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大中華金融控股有限公司

GREATER CHINA FINANCIAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 431)

website: <http://www.irasia.com/listco/hk/greaterchina/index.htm>

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Greater China Financial Holdings Limited (the “**Company**”) will be held at Suites 3001-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Thursday, 25 February 2016 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions as ordinary resolutions:

ORDINARY RESOLUTION 1

“**THAT:**–

- (a) the second supplemental agreement dated 8 January 2016 to the sale and purchase agreement dated 20 November 2014 as amended by the first supplemental agreement dated 3 June 2015 (the “**Sale and Purchase Agreement**”) among Rosy Start Investments Limited, Equity Partner Holdings Limited, Century Best Holdings Limited and Asiabiz Capital Investment Limited as vendors, Mr. Joseph Shie Jay Lang as vendors guarantor and the Company as purchaser in respect of the acquisition of the shares of Oriental Credit Holdings Limited (a copy of which has been produced to the Meeting marked “A” and initialed by the chairman of the Meeting for the purpose of identification) (the “**Second Supplemental Agreement**”) and the performance of the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and
- (b) any director of the Company (the “**Director(s)**”) be and is hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to the transactions mentioned in paragraph (a) above.”

ORDINARY RESOLUTION 2

“THAT:–

- (a) the issue of each of the Convertible Notes (as defined in the Sale and Purchase Agreement and the Second Supplemental Agreement) and its terms and conditions (a copy of which has been produced to the Meeting marked “B” and initialed by the chairman of the Meeting for the purpose of identification) and the transactions contemplated thereunder (including any possible exercise of the conversion rights attaching to the Convertible Notes and subscription of the ordinary shares of the Company on exercise of such conversion rights) be and are hereby approved;
- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Conversion Shares (as defined in the Convertible Notes) to be allotted and issued pursuant to the terms and conditions of the Convertible Notes, and upon the exercise of the conversion rights attaching to the Convertible Notes, the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue, credited as fully paid, (i) 625,000,000 ordinary shares of HK\$0.001 each as required under the Sale and Purchase Agreement based on the initial consideration of HK\$150,000,000; and (ii) up to 750,000,000 ordinary shares of HK\$0.001 each based on the adjusted consideration of HK\$180,000,000, in the share capital of the Company as may be required to be allotted and issued upon exercise of the conversion rights under the Convertible Notes at a conversion price of HK\$0.24 per ordinary share of HK\$0.001 each in the share capital of the Company (subject to adjustment), on and subject to the terms and conditions of the Convertible Notes, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company in the annual general meeting of the Company held on 30 April 2015; and
- (c) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraphs (a) and (b) above, including where appropriate, agreeing to any non-material amendments to the terms and conditions of the Convertible Notes and any other agreements made in relation thereto to the extent permitted by the Listing Rules (as defined in the circular) and the applicable laws and in the interests of the Company and its shareholders.”

By Order of the Board
Greater China Financial Holdings Limited
Shao Yonghua
Chairman

Hong Kong, 5 February 2016

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Head Office and Principal Place of Business in Hong Kong:

Suites 3001-11
Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the Meeting may appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share of the Company, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, should be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority is determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be delivered to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding of the Meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Meeting if the shareholders so wish.
5. The resolution set out in this notice of special general meeting will be put to shareholders to vote taken by way of a poll.

As at the date of this announcement, the Board comprises Mr. Shao Yonghua, Mr. Chen Ningdi and Ms. Chan Siu Mun as executive Directors; Ms. Ma Xiaoling and Mr. Joseph Shie Jay Lang as non-executive Directors; and Mr. Jin Bingrong, Mr. Kwan Kei Chor and Dr. Rui Mingjie as independent non-executive Directors.