HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>31/01/2017</u>

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Greater China Financial Holdings Limited
Date Submitted	06/02/2017

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	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> Descri	ption : <u>N/A</u>		
	No. of preference shares	Par value <i>(HK\$)</i>	Authorised share capital <i>(HK\$)</i>
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 :	<u>N/A</u>	_Descript	ion :	<u>N/A</u>			
			No. of class sha	es of	Par value (State currency)	Authorised share capital <i>(State currency)</i>	
Balance at close of preceding month							
Increase/(decre	ase)	_					
Balance at clos	e of the mont	h					

Total authorised share capital at the end of the month (State currency):

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference	No. of other		
	(1)	(2)	shares	classes of shares		
Balance at close of preceding month	4,380,214,284	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	4,380,214,284	N/A	N/A	N/A		

III. Details of Movements in Issued Share Capital

Share Options (und	er Share Opt	tion Schemes (of the Issuer)			
Particulars of share option scheme including EGM		Movement duri	ing the month			No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date		MOVEMENT dam			-	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)						00,000,000
2. Exercise						
Price:						
HK\$0.232						
Πηφυ.202						
(22/04/2016)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	323,428,000
(Note 1)						
3.						
(/ /)						
shares		<u> </u>				
(Note 1)						
		Tota	al A. (Ordinai	• •		
			(Preferenc	ce shares)	N/A	
			(Ot	ther class)	N/A	
Total funds raised d of options (State cur		nth from exerc	ise N/A			
	rency)					

Warrants to Issue Shares of the	e Issuer which	are to be Listed	k			
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.						
	<u>N/A</u>	<u>N/A</u>	N/A	N/A	N/A	<u>N/A</u>
Class of shares issuable (Note 1)						
Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)	-			
2			_			
(/ /) Stock code (if listed) Class of shares issuable (Note 1) Subscription price			 -			
EGM approval date (if applicable) (dd/mm/yyyy) 3.	(/ /)	-			
(/ /) Stock code (if listed) Class of shares issuable (Note 1)			 - -			
EGM approval date (if applicable)	(/ /)	-			
Stock code (if listed) Class of shares						
EGM approval date (if applicable)	(/ /)	-			
		Total E	(Preferen	ary shares) <u>N/A</u> ce shares) <u>N/A</u> hther class) <u>N/A</u>	١	-

Convertibles (i.e. Convertible	into Shares of t	he Issuer whi	ich are to be Liste	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 issued 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	5,124,100.03		3,124,100.03	0	21,330,437
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.24					
EGM approval date						
(if applicable) (dd/mm/yyyy))						
	(/ /)					
2. 2015 Convertible Note	-					
	-					
	- HK\$	2,520,000.00	N/A	2,520,000.00	0	10,500,000
Stock code (if listed)	Unlisted	2,320,000.00		2,320,000.00	0	10,300,000
Class of shares						
issuable (Note 1)	Ordinary					
Subscription price	HK\$0.24					
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)						
Class of shares						
issuable (Note 1)						
Subscription price						
EGM approval date (if applicable)						
(il applicable) (dd/mm/yyyy)	(/ /)					
(aa, iiiii, yyyy)	(, ,)		Total C. (Ordina	arv shares) N/A	A	
				ce shares) N/A		-
				ther class) N/A		-
			(-	-/		-

Any other Agreements or Arrangements to Issue Shares of the Issue 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), 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		
Sale and Purchase Agreement. The Company had	1	
conditionally agreed to acquire the Sales Shares and the	1	
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. <u>N/A</u>	-	
	-	
	-	
	-	
	N1/A	N1/A
Ordinary shares (Note 1)	N/A	N/A
2 N/A		
3. <u>N/A</u>	4	
	4	
	1	
	1	
	1	
	1	
shares (Note 1)	N/A	N/A
Total D. (Ordinary shares)	N/A	
(Preference shares)	N/A	
(Other class)	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				
1.	Rights issue	At price : State	issuable (Note 1) 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>				
2.	Open offer	At price : State currency	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 (Note 1)				
3.	Placing	At price : State	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
						1.7/1	
			Class of shares issuable (Note 1)				
4.	Bonus issue		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
ĺ								
				Class of shares				
			Otata	issuable (Note 1)	(/ /)		
	5.	Scrip dividend	At price : State currency ———	Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares repurchased (Note 1)				
	6.	Repurchase of shares		Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date:	(/ /)		
				(dd/mm/yyyy)			N/A	<u>N/A</u>
				Class of shares redeemed (Note 1)				
	7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
							<u>N/A</u>	<u>N/A</u>
				Class of shares issuable (Note 1)				
	8.	Consideration issue	At price : State currency ———	Issue and allotment - date : (dd/mm/yyyy)	(/ /)		
				AGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
1	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)				
9.	Capital reorganisation		lssue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	N/A	N/A
			Class of shares issuable (Note 1)				
10.	. Other (Please specify) At price : State currency	At price : State	lssue and allotment date : (dd/mm/yyyy)	(/ /)		
			EGM approval date: (dd/mm/yyyy)	(/ /)	<u>N/A</u>	<u>N/A</u>
			Total (Pref	E. (Or sl ference sl (Other	hares	s) N/A	-

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): Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E): E):		N/A		
		N/A		
(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)				

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.