HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy): 30/09/2016

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Greater China Financial Holdings Limited
Date Submitted	03/10/2016

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00431</u> Descrip	otion :	G CHINA	IA 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	otion : <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 ordina	ry shares	No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of						
preceding month	4,186,153,613	N/A	N/A	N/A		
Increase/ (decrease) during the month	N/A	N/A	N/A	N/A		
Balance at close of the month	4,186,153,613	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	ler Share Opt	tion Schemes	of the Issuer)			
Particulars of share option scheme including EGM	,	Movement duri	na the month		No. of new shares of issuer which may be issued pursuant thereto as at close of	
approval date			ng the month		-	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	30,000,000
(Note 1)						
2.						
shares						
(Note 1)			· ·			
3.						
<u> </u>						
shares			· ·			
(Note 1)		Τ			N1/A	
		1012	al A. (Ordina			
			(Preference			
				her class)	N/A	
Total funds raised d		nth from exerc				
of options (State cu	rrency)		N/A			

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	he Issuer wh	ich are to be List	ed)		
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 during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	_					
	HK\$	5,124,106.09	N/A	5,124,106.09	0	21,350,437
Stock code (if listed)	Unlisted					
Class of shares issuable (Note 1)	Ordinary					
Subscription price	HK\$0.24					
EGM approval date	T -					
(if applicable)						
(dd/mm/yyyy))	(/ /)					
2. 2015 Convertible Note	_					
	-					
		0 500 000 00	N1/A	0 500 000 00	0	40 500 000
Stock code (if listed)	HK\$ Unlisted	2,520,000.00	N/A	2,520,000.00	0	10,500,000
Class of shares	0					
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.24					
EGM approval date (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	ary shares) N/A	4	
				ice shares) N/		-
				ther class) N/A		_

Optio	ons (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
if a	l particulars including EGM approval date (dd/mm/yyyy), oplicable, 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		
	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\$52,598,231.81 Convertible Notes, a total of 219,159,305		
	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, 8 January 2016 and 15 March 2016 and		
	the circular dated 24 December 2014 and 5 February 2016.		
	(16/01/2015)		
	Ordinary shares (Note 1)	N/A	219,159,305
2.	N/A		
-	(/ /)		
	Ordinary shares (Note 1)	N/A	N/A
3.	N/A		
0.			
·			
-			
·		1	
·			
-			
-	charge (Mate 1)	N1/A	N1/A
	shares (Note 1)	N/A	N/A
.		N1/A	
.	Total D. (Ordinary shares)	N/A	
.	(Preference shares)	N/A	
1	(Other class)	N/A	
1			

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 Type of Issue	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	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	N/A
						<u>N/A</u>	<u>N/A</u>
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State	lssue 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 shares issuable (<i>Note 1</i>)		
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 shares issuable (<i>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	<u>N/A</u>
	Total E. (Ordina share (Preference share (Other clas	s) <u>N/A</u> s) <u>N/A</u>	-

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E): (1)	N/A
(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
$(These figures should be the same as the relevant figures under II above ("Movements in \overline{Is} Capital").)$	ssued Share

Remarks (if any):	

Submitted by:	Tricor Tengis Limited
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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.