

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 30/06/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Greater China Holdings Limited
Date Submitted	07/07/2015

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 mo	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 mo	nth		
Increase/(decrease)		_	
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\$						
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(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 inte	o Shares of the Is	suer which are to b	e Listed)			
Class and description	Currency of amount outstanding	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. 2014 Convertible Note	_					
	<u> </u>					
	HK\$	N/A	N/A	85,401,768.19	0	71,168,139
Stock code (if listed) Class of shares	Unlisted					
issuable (Note 1)	Ordinary					
Subscription price	HK\$1.2					
EGM approval date						
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2.	_					
	_					
Stock code (if listed)		·		<u> </u>		
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)					
3.	· · · · ·					
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)	(/ /)					
(du, iiiii, yyyy)	(' ')		Fotal C. (Ordi	nary shares) N/A	A	
				rence shares) $\frac{N/A}{N/A}$		
				(Other class) $\overline{N/A}$		
						-

under	Share Option Schemes)	,	
Full	particulars including EGM approval date (dd/mm/yyyy),	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
	blicable, and class of shares issuable:		us at crose 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 balance of HK\$94,598,231.81		
	Convertible Notes, a total of 78,831,861 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 announcements Dated 20 November 2014 and 3 June 2015 and the		
	circular dated 24 December 2014.		
	(16/01/2015)		
	(16/01/2015) Ordinary shares (<i>Note 1</i>)	N/A	78,831,861
	Ordinary shares (<i>ivole 1</i>)	IN/A	/8,851,801
2.	On 25th June 2015 after trading hours, the Company, the Vendor		
2.	and the Vendor Guarantor further entered enter into the Second		
	Supplemental Agreement pursuant to which the parties thereto		
	agree, inter alia, (i) amending the number of shares of the Target		
	Company to be sold by the Vendor and acquired by the Company		
	from 100 to 45; (ii) amending the Consideration from HK\$650		
	million to HK\$272.84 million; (iii) amending the terms of		
	settlement of the Consideration, including (without limitation)		
	amending to the number of Consideration Shares to be issued and		
	allotted upon Completion and the corresponding Issue Price,		
	cancelling of the issue of 2015 Convertible Note and the 2016		
	Convertible Note, and amendments to the compensation		
	mechanism for failure to achieve the Performance Targets; and (iv)		
	amending the conditions precedent for the Completion.		
	As amended by the Second Supplemental Agreement, the revised		
	Consideration shall be satisfied in full by the Company by way of		
	issue and allotment of 71,800,000 Consideration Shares at		
	Completion. No Convertible Notes will be issued pursuant to the		
	Second Supplemental Agreement.		
	For more details, please refer to the Company's announcements		
	dated 15 April 2015 and 25 June 2015.		
	Ordinary shares (<i>Note 1</i>)	N/A	71,800,000
	Orumary shares (Note 1)	11/21	/1,000,000
3.	N/A		
5.	1 1/ / 1		
	(/ /)		
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	
		11/11	
		l	

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

Other Movements in Issued Share Capital

		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
	Турс	01 Issue		Class of shares				month
				Class of shares issuable (<i>Note 1</i>)				
1.	Rights issue	At price :	State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
2.	Open offer	At price :	State currency	Class of shares issuable (<i>Note 1</i>) 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>)				
3.	Placing	At price :	State	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
							11/21	

	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	 Issue and allotment date : (dd/mm/yyyy) 	(/ /)		
				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.*