

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/07/2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Greater China Holdings Limited
Date Submitted	05/08/2015

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 mon	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 : $\underline{N/A}$	Description : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding mon	th		
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	71,800,000	N/A	N/A	N/A
Balance at close of the month	431,247,114	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (unde		Schemes of the	Issuer)			
Particulars of share					No. of new shares of	No. of new shares of
option scheme					issuer issued during	issuer which may be
including EGM					the month pursuant	issued pursuant thereto
approval date		Movement du	ring the month		thereto	as at close of the month
(dd/mm/yyyy) and					—	
class of shares	C	T as is a f	C	T		
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Exercise Price:						
HK\$						
I						
(/ /)						
shares	N/A	N/A	N/A	N/A	N/A	N/A
(Note 1)						
2. Exercise Price:						
HK\$						
(/ /)						
shares						
(Note 1)						
l						
3. Exercise Price:						
HK\$						
(/ /)						
shares						
(Note 1)				·		
(,						
4. Exercise Price:						
HK\$						
·						
shares						
(Note 1)						
(11012-)			Total A. (Or	rdinary shares)	N/A	
				ference shares)	N/A	
			((Other class)	N/A	
	· the most of fa	C C	.•	(Outer cluss)	14/11	
Total funds raised duri (State currency)	.ng the month iro	om exercise or opu	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 int	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	_					
	HK\$	85,401,768.19	N/A	85,401,768.19	0	71,168,139
Stock code (if listed)	Unlisted					
Class of shares						
issuable (Note 1)	Ordinary HK\$1.2					
Subscription price	HK\$1.2					
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2.	, ,					
	_					
	_					
	_					
Stock code (if listed)						
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 (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)	(/ /)					
			Total C. (Ordi	inary shares) N/A	A	
				ence shares) $\overline{N/A}$		-
				(Other class) $\overline{N/A}$		-
						-

under	Share Option Schemes)		
		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto
	particulars including EGM approval date (dd/mm/yyyy), plicable, and class of shares issuable:	ulereto	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 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)		
	Ordinary shares (Note 1)	N/A	78,831,861
2			
2.	N/A		
	Ordinary shares (Note 1)	N/A	N/A
3.	NT/A		
5.	N/A		
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference 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)

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 (d/mm/yyyy) $(///)$ N/A N/A Issue and allotment (d/mm/yyyy) $(///)$ N/A N/A Issue and allotment (d/mm/yyyy) $(///)$ N/A N/A Issue and allotment (d/mm/yyyy) $(///)$ $(///)$ N/A Issue and allotment (d////) $(////)$ $(////)$ $(///)$ Issue and allotment (d////) $(////)$ $(////)$ $(////)$ Issue and allotment (d////) $(////)$ $(////)$						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	X T / 4
									$\frac{1N}{A}$	<u>1N/A</u>

Type of Issue Class of shares S. Scrip dividend At price : State currency Issue and allotment (/ / dd/mm/yyyy) EGM approval date: (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) 6. Repurchase of shares Class of shares repurchased (Note 1) 6. Repurchase of shares Class of shares repurchased (Note 1) 7. Redemption of shares Class of shares redeemed (Note 1) 7. Redemption of shares Redemption date : (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) 7. Redemption of shares Redemption date : (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) EGM approval date: (/		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
5. Scrip dividend At price : State currency			monun
3. Schp dividend At price : currency date : (dd/mm/yyyy) EGM approval date: (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) 6. Repurchase of shares Class of shares means (dd/mm/yyyy) EGM approval date : (/ / (dd/mm/yyyy)) EGM approval date : (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyy)) EGM approval date: (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) <			
Class of shares repurchase of shares Class of shares Cancellation date : (d/mm/yyyy) EGM approval date: (d/mm/yyy) EGM approval date: (d/mm/yyy) EGM approval date: (d/mm/yyy) EGM approval date: (d/mm/yyy) EGM approval date: (d/mm/yyyy))		
repurchase of shares Cancellation date : (/ / (dd/mm/yyyy)) 6. Repurchase of shares Cancellation date : (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) Class of shares 7. Redemption of shares Redemption date : (/ / (dd/mm/yyyy)) 7. Redemption of shares Class of shares Class of shares (/ / (dd/mm/yyyy)) Class of shares Ordin)	N/A	N/A
 Kepurchase of shares (dd/mm/yyyy) EGM approval date: (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) Class of shares			
Class of shares)		
7. Redemption of shares 7. Redemption of shares 7. Redemption date : (/ / (dd/mm/yyyy)) EGM approval date: (/ / (dd/mm/yyyy)) Class of shares Class of shares Ordin issuable (Note 1))	<u>N/A</u>	<u>N/A</u>
7. Redemption of shares (dd/mm/yyyy) EGM approval date: (/ / (dd/mm/yyyy) Class of shares <u>Ordin</u> issuable (<i>Note 1</i>)			
Class of shares <u>Ordin</u> issuable (<i>Note 1</i>))		
issuable (Note 1))	<u>N/A</u>	<u>N/A</u>
Issue and allotment (08/07/	ary		
8. Consideration share At price : HK\$3.80 Issue and allotment (60/07) date : (dd/mm/yyyy)	2015)		
AGM approval date: (30/04/ (dd/mm/yyyy)	2015)	71,800,000	N/A

	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			
9.	Capital reorganisation			issuable (<i>Note 1</i>) Issue and allotment date : (dd/mm/yyyy)	(//)		
				EGM approval date: (dd/mm/yyyy)	(//)		
				(dd/mm/yyyy)		N/A	N/A
				Class of shares issuable (Note 1)			
10.	Other (Please specify)	At price :	State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(//)	<u>N</u> /A	<u>N</u> /A
				Total E.	(Preference sha	ares) 71,800,0 ares) <u>N/A</u> lass) <u>N/A</u>	00

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	71,800,000		
	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.*