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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>

**DISCLOSEABLE TRANSACTION
ON-MARKET PURCHASES OF ISSUED SHARES IN
SHIFANG HOLDING LIMITED**

The Company is pleased to announce that in a series of transactions conducted on 24 February 2016, the Company, through its direct wholly-owned subsidiary, acquired additional 17,060,000 Target Shares on the open market at a total consideration of approximately HK\$59,160,000 (excluding stamp duty and related expenses).

As one or more of the applicable percentage ratios in respect of the Acquisitions (having been aggregated with the Subscription, details of which were set out in the Announcement) is more than 5% but less than 25%, the Acquisitions constitute a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

THE ACQUISITIONS

Further to the Announcement in which the Subscription has already been completed as at the date of this announcement, the Company is pleased to announce that in a series of transactions conducted on 24 February 2016, the Company, through its direct wholly-owned subsidiary, acquired additional 17,060,000 Target Shares on the open market at a total consideration of approximately HK\$59,160,000 (excluding stamp duty and related expenses) at the price ranging from HK\$3.42 to HK\$3.49 per Acquired Share. The average price (excluding stamp duty and related expenses) for each Acquired Share was approximately HK\$3.47. The Company will settle the consideration of the Acquisitions from part of the net proceeds of the Rights Issue.

As the Acquisitions were conducted on the open market, the identities of the counterparties of the Acquisitions cannot be ascertained. To the best knowledge, information and belief of the Directors and having made all reasonable enquires, the counterparties and the ultimate beneficial owner(s) of the counterparties of the Acquired Shares are Independent Third Parties.

The Acquired Shares represent approximately 1.4% of the total issued shares of the Target as at the date of the Acquisitions.

Immediately after the Acquisitions, the Company is interested in an aggregate of 57,060,000 Target Shares, representing approximately 4.7% of the total issued shares of the Target.

INFORMATION OF THE TARGET GROUP

The Target is ShiFang Holding Limited, which is a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange (Stock Code: 1831). The Target Group is principally engaged in the business of cultural media, advertising media and film media in the PRC. A summary of certain financial information of the Target Group was set out in the Announcement.

REASONS FOR AND BENEFITS OF THE ACQUISITIONS

The Group is principally engaged in (i) investment holding; (ii) industrial property development; (iii) general trading including trading of metal materials; and (iv) pawnshop business in Shanghai, the PRC.

As stated in the Announcement, the Group intends to build up its own investment portfolio in different industries in order to generate stable source of income when and as opportunities arise. The Target Group is principally engaged in the business of cultural media, advertising media and film media in the PRC and according to the Target's announcement dated 23 February 2016, the Target recently entered into a movie investment agreement for the acquisition of the income right of the film 《葉問3》 (Ip Man 3). Based on the aforesaid, the Board considers that the Acquisitions will further facilitate the Group to build up its own investment portfolio by investing in the Target for capital gains and investment returns in future.

In view of the recent development of the Target Group's business, the Company will consider to further increase its investment and shareholding in the Target as and when opportunities arise.

As the Acquisitions were conducted on the open market, the Directors are of the view that the terms of the Acquisitions are on normal commercial terms and are fair and reasonable. The Directors also consider that the Acquisitions are in the interests of the Company and the Shareholders as a whole.

LISTING RULES IMPLICATIONS

As one or more of the applicable percentage ratios in respect of the Acquisitions (having been aggregated with the Subscription, details of which were set out in the Announcement) is more than 5% but less than 25%, the Acquisitions constitute a discloseable transaction of the Company and is subject to the notification and announcement requirements under Chapter 14 of the Listing Rules.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expression shall have the following meaning when used herein:

“Acquired Shares”	17,060,000 Target Shares, representing approximately 1.4% of the entire issued share capital of the Target as at the date of the Acquisitions, which are fully paid up or credited as fully paid
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“Acquisitions”	the acquisitions of the Acquired Shares by the Company on the Stock Exchange
“Announcement”	announcement of the Company dated 22 December 2015 in respect of the Subscription
“Board”	the board of Directors
“Company”	Greater China Financial Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares are listed on the main board of the Stock Exchange (Stock Code: 431)
“connected person(s)”	has the meaning ascribed to it in the Listing Rules
“Directors”	directors of the Company
“Group”	the Company and its subsidiaries
“Independent Third Party(ies)”	a party(ies) independent of and not connected with the Company and its connected persons
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China, excluding Hong Kong Special Administrative Region, Macau Special Administrative Region and Taiwan for the purposes of this announcement
“Rights Issue”	rights issue of the Company as disclosed in the Company’s prospectus dated 27 October 2015
“Share(s)”	ordinary share(s) of HK\$0.001 each in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Subscription”	the subscription of 40,000,000 new shares in the Target by Summit Yield Developments Limited, a direct wholly-owned subsidiary of the Company, pursuant to a subscription agreement dated 22 December 2015, the details of which were set out in the Announcement
“Target”	ShiFang Holding Limited, a company incorporated in the Cayman Islands with limited liability and the issued shares of which are listed on the main board of the Stock Exchange (Stock Code: 1831)

“Target Group”	the Target and its subsidiaries from time to time
“Target Share(s)”	share(s) of HK\$0.10 each in the existing issued share capital of the Target
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“%”	per cent.

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

Hong Kong, 24 February 2016

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.