HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 31/05/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Greater China Financial Holdings Limited
Date Submitted	01/06/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00431</u> Descrip	otion :	G CHINA	A FIN
	No. of ordinary shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
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	2,109,890,000,000	0.001	2,109,890,000.00
(2) Stock code : <u>N/A</u> Descrip	ption : <u>N/A</u>		
	No. of ordinary shares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close of preceding month			
Increase/(decrease)		-	
Balance at close of the month			

2. Preference Shares

Stock code : <u>N/A</u> Desc	ription : <u>N/A</u>		
	No. of preference shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
Balance at close of preceding mont	h <u>110,000,000</u>	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	_Descript	ion :	N/A		
			class	f other ses of ares	Par value (State currency)	Authorised share capital <i>(State currency)</i>
Balance at close	e of precedin	g month				
Increase/(decre	ase)	_				
Balance at close	e of the mont	h _				

Total authorised share capital at the end of the month (*State currency*): HK\$2,110,000,000.00

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of	0.004.050.055	N 1/0	N 1/A	N1/A		
preceding month	<u>3,234,353,355</u>	N/A	N/A	<u> </u>		
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 (und	ler Share Opt	tion Schemes of	of the Issuer)			
Particulars of share option scheme					issuer issued during the month pursuant	No. of new shares of issuer which may be issued pursuant
including EGM		Movement duri	ng the month		thereto	thereto as at close of
approval date (dd/mm/yyyy) and class of shares		_ · ·	0			the month
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Exercise						
Price: HK\$0.92						
(20/06/2011)	N1/A	N1/A	N1/A	N1/A	NI/A	00.000.000
Ordinary shares	N/A	N/A	N/A	N/A	N/A	90,000,000
(Note 1) 2						
(Note 1)						
<u>3.</u>						
(/ /) shares						
(Note 1)						
		Tota	al A. (Ordina			
			(Preferenc			
				her class)	<u>N/A</u>	
Total funds raised d of options (State cu		nth from exerc	ise <u>N/A</u>			

Warrants to Issue Shares of the	e Issuer which	are to be Listed	b			
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 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.						
		N1/A	N1/A	N1/A	N1/A	N1/A
(/ /)	<u>N/A</u>	<u>N/A</u>	N/A	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Stock code (if listed)						
Class of shares			_			
issuable (Note 1)						
Subscription price			_			
EGM approval date			_			
(if applicable)		``				
(dd/mm/yyyy)	(/ /)	_			
<u> </u>						
(/ /)						
Stock code (if listed) Class of shares			_			
issuable (Note 1)			_			
Subscription price			_			
(if applicable)						
(dd/mm/yyyy)	(/ /)	_			
3.						
(/ /)						
Stock code (if listed) Class of shares			-			
issuable (Note 1)						
Subscription price						
EGM approval date			_			
(if applicable) (dd/mm/yyyy)	1 1 1)				
(dd/mm/yyyy) 4.	(/ /)	-			
(/ /)						
Stock code (if listed)						
Class of shares						
			_			
Subscription price			_			
EGM approval date (if applicable)						
(dd/mm/yyyy)	(/ /)				
		Total I		ary shares) <u>N/A</u>		_
				ce shares) N/A		_
			(U	other class) <u>N/A</u>	۱	-

Convertibles (i.e. Convertible	into Shares of	the Issuer wh	ich are to be List	ted)		
Class and description 1. 2014 Convertible Note	Currency of amount outstanding	Amount at close of preceding month	Converted	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
	_					
	_					
		85,401,768.19	N/A	85,401,768.19	0	355,840,695
Stock code (if listed) Class of shares	Unlisted					
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.24					
EGM approval date						
(if applicable) (dd/mm/yyyy))	(/ /)					
2. 2015 Convertible Note						
<u>2. 2010 Conventione rece</u>	_					
	_					
	HK\$	42,000,000.00	N/A	42,000,000.00	0	175,000,000
Stock code (if listed)	Unlisted					
Class of shares	Ordinary					
issuable (Note 1) Subscription price	Ordinary HK\$0.24					
EGM approval date	11100.21					
(if applicable)	, , , , ,					
(dd/mm/yyyy)	(/ /)					
3.	-					
	-					
	_					
Stock code (if listed)						-
Class of shares						
issuable (Note 1) Subscription price						
EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
<u>4.</u>	_					
	_					
	_					
Stock code (if listed)			·			
Class of shares						
issuable (Note 1)						
Subscription price EGM approval date						
(if applicable)						
(dd/mm/yyyy)	(/ /)					
			Total C. (Ordina			-
				nce shares) <u>N/A</u>		-
			(C	Other class) <u>N/A</u>	۱ <u> </u>	

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 the month
Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:		the month
1. On 20th November 2014 after trading hours, the Company	,	
the Vendors and the Vendors Guarantor entered into the	<u>, </u>	
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	e	
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 ar	<u>d</u>	
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	25	
HK\$52,598,231.81 Convertible Notes, a total of 219,159,3	05	
Conversion Shares may be issued under the adjusted		
Conversion Price of HK\$0.24 as result of the Share	<u>, , , , , , , , , , , , , , , , , , , </u>	
Subdivision. For more details, please refer to the Compar		
announcements dated 20 November 2014, 3 June 2015,	23	
December 2015, 8 January 2016 and 15 March 2016 and the circular dated 24 December 2014 and 5 February 201		
Ine circular dated 24 December 2014 and 51 ebruary 201	<u>).</u>	
(16/01/20	15)	
Ordinary shares (Not		219,159,305
2. On 11 March 2016 after trading hours, the Company enter	ed	
into the Placing Agreement with the Placing Agent pursua		
to which the Company appointed the Placing Agent as its		
placing agent to procure not less than six Placee(s) who a	re l	
Independent Third Parties to subscribe up to 485,153,000		
Placing Shares at HK\$0.70 to HK\$0.90 per Placing Share	on	
a best effort basis.		
For more details, please refer to the Company's		
announcement dated 11 March 2016		
(/ /)	
Ordinary shares (Not	e 1) N/A	485,153,000
3. <u>N/A</u>		
(/ /)	/
shares (Not	e 1) N/A	N/A
Total D. (Ordinary sha		
(Preference sha		
(Other cla	ss) N/A	

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

Oth	ner Movements in	Issued Share Capital			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.	Rights issue	At price : State currency	Class of shares issuable <i>(Note 1)</i> Issue and allotment (/ / date : (dd/mm/yyyy))		
			EGM approval date: (/ / (dd/mm/yyyy))	<u>N/A</u>	<u>N/A</u>
2.	Open offer	At price : State currency	Class of shares issuable (Note 1) Issue and allotment (/ / date : (dd/mm/yyyy) EGM approval date: (/ / (dd/mm/yyyy)		<u>N/A</u>	<u>N/A</u>
3.	Placing	At price : State currency	Class of shares issuable (Note 1) Issue and allotment (/ / date : (dd/mm/yyyy) EGM approval date: (/ / (dd/mm/yyyy)		<u>N/A</u>	<u>N/A</u>
4.	Bonus issue		Class of shares issuable (Note 1) Issue and allotment (/ / date : (dd/mm/yyyy) EGM approval date: (/ / (dd/mm/yyyy)		<u>N/A</u>	<u>N/A</u>

	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				
5.	Scrip dividend	At price : State currency	issuable (Note 1) 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		Cancellation 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	NI/A
						<u>IN/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/)	/)		
			EGM approval date: (dd/mm/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 share issuable (Note 1)	S			
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
			Class of share issuable (Note 1)	S			
10.	Other (Please specify)	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	<u>N/A</u>
			Tota (Pre		ares) <u>N/A</u>) <u>N/A</u>	-

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 $\overline{\rm Is}$ Capital").)	sued Share

Remarks (if any):	

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.