HKEX 香港交易所

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : <u>30/09/2017</u>

To : Hong Kong Exchanges and Clearing Limited

| Name of Issuer | Greater China Financial Holdings Limited |
|----------------|--|
| Date Submitted | 06/10/2017 |

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 | e of precedin | g 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 | 6,863,841,426 | N/A | N/A | <u> </u> | | |
| Increase/(decrease) during the month | N/A | N/A | N/A | N/A | | |
| Balance at close of the month | 6,863,841,426 | N/A | N/A | N/A | | |

III. Details of Movements in Issued Share Capital

| Share Options (und | der Share Opt | tion Schemes (| of the Issuer) | | | |
|---|---------------|----------------|----------------|--------------|---|--|
| Particulars of share option scheme including EGM | | Movement du | ring 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 |
| approval date | | Movement du | ing the month | | - ' | the month |
| (dd/mm/yyyy) and | | | | | | |
| class of shares | | F | | 1 | | |
| issuable | Granted | Exercised | Cancelled | Lapsed | | |
| 1. Exercise | | | | | | |
| Price: | | | | | | |
| HK\$0.74 | | | | | | |
| (20/06/2011) | | | | | | |
| (20/06/2011) Ordinary shares | N/A | N/A | N/A | N/A | N/A | 37,294,520 |
| (Note 1) | IN/ <i>F</i> | <u>IN//N</u> | <u> </u> | IN/ <i>F</i> | IN/ <i>F</i> | 31,294,020 |
| | | | | | | |
| 2. Exercise | | | | | | |
| Price: | | | | | | |
| HK\$0.187 | | | | | | |
| | | | | | | |
| (22/04/2016) | | | | | | |
| Ordinary shares | N/A | N/A | N/A | N/A | N/A | 154,831,931 |
| (Note 1) | | | | | · | , |
| | | | | | | |
| 3. | | | | | | |
| | | | | | | |
| | | | | | | |
| | | | | | | |
| (/ /) | | | | | | |
| shares | | | | | | |
| (Note 1) | | _ | | | | |
| | | Тс | • | nary shares) | | |
| | | | · · | nce shares) | | |
| | | | | Other class) | N/A | |
| Total funds raised of | | nth from exerc | | | | |
| of options (State cu | irrency) | | N/A | | | |

| 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> | N/A | <u>N/A</u> | <u>N/A</u> | N/A | <u>N/A</u> |
| Class of shares issuable (Note 1) | | | | | | |
| Subscription price EGM approval date (if applicable) | | `````````````````````````````````````` | - | | | |
| (dd/mm/yyyy) | (/ / |) | - | | | |
| (/ /) Stock code (if listed) | | | | | | |
| Class of shares issuable <i>(Note 1)</i> Subscription price EGM approval date | | | - | | | |
| (if applicable) (dd/mm/yyyy) 3. | (/ / |) | - | | | |
| | | | | | | |
| <pre>(/ /) Stock code (if listed) Class of shares issuable (Note 1)</pre> | | | - | | | |
| Subscription price EGM approval date (if applicable) | | | - | | | |
| (dd/mm/yyyy) <u>4.</u> | (/ / |) | - | | | |
| (/ /) | | | | | | |
| | | | | | | |
| Subscription price EGM approval date (if applicable) (dd/mm/yyyy) | (/ / |) | - | | | |
| | | 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 | 21,350,442 |
| Stock code (if listed) | Unlisted | 5,124,100.09 | | 3,124,100.09 | 0 | 21,330,442 |
| 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 | Ą | |
| | | | | ce shares) N// | | - |
| | | | | ther class) N/ | | - |
| | | | (- | - / | | - |

| Opti | ons (other than under Share Option Schemes) | | , mendanny |
|-------------|---|---|---|
| Ful if a | l particulars including EGM approval date (dd/mm/yyyy), pplicable, and class of shares issuable: | 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. | N/A | | |
| | | | |
| | | , | |
| | | | |
| | | - | |
| | | N 1/A | N1/A |
| | Ordinary shares (Note 1) | N/A | N/A |
| 2. | N/A | | |
| | | - | |
| | | - | |
| | Ordinary shares (Note 1) | N1/A | N1/A |
| | | N/A | N/A |
| 3. | N/A | - | |
| | | | |
| | | | |
| | | - | |
| | | - | |
| | shares (Note 1) | N/A | N/A |
| | Total D. (Ordinary shares) | N/A | |
| | (Preference shares) | N/A | |
| | (Other class) | N/A | - |
| | | | |

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including

| | 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 (Note 1) | | | | |
| 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) | (/ / |) | Ν/Δ | N/A |
| | | | | | | <u>N/A</u> | <u>IN/A</u> |
| | | | 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 <i>(Note 1)</i> | | | | |
| 9. | Capital reorganisation | | Issue and allotment date : (dd/mm/yyyy) | (/) | /) | | |
| | | | EGM approval date: (dd/mm/yyyy) | (/) | /) | <u>N/A</u> | N/A |
| | | | | | | | |
| | | | Class of shares issuable (Note 1) | | | | |
| 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> |
| | | | Total (Pref | ference | Ordinai shares shares er class | s) <u>N/A</u> s) <u>N/A</u> | - |

| Total increase ((decrease) in ordinary charge during the month (i.e. Total of A to E). | (1) | N1/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 I | N/A | | | |
| Total increase / (decrease) in other classes of shares during the month (i.e. Total of E): | 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.