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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>

**ISSUE OF THE 2015 CONVERTIBLE NOTE
IN RELATION TO THE ACQUISITION OF THE ENTIRE ISSUED
SHARE CAPITAL OF ORIENTAL CREDIT HOLDINGS LIMITED
AND
FULFILLMENT OF THE 2015 PERFORMANCE TARGET OF
INTRADAY FINANCIAL INFORMATION SERVICE LIMITED**

Issue of the 2015 Convertible Note in relation to the Acquisition of the entire issued share capital of Oriental Credit Holdings Limited

Reference is made to the announcements of Greater China Financial Holdings Limited (the “**Company**”) dated 20 November 2014, 21 January 2015, 3 June 2015, 8 January 2016, 1 February 2016, 3 February 2016 and 25 February 2016 and the circulars of the Company dated 24 December 2014 (the “**First Circular**”) and 5 February 2016 (the “**Second Circular**”) in relation to the acquisition of the entire issued share capital of Oriental Credit Holdings Limited. Unless otherwise defined in this announcement, capitalised terms used in this announcement shall have the same meanings as those defined in the Second Circular.

As disclosed in the paragraph headed “Amendments to the payment terms of the Consideration” under the section “The Second Supplemental Agreement” in the Second Circular, part of the consideration for the Sale and Purchase Agreement and the Second Supplemental Agreement shall be satisfied by the Company by way of issue of Convertible Notes with principal amount of HK\$35,000,000 (subject to adjustment) to the Vendors on the Revised 2015 Convertible Note Issue Date.

On the basis of the 2015 Performance Target, the principal amount of the 2015 Convertible Note shall be adjusted to an amount equal to:

$HK\$35,000,000 + (A_{2015} - B_{2015}) \times (HK\$150,000,000/C)$

where

- A_{2015} = the consolidated net profit after taxation of the Target Group (excluding extraordinary profit or that arising from merger or acquisition) for the financial year ending 31 December 2015
- B_{2015} = the 2015 Performance Target
- C = the sum of the audited combined net asset value of the Target Group for the financial year ended 31 December 2013, the 2014 Performance Target, the 2015 Performance Target and the 2016 Performance Target.

If the adjusted principal amount of the 2015 Convertible Note shall exceed 1.2 times its original principal amount, the adjusted principal amount shall be capped at 1.2 times its original principal amount.

ISSUE OF THE 2015 CONVERTIBLE NOTE

According to the audited financial statements of the Target Group for the year ended 31 December 2015 issued by HLM CPA Limited on 8 March 2016, the consolidated net profit after taxation of the Target Group (excluding extraordinary profit or that arising from merger or acquisition) for the financial year ending 31 December 2015 was HK\$36,702,111.00. Based on the adjustment formula, the adjusted principal amount of the 2015 Convertible Note shall be HK\$47,785,614.52. As this amount exceeds 1.2 times the original principal amount of the 2015 Convertible Note, the adjusted principal amount shall be capped at HK\$42,000,000.

On 15 March 2016, the 2015 Convertible Note with principal amount of HK\$16,800,000.00, HK\$6,300,000.00, HK\$16,380,000.00 and HK\$2,520,000.00 has been issued to Rosy Start, Equity Partner, Century Best and Asiabiz, respectively, in accordance with the Vendor Shareholding Ratio.

Based on the Conversion Price of HK\$0.24, a total of 175,000,000 Conversion Shares will be issued and allotted upon full conversion of the 2015 Convertible Note, representing approximately 5.41% of the issued share capital of the Company as at the date of this announcement and approximately 5.13% of the issued share capital of the Company as enlarged by the issue and allotment of the Conversion Shares upon full conversion of the 2015 Convertible Note.

Fulfillment of the 2015 Performance Target of Intraday Financial Information Service Limited

Reference is made to the announcements of the Company dated 15 April 2015, 25 June 2015 and 8 July 2015 in relation to the acquisition of 45% of the issued share capital of Intraday Financial Information Service Limited (“**Intraday**”).

As disclosed in the paragraph headed “Performance Targets” under the section “Performance Targets and Put Option” in the announcement of the Company dated 25 June 2015, the consolidated net profit after taxation of Intraday and its subsidiaries (“**Intraday Group**”) (excluding extraordinary profit or that arising from merger and acquisition) for the period from 1 July 2015 to 31 December 2015 (the “**2015 Net Profit**”) shall not be less than RMB10,000,000 (the “**2015 Intraday Performance Target**”).

According to the audited financial statements of the Intraday Group for the period from 1 July to 31 December 2015 issued by HLM CPA Limited on 14 March 2016, the consolidated net profit after taxation of the Intraday Group (excluding extraordinary profit or that arising from merger or acquisition) for such period exceeds the 2015 Intraday Performance Target, therefore the compensation mechanism for the 2015 Intraday Performance Target pursuant to the second supplemental agreement to the sale and purchase agreement dated 15 April 2015 entered into between the Company, Long Tu Limited and Mr. Shao Yonghua in respect of the acquisition of 45% of the issued share capital of Intraday is not triggered.

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

Hong Kong, 15 March 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.