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**JOINT ANNOUNCEMENT
CLOSING OF UNCONDITIONAL MANDATORY CASH OFFER BY**



**ON BEHALF OF
KEENLEAD HOLDINGS LIMITED
TO ACQUIRE ALL THE ISSUED SHARES OF HK\$0.005 EACH
IN THE SHARE CAPITAL OF GREATER CHINA HOLDINGS LIMITED
(OTHER THAN THOSE SHARES ALREADY OWNED BY
THE OFFEROR AND PARTIES ACTING IN CONCERT WITH IT,
CHANGE OF DIRECTORS AND COMPANY SECRETARY
AND
CHANGE OF PRINCIPAL PLACE OF BUSINESS**

The Offeror and the Board wish to announce that the latest time for acceptance of the Offer was 4:00 p.m. on 5 August 2005 and the Offer was closed on 5 August 2005.

As at 4:00 p.m. on 5 August 2005, 15 valid acceptances in respect of a total of 22,103,856 Shares under the Offer, representing approximately 9.27% of the existing issued share capital of the Company and of the voting rights which may be exercised at general meetings of the Company, have been received by the Offeror. As at the date of this announcement, there are no outstanding warrants, options or securities convertible into Shares.

Immediately before the commencement of the Offer, the Offeror and the parties acting in concert with it were interested in an aggregate of 130,108,400 Shares, representing approximately 54.58% of the existing issued share capital of the Company. There have been no dealings in all securities of the Company by the Offeror, its beneficial owners and parties acting in concert with any of them during the Relevant Period other than entering into the S&P Agreements. Taking into account the valid acceptances in respect of 22,103,856 Shares

under the Offer (subject to completion of the transfer of those Shares to the Offeror), the Offeror and parties acting in concert with it will become interested in an aggregate of 152,212,256 Shares immediately after the closing of the Offer, representing approximately 63.85% of the existing issued share capital of the Company and of the voting rights which may be exercised at general meetings of the Company. As at the date of this announcement, the Offeror and parties acting in concert with it do not own any outstanding warrants, options or securities convertible into Shares. Upon the closing of the Offer, approximately 31.03% of the existing issued share capital of the Company remains to be held by the public who are independent of the directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates (as defined in the Listing Rules).

The Board also wishes to announce that with effect from 5 August 2005 immediately after the closing of the Offer at 4:00 p.m., (i) Mr. Xu Ying and Mr. Liu Ming Hui ceased to be executive Directors; (ii) Mr. Wang Xianjun, Mr. Liu Fengliang and Mr. Wan Tze Fan, Terence ceased to be independent non-executive Directors; and (iii) Ms. Yang Yan Tung, Doris ceased to be company secretary of the Company. On the same day, (i) Ms. Ma Xiaoling has been re-designated as the Chairman of the Board; (ii) Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence have been appointed as independent non-executive Directors; and (iii) Mr. Chan Sze Hon has been appointed as company secretary and qualified accountant of the Company and such re-designation and appointments will take effect from 5 August 2005. Each of the resigning Directors has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the holders of the securities of the Company.

The Board further announces that the principal place of business of the Company will be changed to Room 1301, 1 Lyndhurst Tower, 1 Lyndhurst Terrace, Central, Hong Kong with effect from 5 August 2005. The telephone and facsimile numbers of the Company will be changed to (852) 3151 7919 and (852) 3151 7522 respectively with effect from 5 August 2005.

Reference is made to the joint announcements dated 17 June 2005, 7 July 2005, 14 July 2005 respectively made by the Company and the Offeror, the composite offer and response document dated 15 July 2005 (the "Composite Offer Document") despatched to the Independent Shareholders and the announcement dated 18 July 2005 made by the Company in respect of the Offer. Unless otherwise stated, capitalised terms used in this announcement shall have the same meanings as those defined in the Composite Offer Document.

CLOSING OF THE OFFER AND ACCEPTANCE LEVELS

The Offeror and the Board wish to announce that the latest time for acceptance of the Offer was 4:00 p.m. on 5 August 2005 and the Offer was closed on 5 August 2005.

As at 4:00 p.m. on 5 August 2005, 15 valid acceptances in respect of a total of 22,103,856 Shares under the Offer, representing approximately 9.27% of the existing issued share capital of the Company and of the voting rights which may be exercised at general meetings of the Company, have been received by the Offeror. As at the date of this announcement, there are no outstanding warrants, options or securities convertible into Shares.

Remittance in respect of valid acceptances of the Offers have been posted (or will be posted, as the case may be) to the relevant Shareholders by ordinary post at their own risk within ten days from the date of receipt by the Registrar or the company secretary of the Company (as the case may be) of all requisite documents to render such acceptances valid and complete.

SHAREHOLDINGS AND PUBLIC FLOAT OF THE COMPANY

Immediately before the commencement of the Offer, the Offeror and the parties acting in concert with it were interested in an aggregate of 130,108,400 Shares, representing approximately 54.58% of the existing issued share capital of the Company. There have been no dealings in all securities of the Company by the Offeror, its beneficial owners and parties acting in concert with any of them during the Relevant Period other than entering into the S&P Agreements. Taking into account the valid acceptances in respect of 22,103,856 Shares under the Offer (subject to completion of the transfer of those Shares to the Offeror), the Offeror and parties acting in concert with it will become interested in an aggregate of 152,212,256 Shares immediately after the closing of the Offer, representing approximately 63.85% of the existing issued share capital of the Company and of the voting rights which may be exercised at general meetings of the Company. As at the date of this announcement, the Offeror and parties acting in concert with it do not own any outstanding warrants, options or securities convertible into Shares. Upon the closing of the Offer, approximately 31.03% of the existing issued share capital of the Company remains to be held by the public who are independent of the directors, chief executive or substantial shareholders of the Company or its subsidiaries or any of their respective associates (as defined in the Listing Rules).

CHANGE OF DIRECTORS and COMPANY SECRETARY

As a result of the change in control of the Company and as stated in the Composite Offer Document, the Board wishes to announce that with effect from 5 August 2005 immediately after the closing of the Offers at 4:00 p.m., (i) Mr. Xu Ying and Mr. Liu Ming Hui ceased to be executive Directors; (ii) Mr. Wang Xianjun, Mr. Liu Fengliang and Mr. Wan Tze Fan, Terence ceased to be independent non-executive Directors; and (iii) Ms. Yang Yan Tung, Doris ceased to be company secretary of the Company. On the same day, (i) Ms. Ma Xiaoling has been re-designated as the Chairman of the Board; (ii) Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence have been appointed as independent non-executive Directors; and (iii) Mr. Chan Sze Hon has been appointed as company secretary and qualified accountant of the Company and such re-designation and appointments will take effect from 5 August 2005. Each of the resigning Directors has confirmed that he has no disagreement with the Board and there are no matters relating to his resignation that need to be brought to the attention of the holders of the securities of the Company.

The biographical details of Ms. Ma Xiaoling and Mr. Chan Sze Hon are set out in the announcement of the Company dated 18 July 2005. All information contained in the announcement of the Company dated 18 July 2005 in relation to Ms. Ma Xiaoling and Mr. Chan Sze Hon are valid up to the date of this announcement. Set out below are the biographical details of Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence:

Mr. Ching Men Ky Carl, aged 61, graduated from 私立香港德明學院 (Tak Ming College) with a Bachelor Degree in Business and was awarded with an Honorable Doctorate Degree from 北京國際商務學院 (Beijing International Business School) in the PRC. Mr. Ching is the major shareholder of a construction and investment company in Macau. He was appointed as the Honourable Professor of 上海體育學院 (Shanghai Institute of Physical Education) in 2002 and the Visiting Professor of 鄭州大學 (Zhenzhou University) in 2004. Mr. Ching has also acted as the Vice Chairman of 廣西國際信托投資公司 (Guangxi International Trust and Investment Company Limited) and the Vice Chairman of the Executive Council (the first session) of 北京大學數字中國研究院 (the Digital China Research Institute of Peking University). Mr. Ching has also been participating in various social activities and has been acting as the director of United World Chinese Association Limited (世界華人協會有限公司) and the director of Asian Professional Basketball Management and Development Company Limited (亞洲職業籃球管理發展有限公司). He was also awarded with various honour and certificates by various cities including Atlanta, New York and Los Angeles in the United State of America and Seoul in Korea.

Mr. Lin Ruei-min, aged 62, graduated from the 政治作戰學校政治系 (Department of Politics of Fu Hsing Kang College) in Taiwan. Mr. Lin is currently the Chief Consultant of an asset management consultant company in Taiwan which is mainly engaged in provision of corporate finance services, personalized financial solutions and management solutions for young entrepreneurs. He is the founder of Taiwan branch of United World Chinese Association Limited (世界華人協會有限公司).

Mr. Shu Wa Tung Laurence, aged 32, graduated from Deakin University in Australia with a Bachelor Degree in Business majoring in Accounting. Mr. Shu is a Certified Public Accountant of the Hong Kong Institute of Certified Public Accountants and a CPA member of CPA Australia. He has over 10 years of experience in audit, corporate finance and corporate advisory services. Mr. Shu is currently the chief financial officer and company secretary of Texhong Textile Group Limited, the shares of which are listed on the Main Board of the Stock Exchange.

Each of Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence:

- (i) has not held any directorships in listed public companies in Hong Kong in the last three years (save for being directors of the Company and Mr. Shu Wa Tung Laurence as disclosed above);
- (ii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company;

- (iii) does not have any interests in the Shares within the meaning of Part XV of the SFO;
- (iv) does not have any other matters that need to be brought to the attention of the holders of securities of the Company; and
- (v) has no fixed term of service with the Company and will be subject to retirement by rotation and re-election at the forthcoming annual general meeting of the Company in accordance with the bye-laws of the Company.

The emoluments of each of Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence shall be determined by the Board with reference to their duties and responsibilities within the Company.

The Board would like to take this opportunity to express its gratitude to Mr. Xu Ying, Mr. Liu Ming Hui, Mr. Wang Xianjun, Mr. Liu Fengliang and Mr. Wan Tze Fan, Terence for their contribution to the Company during their term of services.

CHANGE OF PRINCIPAL PLACE OF BUSINESS

The Board further announces that the principal place of business of the Company will be changed to Room 1301, 1 Lyndhurst Tower, 1 Lyndhurst Terrace, Central, Hong Kong with effect from 5 August 2005. The telephone and facsimile numbers of the Company will be changed to (852) 3151 7919 and (852) 3151 7522 respectively with effect from 5 August 2005.

By order of the board of
Keenlead Holdings Limited
Ma Xiaoling
Director

By order of the board of
Greater China Holdings Limited
Ma Xiaoling
Chairman

Hong Kong, 5 August 2005

As at the date of this announcement, the Board comprises Ms. Ma Xiaoling and Mr. Chan Sze Hon as executive Directors; and Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence as independent non-executive Directors.

The directors of Greater China Holdings Limited and the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.

* *For identification purpose only*

Please also refer to the published version of this announcement in The Standard.