

Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : _____30/06/2020

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Greater China Financial Holdings Limited (Incorporated in Bermuda with limited liability)
Date Submitted	03/07/2020
	03/01/2020

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code : <u>00431</u> Descrip	otion :	G CHINA 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 (State currency)	
Balance at close of preceding month				
Increase/(decrease)				
Balance at close of the month				

2. Preference Shares

Stock code : N/A Description : N/A							
	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> Descri	ption : <u>N/A</u>					
	No. of other classes of 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						

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 ordir	nary shares	No of preference	No. of other	
	(1)	(2)	shares	classes of shares	
Balance at close of preceding month	<u>6,924,077,621</u>	N/A	N/A	N/A	
Increase/ (decrease) during the month	0	<u>N/A</u>	N/A	N/A	
Balance at close of the month	6,924,077,621	N/A	<u>N/A</u>	N/A	

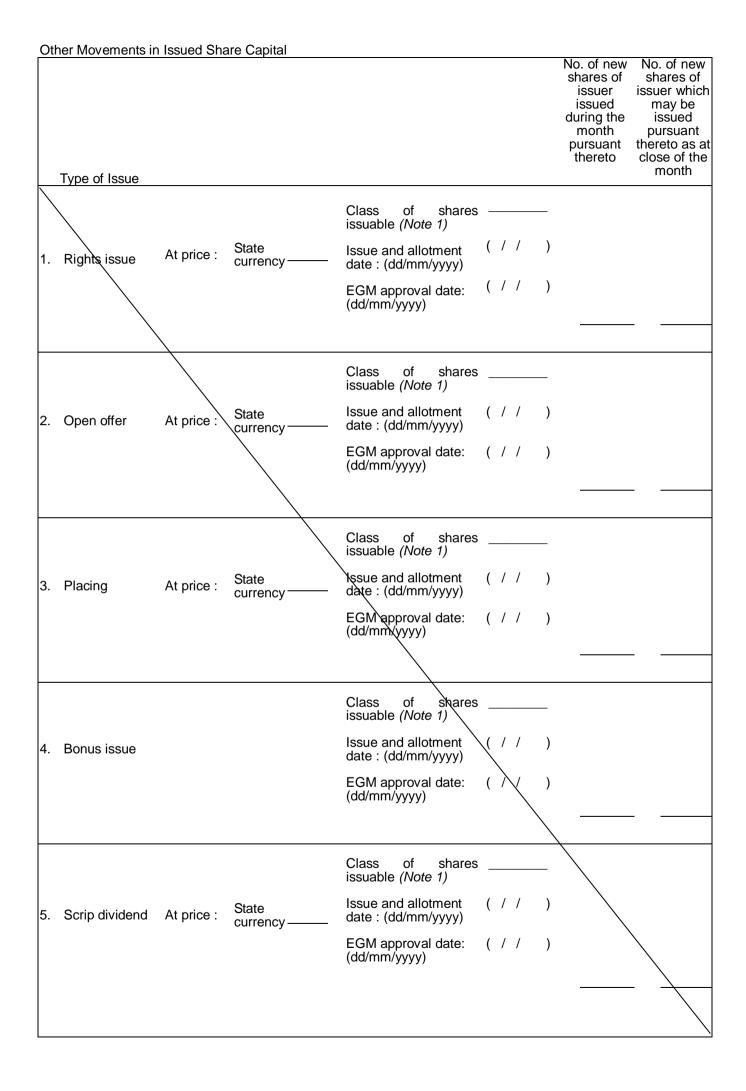
Share Options (und	er Share Op	tion Schemes	of the Issuer)			
Particulars of share option scheme including EGM					issued during the	No. of new shares of issuer which may be issued pursuant thereto as at close of
approval date		Movement du	uring the month	1	thereto	the month
(dd/mm/yyyy) and			3			
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1. Exercise						
Price:						
HK\$0.188						
(20/06/2011)						
Ordinary shares	N/A	N/A	N/A	N/A	N/A	440,580,000
(Note 1)						
2.						
(/ /)						
shares						
(Note 1)						
3.						
(/ /)						
shares						
(Note 1)						
			Total A. (Orc	linary shares)	N/A	
			(Prefei	rence shares)	N/A	
			`	(Other class)	N/A	
Total funda raised d	uring the me	onth from overe	ico	. ,		
Total funds raised d of options (State cur	uning the mo renev)	and nom exerc	126	N/A		
	i ci i cy j					

Share Options (under Share Option Schemes of the Issuer)

Warrants to Issue Shares of the	Issuer which	are to be Listed				
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
<u>×.</u>						
Stock code (if listed) Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)				
2.						
	\backslash					
(/ /)	$\overline{}$					
Stock code (if listed)						
Class of shares issuable (Note 1)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /					
3.		\backslash				
		\sim				
(/ /)		```				
Stock code (if listed)			\backslash			
Class of shares issuable (Note 1)						
Subscription price			\backslash	`		
EGM approval date (if applicable)				\backslash		
(dd/mm/yyyy)	(/ /)		\mathbf{i}		
4.				\backslash		
				\sim		
(/ /)				/	\	
Stock code (if listed)					\backslash	
Class of shares						
Subscription price						
EGM approval date					\backslash	
(if applicable) (dd/mm/yyyy)	(/ /)				\mathbf{i}
		Total	B (Ordin	ary shares)		\backslash
		iotal	(Prefere	nce shares)		
			(0	Other class)		- \

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)							
Class and description 1. Convertibles Bonds (see remarks*)	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	
Stock code (if listed) 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.		_					
4.	(/ /)						
	(/ /)		(Prefer	linary shares) rence shares) (Other class)			

Any	other Agreements or Arrangements to Issue Shares of the Issue ons (other than under Share Option Schemes)	r which are to be Liste	ed, including
Ful	l particulars including EGM approval date (dd/mm/yyyy), oplicable, 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
	Proposed issue of HK\$200,000,000 Conversion Notes pursuant to		
-	the Supplemental Agreement dated 29 June 2020.		
-	Based on the initial Conversion Price of HK\$1.0 per Conversion		
-	Share, 200,000,000 Conversion Shares will be allotted and issued		
-	upon exercise of the conversion rights attaching to the Convertible		
-	Notes in full.		
-	For details, please refer to the announcement dated 29 June 2020		
	and the circular dated 30 June 2020		
-	SGM approval date: (22/07/2020)		
-	Ordinary shares (Note 1)	N/A	N/A
-			
2.	Proposed issue of 800,000,000 Consideration Shares at the Issue		
	Price of HK\$0.20 each pursuant to the Supplemental Agreement		
_	dated 29 June 2020.		
	For details, please refer to the announcement dated 29 June 2020		
-	and the circular dated 30 June 2020	-	
-	SGM approval date: (22/07/2020)	 	
	Ordinary shares (Note 1)	N/A	N/A
3.	Droposed issue of approximately 217 708 000 shares upon avaraise		
З.	Proposed issue of approximately 217,708,000 shares upon exercise	-	
-	of conversion rights attaching to the Incentive Notes pursuant to the	-	
-	Supplemental Agreement dated 29 June 2020. For details, please refer to the announcement dated 29 June 2020	-	
	and the circular dated 30 June 2020		
-	SGM approval date: (22/07/2020)		
-	Ordinary shares (Note 1)	N/A	N/A
-		10/11	11/11
4.	Proposed issue of 50,000,000 Consideration Shares at the Issue		
	Price of HK\$0.20 each pursuant to the Consultancy Agreement.	1	
1 .	For details, please refer to the announcement dated 29 June 2020	1	
	and the circular dated 30 June 2020		
-	SGM approval date: (22/07/2020)	1	
-	Ordinary shares (Note 1)	N/A	N/A
	Total D. (Ordinary shares)	N/A	
	(Preference shares)	N/A	
1	(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 repurchased (Note 1)			
6.	Repurchase of shares			Cancellation date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		<u> </u>
				Class of shares redeemed (Note 1)			
7.	Redemption of shares		A.	Redemption date : (dd/mm/yyyy)	(//)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares			
8.	Consideration issue	At price :	State currency	Issue and allotment _ date : (dd/mm/yyyy)	(//)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
				Class of shares issuable (Note 1)			
9.	Capital reorganisation			Issue and allotment date : (dd/mm/yyyy)	(//)		
				EGM approval date: (dd/mm/yyyy)	((()		
				Class of shores			
10	Other		State	Class of shares issuable (Note 1)		\backslash	
10.	(Please specify)	At price :	State currency	_ Issue and allotment date : (dd/mm/yyyy)	(/ /)		
				EGM approval date: (dd/mm/yyyy)	(/ /)		
<u> </u>				Total			$\overline{}$
				(Prefe	share erence share (Other clas	es)	-

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 Capital").)	Issued Share

IV. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III which has not been previously disclosed in a return published under rule 13.25A, it has been duly authorized by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: <u>Tricor Tengis Limited</u>

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. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under rule 13.25A in relation to the securities issued, no further confirmation is required to be made in this return.
- 3. *"Identical" means in this context:*
 - the securities are of the same nominal value with the same amount called up or paid up;
 - they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
 - they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
- 4. If there is insufficient space, please append the prescribed continuation sheet.