyyy)       ( / / ) N/A       N/A         4. Bonus issue       Class of issuable (Note 1)       State issuable (Note 1)       ( / / ) Issue and allotment date : (dd/mm/yyyy)         EGM approval date:       ( / / ) (dd/mm/yyyy)										
4. Bonus issue	3.	Placing	1	At price :	State	Issue and allotment	( / /	)		
Class of shares         issuable (Note 1)         4. Bonus issue       Issue and allotment ( / / ) date : (dd/mm/yyyy)         EGM approval date:       ( / / ) (dd/mm/yyyy)						AGM approval date: (dd/mm/yyyy)	( / /	)	N/A	N/A
4. Bonus issue $ \begin{array}{c}             issuable (Note 1) \\             Issue and allotment ( / / ) \\             date : (dd/mm/yyyy) \\             EGM approval date: ( / / )              (dd/mm/yyyy)                                  $										
4. Bonus issue date : (dd/mm/yyyy) EGM approval date: ( / / ) (dd/mm/yyyy)										
(dd/mm/yyyy)	4.	Bonus issue					( / /	)		
						EGM approval date: (dd/mm/yyyy)	( / /	)	NT / 4	<b>X</b> T / 4
									$\frac{1N}{A}$	<u>1N/A</u>

	Type of Issue	5					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)				
5.	Scrip dividend	At price :	State currency —	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/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)	( / /	)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares redeemed ( <i>Note 1</i> )				
7.	Redemption of shares			Redemption date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
8.	Consideration issue	At price :	State	Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)		
				\[			N/A	N/A

	Type of Issu	le					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 ( <i>Note 1</i> )				
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	<u>N/A</u>	<u>N/A</u>
				Class of shares issuable ( <i>Note 1</i> )				
10.	Other (Please specify)	At price :	State	<ul> <li>Issue and allotment date : (dd/mm/yyyy)</li> </ul>	( / /	)		
				EGM approval date: (dd/mm/yyyy)	( / /	)	N/A	<u>N/A</u>
				Total E.	(Preference	e sha	ures) <u>N/A</u> ures) <u>N/A</u> ass) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	N/A		
	(2)	N/A		
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		
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

Remarks (if any):

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.*