

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/12/2015

To : Hong Kong Exchanges and Clearing Limited

	Greater China Financial Holdings Limited
Name of Issuer	(Formerly known as Greater China Holdings Limited)
Date Submitted	05/01/2016

I. Movements in Authorised Share Capital

(1) Stock code : 00431	Descrip	tion :	G CH	INA FIN
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of precedir	ng month	421,978,000,000	0.005	2,109,890,000.00
Increase/ (decrease)		1,687,912,000,000 (See Remark 1)		N/A
Balance at close of the mon	ith	2,109,890,000,000	0.001	2,109,890,000.00
(2) Stock code : N/A	Descrip	tion : <u>N/A</u>		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of precedir	ng month			
Increase/(decrease)				
Balance at close of the mon	ıth			

2. Preference Shares

Stock code : <u>N/A</u> Descri	iption : <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) during the month	88,000,000 (See Remark 1)		N/A
Balance at close of the month	110,000,000	0.001	110,000.00

3. Other Classes of Shares

Stock code : <u>N/A</u> Descr	ription : <u>N/A</u>		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month			
Increase/(decrease)			
Balance at close of the month			

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	646,870,671	N/A	N/A	N/A
Increase/ (decrease) during the month	2,587,482,684	N/A	N/A	N/A
Balance at close of the month	3,234,353,355	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Op	otion Schemes of the Issuer)
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option scheme including EGM issuer issued during issuer which may be the month pursuant thereto as at close of the month class of shares issuable Granted Exercised Cancelled Lapsed II. Exercise Price: HK5022 (2006/2011) 90,000,000 Ordinary shares N/A N/A N/A N/A N/A N/A (See Remark 2) (Note 1) 90,000,000 Ordinary shares N/A N/A N/A N/A N/A (See Remark 2) (Note 1) 90,000,000 Shares (Note 1) 90,000,000 I. Exercise Price: HKS (Note 1) 90,000,000 (Note 1) 90,000,000 I. Exercise Price: HKS (Note 1) 10 I. Exercise Price: I. Exercise	Particulars of share					No. of new shares of	No. of new shares of
approval date (dd/mm/yyyy) and class of shares issuable Movement during the month thereto as at close of the month 1. Exercise Price: HKS0 92 (20:06 / 2011) 90,000,000 90,000,000 Ordinary shares (Note 1) N/A N/A N/A N/A N/A 2. Exercise Price: HKS 90,000,000 90,000,000 Ordinary shares (Note 1) N/A N/A N/A N/A 3. Exercise Price: HKS	option scheme					issuer issued during	issuer which may be
(dd/mn/yyyy) and							
class of shares Granted Exercised Cancelled Lapsed I. Exercise Price: HKS0 92 (See Remark 2) 90,000,000 Ordinary shares N/A N/A N/A N/A See Remark 2) (Note 1)			Movement dur	ing the month		thereto	as at close of the month
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HKS0.92 90,000,000 Ordinary shares N/A N/A N/A N/A 90,000,000 Ordinary shares N/A N/A N/A N/A N/A See Remark 2) (Note 1) 2. Exercise Price: HKS		Grantea	Exercised	Cancelled	Lapsed		
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$ \frac{HK\$}{(/ /) } $ shares $ \frac{(/ /) }{(Note 1) } $ $ \frac{3. Exercise Price:}{HK\$} $ $ \frac{(/ /) }{(Note 1) } $ $ \frac{4. Exercise Price:}{HK\$} $ $ \frac{(/ /) }{(Note 1) } $ $ \frac{4. Exercise Price:}{HK\$} $ $ \frac{(/ /) }{(Note 1) } $ $ \frac{1}{(/ /) } $ $ \frac{1}{$	(Note 1)						
$ \frac{HK\$}{(/ /) } $ shares $ \frac{(/ /) }{(Note 1) } $ $ \frac{3. Exercise Price:}{HK\$} $ $ \frac{(/ /) }{(Note 1) } $ $ \frac{4. Exercise Price:}{HK\$} $ $ \frac{(/ /) }{(Note 1) } $ $ \frac{4. Exercise Price:}{HK\$} $ $ \frac{(/ /) }{(Note 1) } $ $ \frac{1}{(/ /) } $ $ \frac{1}{$							
$(/ / /)$ shares $(Note 1)$ $\overline{(/ /)}$ $\overline{(/ /)}$ shares $(Note 1)$ $\overline{(/ /)}$ $\overline{(Note 1)}$ $\overline{(/ /)}$ $\overline{(Note 1)}$ $\overline{(/ /)}$ $\overline{(Note 1)}$ <td></td> <td></td> <td></td> <td></td> <td></td> <td></td> <td></td>							
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$\overline{\text{(Note 1)}}$ $\overline{\text{3. Exercise Price:}}$ $\overline{\text{HKS}}$ $\overline{(/ / /)}$ $\overline{\text{shares}}$ $\overline{(\text{Note 1})}$ $\overline{\text{4. Exercise Price:}}$ $\overline{\text{HKS}}$ $\overline{(/ / /)}$ $\overline{\text{shares}}$ $\overline{(Note 1)}$ $\overline{\text{Total A. (Ordinary shares)}}$ $\overline{\text{N/A}}$ $\overline{\text{(Note 1)}}$ $\overline{\text{Total A. (Ordinary shares)}}$ $\overline{\text{N/A}}$ $\overline{\text{(Other class)}}$ $\overline{\text{N/A}}$							
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HK\$ (///) shares (Note 1) 4. Exercise Price: HK\$ (///) shares (Note 1) Total A. (Ordinary shares) (N/A) (Other class) N/A Total funds raised during the month from exercise of options							
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$ \frac{4. \text{ Exercise Price:}}{HK\$} \\ \underline{(///)}_{\text{shares}} \\ (Note 1) \\ Total A. (Ordinary shares) \\ (Preference shares) \\ (Other class) \\ \underline{N/A} \\ \hline N/A \\ \hline Total funds raised during the month from exercise of options $. <u> </u>				
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(Preference shares) (Other class) $\frac{N/A}{N/A}$ Total funds raised during the month from exercise of options	(Note 1)			Total A (Or	dimonstration (horace)	NT / A	
(Other class) $\overline{N/A}$ Total funds raised during the month from exercise of options					-		
Total funds raised during the month from exercise of options				(Field			
Total funds raised during the month from exercise of options (State currency) N/A					(Other class)	N/A	
		g the month from	m exercise of opti	ons 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.						
	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)	(/ /)	_			
2.						
(/ /) 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 (<i>Note 1</i>) Subscription price			_			
EGM approval date (if applicable)			-			
(dd/mm/yyyy)	(/ /)	-			
(/ /) Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price			-			
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	-			
		Tota		nary shares) <u>N/A</u> ence shares) N/A		-
			(Other class) N/A	A	-

Convertibles (i.e. Convertible	into Shares of the Iss	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						
Stock code (if listed)	HK\$ Unlisted	85,401,768.19	N/A	85,401,768.19	0	355,840,695 (See Remark 3)
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.24 (See Rem	arks 3)				
EGM approval date (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.						
<u> </u>						
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)	(/ /)					
	·	r	Total C. (Ordi	nary shares) N/A	1	
				ence shares) $\frac{N/A}{N/A}$		
				(Other class) $\frac{N/T}{N/A}$		
			((10)	1	

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	No. of new shares of issuer which may be
		the month pursuant	issued pursuant thereto
En11	particulars including EGM approval date (dd/mm/yyyy),	thereto	as at close of the month
if an	plicable, and class of shares issuable:		as at close of the month
1.	On 20th November 2014 after trading hours, the Company, the		
1.	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 394,159,305 Conversion Shares may		
	be issued under the adjusted Conversion Price of HK\$0.24 as result		
	of the Share Subdivision. For more details, please refer to the		
	Company's announcements Dated 20 November 2014, 3 June 2015		
	and 23 December 2015 and the circular dated 24 December 2014.		
	(16/01/2015)		
	Ordinary shares (Note 1)	N/A	394,159,305
		IN/A	
2.	N/A		
		-	
		-	
	Ordinary shares (Note 1)	N/A	N/A
	· · · · · · · · · · · · · · · · ·		
3.	N/A		
	(/ /)		
	shares (Note 1)		
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
	(Other class)	N/A	
			-

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
			Class of shares				
			issuable (Note 1)				
1.	Rights issue	At price : State	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>)				
2.	Open offer	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares				
			issuable (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			AGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
						11/21	11/23
			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 Iss	ne			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			
5.	Scrip dividend	At price : State	issuable (<i>Note 1</i>) Issue and allotment)		
5.	Senp dividend	currency —	<pre>date : (dd/mm/yyyy) EGM approval date: (/ /)</pre>)		
			(dd/mm/yyyy)		N/A	N/A
			Class of shares repurchased (<i>Note 1</i>)			
6.	Repurchase of shares		Cancellation date : (/ /) (dd/mm/yyyy))		
			EGM approval date: (/ /) (dd/mm/yyyy))	N/A	N/A
					10/7	10/11
			Class of shares redeemed (<i>Note 1</i>)	-		
7.	Redemption of shares		Redemption date : (/ / / (d/mm/yyyy))		
			EGM approval date: (/ /) (dd/mm/yyyy))		
					N/A	N/A
			Class of sharesissuable (Note 1)	-		
8.	Consideration share	At price : State currency	Issue and allotment (/ /) date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))	N/A	N/A

Type of Issue	No. of new No. of new shares of issuer shares of issued during issuer which the month may be pursuant thereto issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable (<i>Note 1</i>) <u>Ordinary</u> Issue and allotment date : (dd/mm/yyyy) (28/12/2015) SGM approval date: (dd/mm/yyyy) (23/12/2015) <u>2,587,482,684</u> <u>N/A</u>
10. Other (Please specify) 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>
	Total E. (Ordinary shares) <u>2,587,482,684</u> (Preference shares) <u>N/A</u> (Other class) <u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	2,587,482,684
	(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").)		

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Remarks (if any):

(1) An ordinary resolution for the Share Subdivision was passed at the Special General Meeting of the Company held on 23 December 2015, with effect from 28 December 2015, each existing issued and unissued share and preference share with a par value of HK\$0.005 is divided into 5 subdivided shares and 5 subdivided preference shares with a par value of HK\$0.001 respectively.

(2) Upon the Share Subdivision becoming effective, the exercise price and the number of shares to be allotted and issued upon exercise of the subscription rights attaching to the option granted under the share option scheme adopted on 20 June 2011 will be adjusted accordingly.

 (3) Upon the Share Subdivision becoming effective, the conversion price and the number of conversion shares falling to be allotted and issued upon exercise of the conversion rights attaching to the Convertible Notes have been adjusted accordingly.

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.*