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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>

## **POLL RESULTS OF THE SPECIAL GENERAL MEETING HELD ON 25 FEBRUARY 2016**

The Board is pleased to announce that the ordinary resolutions as set out in the Notice were duly passed by the Shareholders by way of poll at the SGM held on 25 February 2016.

Reference is made to the notice of the SGM (the “**Notice**”) and the circular of the Company (the “**Circular**”) both dated 5 February 2016 in relation to the Amendments. Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

### **POLL RESULTS OF THE SGM**

At the SGM held on 25 February 2016, the voting on the proposed resolutions as set out in the Notice was taken by poll. The Company’s branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolutions at the SGM as set out in Rule 13.40 of the Listing Rules and there were no other Shareholder that was required to abstain from voting at the SGM under the Listing Rules. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolutions at the SGM was 3,234,353,355 Shares.

The Board is pleased to announce that the ordinary resolutions (the “**Resolutions**”) set out in the Notice were duly passed by the Shareholders by way of poll at the SGM held on 25 February 2016. The poll results taken at the SGM in respect of the Resolutions are set out in the following table:

<b>Ordinary Resolutions</b> <i>(Note 1)</i>		<b>Number of Votes (%)</b> <i>(Note 2)</i>	
		<b>For</b>	<b>Against</b>
1.	<p>(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 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 and the performance of the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and</p> <p>(b) any Director 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.</p>	<p>264,819,925 (97.81%)</p>	<p>5,928,000 (2.19%)</p>

Ordinary Resolutions <sup>(Note 1)</sup>		Number of Votes (%) <sup>(Note 2)</sup>	
		For	Against
2.	<p>(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 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;</p> <p>(b) a conditional specific mandate to the Directors to allot and issue the Conversion Shares pursuant to the terms and conditions of the Convertible Notes be and is hereby granted; and</p> <p>(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 and the applicable laws and in the interests of the Company and its Shareholders.</p>	264,819,925 (97.81%)	5,928,000 (2.19%)

*Notes:*

1. The full text of the Resolutions is set out in the Notice.
2. The number of votes and percentage are based on the total number of Shares held by the Shareholders who attended and voted at the SGM in person or by corporate representative or proxy.

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

Hong Kong, 25 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.*