

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mi	m/yyyy): <u>29/02/2016</u>		
To : Hong Kong Exchanges a	nd Clea	ring Limited		
Name of Issuer (Greater	China Financial Ho	oldinas Limite	ed
_	03/03/20			`
I. Movements in Authorised S	hare Ca	apital		
1. Ordinary Shares				
(1) Stock code : <u>00431</u>	Descrip	otion:	G CHINA	A FIN
		No. of ordinary shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding	month	2,109,890,000,000	0.001	2,109,890,000.00
Increase/(decrease)		Nil		Nil
Balance at close of the month	1	2,109,890,000,000	0.001	2,109,890,000.00
(2) Stock code : N/A	Descrip	otion: N/A		
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding	month			
Increase/(decrease)				
Balance at close of the month	1			

2. Preference Shares			
Stock code : N/A Descri	ption : <u>N/A</u>		
	No. of preference shares	Par value (HK\$)	Authorised share capital (HK\$)
Balance at close of preceding month	110,000,000	0.001	110,000.00
Increase/(decrease)	Nil		Nil
Balance at close of the month	110,000,000	0.001	110,000.00
3. Other Classes of Shares			
Stock code : N/A Descri	ption : N/A		
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding month	1		
Increase/(decrease)			
Balance at close of the month			
Total authorised share capital at the <i>currency</i>):	end of the month (2,110,000,000.00

II. Movements in Issued Share Capital

	No. of ordina	ary shares	No of preference	No. of other
	(1)	(2)	shares	classes of shares
Balance at close of preceding month	3,234,353,355	N/A	N/A	N/A
Increase/ (decrease) during the month	Nil	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 Option Schemes of the Issuer) Particulars of No. of new shares of No. of new shares of share option issuer issued during issuer which may be scheme the month pursuant issued pursuant including EGM thereto thereto as at close of Movement during the month approval date the month (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1. Exercise Price: HK\$0.92 (20/06/2011) Ordinary shares N/A N/A N/A N/A N/A 90,000,000 (Note 1) shares (Note 1) shares (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A Total funds raised during the month from exercise N/A of options (State currency)

Warrants to Issue Shares of the	e Issuer which	are to be Listed	d			
Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month		No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.						
	NI/A	NI/A	NI/A	NI/A	NI/A	NI/A
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price		N/A		N/A	N/A	<u>N/A</u>
EGM approval date			- "			
(if applicable) (dd/mm/yyyy)	(/ /)				
2.	,	,	_			
(/ /)						_
,						
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)			_			
issuable (Note 1)						
Subscription price			-			
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)	_			
		Total I	B (Ordina	ary shares) N/A	7	
		iolai		ice shares) N/		_
				other class) N/A		_

Convertibles (i.e. Convertible	into Shares of tl	he Issuer whic	h are to be List	ed)		
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	<u></u>					
Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)) 2.	HK\$ Unlisted Ordinary HK\$0.24	85,401,768.19 	N/A	85,401,768.19	0	355,840,695
Stock code (if listed)	(/ /)					
	 ,					
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)	(/ /)		Гotal С. (Ordina	arv shares\ N/A	A	
			(Preferen	ce shares) <u>N/A</u> other class) <u>N/A</u>	١	- - -

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Options (other than 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 as at close of
Full particulars including EGM approval date (dd/mm/yyyy),		the month
if applicable, and class of shares issuable:		
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\$180million, 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, 23	_	
December 2015 and 8 January 2016 and the circular dated		
24 December 2014 and 5 February 2016.	4	
(40/04/0045)	-	
(16/01/2015)	1	004.450.005
Ordinary shares (Note 1)	N/A	394,159,305
0 1/4		
2. <u>N/A</u>	=	
	-	
	-	
shares (Note 1)	N/A	N/A
Shares (Note 1)	IN/A	IN/A
2 N/A		
3. <u>N/A</u>	-	
	-	
	-	
shares (Mate 4)	NI/A	NI/A
shares (Note 1)	N/A	N/A
Total D (Ouding :: - shares)	NI/A	
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	N/A	

Ot	her Movements	in Issued Share Capital				
	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
	Type of 133uc					
			Class of shares issuable (Note 1)			
1.	Rights issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			Ecivi approvar aato.	(/ /)		
			(dd/mm/yyyy)		N/A	N/A
			Class of shares issuable (Note 1)			
		State		(/ /)		
2.	Open offer	At price : State	date : (dd/mm/yyyy)	,		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(33.11111)		N/A	N/A
			Class of shares			
			issuable (Note 1)			
3.	Placing	At price : State currency	date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			(dd/fiifi/yyyy)		N/A	N/A
			Class of shares issuable (Note 1)			
4.	Bonus issue		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	21/0	
					N/A	N/A
1						

	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						
			issuable (Note 1)						
5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
								N/A	N/A
			Class of shares repurchased (Note 1)						
6.	Repurchase of shares			(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
								N/A	N/A
			Class of shares redeemed (Note 1)						
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
			(),,,,					N/A	N/A
			Class of shares issuable (Note 1)						
8.	Consideration issue	At price : State currency———	Issue and allotment date : (dd/mm/yyyy)	(/	/)		
			EGM approval date: (dd/mm/yyyy)	(/	/)		
			(dd/IIIII/yyyy)					N/A	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 issuable (Note 1)	i			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)	i			
10.	Other (Please specify)	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Total		rdinar	y s) N/A	
			(Pref	erence s (Othe	shares	N/A	- - -
1							

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	Nil
(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 Capital").)	Issued Share

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Submitted by:Tricor Tengis Limited
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Submitted by: Tricor Tengis Limited
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.