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GREATER CHINA FINANCIAL HOLDINGS LIMITED

*(incorporated in Bermuda with limited liability)*

(Stock Code: 431)

website: <http://www.irasia.com/listco/hk/greaterchina/index.htm>

## CONVERSION OF CONVERTIBLE NOTES

On 4 July 2016, the Company received conversion notices from the Noteholders in respect of the exercise of the conversion rights attached to the 2014 Convertible Note and 2015 Convertible Note in an aggregate principal amount of HK\$119,757,662.10 at the Conversion Price of HK\$0.24 per Share. As a result of the Conversion, on 6 July 2016, the Company allotted and issued 498,990,258 Shares in aggregate to the Noteholders. The Conversion Shares ranks *pari passu* with all the existing Shares at the date of allotment and among themselves in all respects.

The issued share capital of the Company has been increased to 3,733,343,613 Shares upon allotment and issue of the Conversion Shares.

## CONVERSION OF CONVERTIBLE NOTES

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, 25 February 2016 and 15 March 2016 and the circulars of the Company dated 24 December 2014 and 5 February 2016 (the “**Second Circular**”) in relation to the acquisition of the entire issued share capital of Oriental Credit Holdings Limited. Capitalised terms used herein shall have the same meaning as defined in the Second Circular unless the context otherwise requires.

The board of directors (the “**Board**”) of the Company announces that on 4 July 2016, the Company received conversion notices from the Noteholders in respect of the exercise of the conversion rights attached to the 2014 Convertible Note and 2015 Convertible Note in an aggregate principal amount of HK\$119,757,662.10 at the Conversion Price of HK\$0.24 per Share (the “**Conversion**”). As a result of the Conversion, on 6 July 2016, the Company allotted and issued 498,990,258 Shares (the “**Conversion Shares**”) in aggregate to the Noteholders. The Conversion Shares ranks *pari passu* with all the existing Shares at the date of allotment and among themselves in all respects.

The issued share capital of the Company has been increased to 3,733,343,613 Shares upon allotment and issue of the Conversion Shares.

## SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before the Conversion; and (ii) upon completion of the Conversion and as at the date of this announcement is set out below:

	Immediately before the Conversion		Upon completion of the Conversion and as at the date of this announcement	
	<i>No. of Shares</i>	<i>Approximately %</i>	<i>No. of Shares</i>	<i>Approximately %</i>
Long Tu Limited ( <i>Note</i> )	538,500,000	16.65%	538,500,000	14.42%
<i>Public Shareholders</i>				
Grand Wealth Asia Pacific Limited	292,072,235	9.03%	292,072,235	7.82%
Noteholders	–	–	498,990,258	13.37%
Other public shareholders	2,403,781,120	74.32%	2,403,781,120	64.39%
	<u>3,234,353,355</u>	<u>100.00%</u>	<u>3,733,343,613</u>	<u>100.00%</u>

*Note:* Mr. Liu Kequan, an executive Director, holds 65.80% equity interest in Long Tu Limited. Accordingly, Mr. Liu is deemed to be interested in such 538,500,000 Shares held by Long Tu Limited.

By order of the Board of  
**Greater China Financial Holdings Limited**  
**Liu Kequan**  
*Chairman*

Hong Kong, 6 July 2016

*As at the date of this announcement, the Board comprises Mr. Liu Kequan and Mr. Zhang Peidong as executive Directors; Mr. Yin Xiaoguang as non-executive Director; and Mr. Jin Bingrong, Mr. Kwan Kei Chor, Dr. Rui Mingjie, Mr. Zhou Liangyu and Dr. Lu Ziang as independent non-executive Directors.*