THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a licensed securities dealer, a bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Greater China Holdings Limited (the "Company"), you should at once hand this circular accompanying with the form of proxy to the purchaser or transferee, or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this circular, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

大中華實業控股有限公司*

GREATER CHINA HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock code: 431)

website: http://www.irasia.com/listco/hk/greaterchina/index.htm

DISCLOSEABLE AND CONNECTED TRANSACTION

Financial adviser to the Company

博大資本國際有限公司

Partners Capital International Limited

Independent financial adviser

第一上海

FIRST SHANGHAI GROUP

First Shanghai Capital Limited

A letter from the independent board committee of the Company is set out on page 10 of this circular. A letter from First Shanghai Capital Limited containing its advice to the independent board committee and the shareholders of the Company is set out on pages 11 to 20 of this circular.

A notice convening the special general meeting of the Company to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 12 December 2007 at 10:00 a.m. is set out on pages 32 to 33 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the meeting should you so wish.

23 November 2007

* *For identification purpose only*

CONTENTS

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In this circular, the following expressions have the following meanings, unless the context otherwise requires:–

"Acquisition"	the acquisition of the 14.29% equity interest in the JV Company by the Purchaser pursuant to the Shareholding Transfer Agreement
"Board"	the board of Directors
"Company"	Greater China Holdings Limited, a company incorporated in Bermuda, the shares of which are currently listed on and dealt in the Stock Exchange
"Directors"	directors of the Company
"First Shanghai"	First Shanghai Capital Limited, a licensed corporation to carry out type 6 (advising on corporate finance) regulated activity under the SFO, being the independent financial adviser to the Independent Board Committee and the Shareholders in relation to the Acquisition
"Group"	the Company and its subsidiaries
"Independent Board Committee"	the independent board committee of the Company comprising independent non-executive Directors, namely Messrs. Ching Men Ky Carl, Lin Ruei-min, Shu Wa Tung Laurence
"JV Company"	太倉中化國際興業石化開發建設有限公司 (Taicang Sinochem International Xingye Petrochemical Development Company Limited), a sino-foreign joint venture company incorporated in the PRC
"Keycharm"	Keycharm Investments Limited, a company incorporated in the British Virgin Islands and a wholly-owned subsidiary of the Company
"Land"	a parcel of land located at the southern part of Gang Qu Wei Road, western part of Jing Er Road and northern part of Bei Huan Road, Fuqiao Town, (Taicang Port), Taicang City, Jiangsu Province, the PRC
"Latest Practicable Date"	21 November 2007, being the latest practicable date prior to the printing of this circular for ascertaining certain information in this circular

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange
"PRC"	the People's Republic of China
"PRC Party"	江蘇省太倉港港口開發建設投資公司 (Jiangsu Taicang Port Development Construction Investment Company Limited), a state-owned enterprise in the PRC which is principally engaged in operation and development of port in Taicang, the PRC
"Purchaser"	Toobright Limited 圖輝有限公司, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the laws of Hong Kong)
"SGM"	the special general meeting of the Company to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 12 December 2007 at 10:00 a.m. for approving the Shareholding Transfer Agreement, notice of which is set out on pages 32 to 33 of this circular
"Share(s)"	share(s) of HK$0.005 each in the share capital of the Company
"Shareholders"	holders of Shares
"Shareholding Transfer Agreement"	the shareholding transfer agreement dated 9 November 2007 entered into between the Purchaser and the PRC Party in relation to the Acquisition
"Stock Exchange"	The Stock Exchange of Hong Kong Limited
"HK$"	Hong Kong dollars
"RMB"	Renminbi
"sq.m."	square metres
"%"	per cent.

For the purpose of this circular, all amounts in RMB are translated into HK$ at an exchange rate of RMB0.9614: HK$1 unless otherwise stated.

大中華實業控股有限公司*
GREATER CHINA HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)
(Stock code: 431)
website: http://www.irasia.com/listco/hk/greaterchina/index.htm

Executive Directors:
Ms. Ma Xiaoling *(Chairman)*
Mr. Chan Sze Hon

Independent Non-Executive Directors:
Mr. Ching Men Ky Carl
Mr. Lin Ruei-min
Mr. Shu Wa Tung Laurence

Registered Office:
Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Head office and principal place of business:
Room 1301
1 Lyndhurst Tower
1 Lyndhurst Terrace
Central
Hong Kong

23 November 2007

To the Shareholders,

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION

INTRODUCTION

On 9 November 2007, the Board announced that on 9 November 2007, the Purchaser, a wholly owned subsidiary of the Company, entered into the Shareholding Transfer Agreement with the PRC Party pursuant to which the Purchaser agreed to acquire from the PRC Party the 14.29% equity interest in the JV Company for a cash consideration of RMB20,000,000 (approximately HK$20,803,000).

As the applicable percentage ratio for the Acquisition under the Listing Rules is more than 5% and less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Rule 14.08 of the Listing Rules. As the PRC Party is a connected person of the Company, the Acquisition also constitutes a connected transaction for the Company under the Listing Rules and is subject to approval by the Shareholders at the SGM by poll in accordance with the requirements of Rule 14A.48 of the Listing Rules.

* *For identification purpose only*

As no Shareholders are interested or involved in the Acquisition, no Shareholders will abstain from voting at the SGM in respect of the resolution to approve the Shareholding Transfer Agreement. The Independent Board Committee has been appointed by the Board to advise the Shareholders on the Acquisition. First Shanghai has been appointed as an independent financial adviser to advise the Independent Board Committee and the Shareholders in this regard.

The purpose of this circular is to give the Shareholders with details of the Acquisition, the recommendation from the Independent Board Committee, the advice of First Shanghai and a notice to convene the SGM to consider and, if thought fit, pass the resolution to approve the Shareholding Transfer Agreement.

THE SHAREHOLDING TRANSFER AGREEMENT DATED 9 NOVEMBER 2007

Parties

Party A: the PRC Party

Party B: the Purchaser

As the PRC Party is a substantial shareholder of the JV Company, the PRC Party is a connected person of the Company.

Assets to be acquired

14.29% equity interest in the JV Company

The JV Company is currently owned as to 85.71% by Keycharm and as to 14.29% by the PRC Party. Upon completion of the Acquisition, the JV Company will become a wholly owned subsidiary of the Company.

Consideration

The consideration for the Acquisition is RMB20,000,000 (approximately HK$20,803,000) and is to be satisfied in cash in an equivalent amount of HK Dollar by the Purchaser after completion of the Shareholding Transfer Agreement and within 30 days after the transactions contemplated therein having been approved by the Shareholders at the SGM and the PRC legal opinion having been obtained by the Purchaser from a firm of lawyers in the PRC in respect of the legality and validity of the Acquisition.

The consideration was determined by the parties to the Shareholding Transfer Agreement after arm's length negotiations and is equal to 14.29% of the registered capital of the JV Company which is RMB20,000,000 (approximately HK$20,803,000). The consideration for the Acquisition will be funded by the internal resources of the Group.

Conditions

Completion is conditional, amongst other things, on the following conditions:

(a) all necessary consents and approval in relation to the Acquisition and the transactions contemplated therein having been obtained by the parties to the Shareholding Transfer Agreement and the JV Company including the consents or approvals from the relevant governmental departments, the Stock Exchange and regulatory authorities and/or other third parties; and

(b) the Shareholding Transfer Agreement and the transactions contemplated therein having been approved by the Shareholders at the SGM pursuant to the Listing Rules.

If any of the conditions of the Shareholding Transfer Agreement is not fulfilled on or before 31 March 2008 or such other date as shall be determined by the parties to the Shareholding Transfer Agreement, the Shareholding Transfer Agreement shall terminate save in respect of any antecedent breach of the Shareholding Transfer Agreement.

Completion

Completion shall take place on the date which all the conditions of the Shareholding Transfer Agreement have been fulfilled.

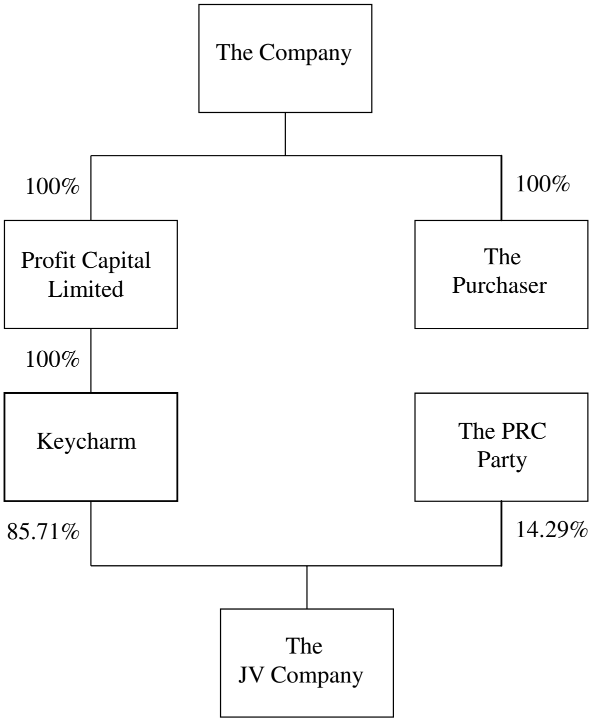
Within 14 days after completion of the Shareholding Transfer Agreement, the Purchaser has the right to instruct a firm of lawyers in the PRC to issue a legal opinion in relation to the legality, validity and other matters in relation to the transfer of the 14.29% equity interest in the JV Company from the PRC Party to the Purchaser under the Shareholding Transfer Agreement. If the PRC legal opinion states that the transfer of the 14.29% equity interest in the JV Company is illegal or invalid or does not comply with the laws and procedures under the PRC laws, the Purchaser has the right to request the PRC party to execute a termination agreement to terminate the Shareholding Transfer Agreement within 14 days after completion of the Shareholding Transfer Agreement, in which event the Shareholding Transfer Agreement shall be terminated but without prejudice to the rights of the parties to claim any antecedent breach of the Shareholding Transfer Agreement.

The Company has obtained a legal opinion on PRC laws and was advised that the parties to the Shareholding Transfer Agreement have completed necessary pre-requisite procedures required for the purpose of the transfer of the 14.29% equity interest in the JV Company and have not contravened or violated any of the applicable laws. The parties to the Shareholding Transfer Agreement should not encounter any difficulties in obtaining the necessary approvals for completion of the Shareholding Transfer Agreement.

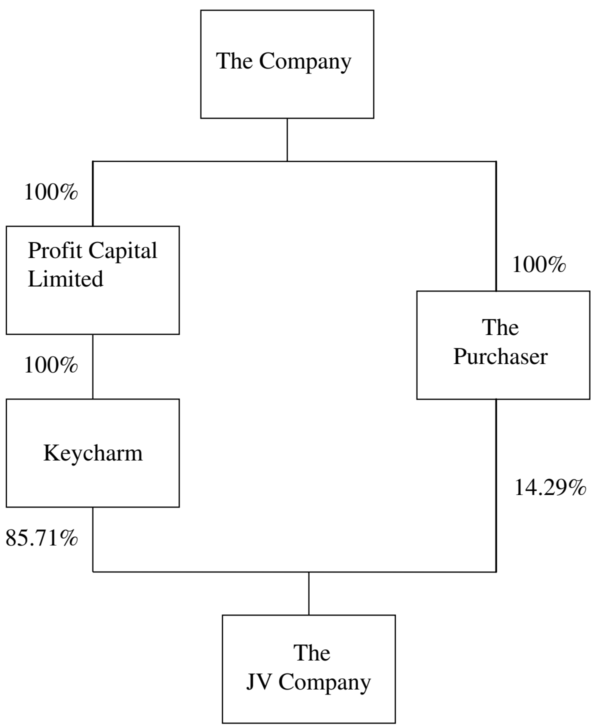
SHAREHOLDING STRUCTURE

The diagram below shows the current corporate and shareholding structure of the Group:

Before the Acquisition



Upon completion of the Acquisition



INFORMATION OF THE JV COMPANY

The JV Company is a sino-foreign equity joint venture incorporated in the PRC on 12 August 2004. The operating period of the JV Company is 50 years commencing on 12 August 2004. The registered capital and the total investment amount of the JV Company are RMB140 million (approximately HK$145,621,000), which has been fully paid, and RMB240 million (approximately HK$249,636,000) respectively. It is expected that the difference between the registered capital and the total investment amount of RMB100 million (approximately HK$104,015,000) will be funded by bank financing. Pursuant to the business license of the JV Company dated 12 March 2007, the scope of business of the JV Company includes construction of port infrastructure, development of petrochemical industry projects and operation and development of transportation related logistic facilities (excluding dangerous goods) (subject to granting of relevant operating permits). It is the intention of the Directors that the JV Company will be engaged in industrial property development with focus on depot infrastructure.

The JV Company currently holds the Land which is situated at the southern part of Gang Qu Wei Road, western part of Jing Er Road and northern part of Bei Huan Road, Fuqiao Town, (Taicang Port), Taicang City, Jiangsu Province, the PRC. The Land is in a rectangular shape and having a site area of approximately 94,793.5 sq. m. and is subject to a right to use the land for a term of 50 years from 1 January 2001 to 31 December 2050 for industry and warehouse composite usage. The land and property interests of the Land are valued by BMI Appraisals Limited, the independent valuer, based on the comparison approach, at the amount of RMB65,000,000 (approximately HK$67,610,000) as at 31 August 2007.

The Land is planned to be developed into an industrial/storage area with total construction area of 60,000 sq.m. with six deports occupying about 8,277 sq.m. each. The acquisition costs of the Land was approximately RMB28,438,000 (approximately HK$29,580,000) and the estimated construction costs and professional fees for the property will be approximately RMB68,917,000 (approximately HK$71,684,000) which will be financed by the registered capital of the JV Company. It is expected that the construction of the property will be completed in early 2008 and commence operation after completion of the construction. It is expected that revenue to be derived from the property is expected to comprise rental income and other income such as logistic services.

Based on the unaudited financial statement of the JV Company for the year ended 31 December 2005, the unaudited losses before and after taxation were both approximately RMB3,712,000 (approximately HK$3,861,000). Based on the unaudited financial statements of JV Company for the year ended 31 December 2006, the unaudited losses before and after taxation were both approximately RMB16,452,000 (approximately HK$17,113,000). Based on the unaudited balance sheet of the JV Company as at 30 June 2007, the net assets of the JV Company as at 30 June 2007 were approximately RMB115,192,000 (approximately HK$119,817,000). All the financial statements of the JV Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards.

REASONS FOR THE ACQUISITION

The Group is principally engaged in investment holding, production and sale of organic fertilizers and industrial property development with focus on depot infrastructure.

As mentioned in the 2006 annual report of the Company, after completion of the disposal of the investment properties at 1 Lyndhurst Tower, 1 Lyndhurst Terrace, Hong Kong in March 2007, the Board considers that the Group is in a strong position to capture any valuable investment opportunity should it arise as the Group will have adequate cash resources on hand. The Board will continue to look for investments with reasonable return by investing on quality property projects in Hong Kong or the PRC.

Given the future earnings potential of the JV Company upon the commencement of the operations of the logistics services by mid-2008, the Board is of the view that the Acquisition are in line with the business strategy of the Group and will enable the Group to further increase its exposure in the industrial property development with focus on deport infrastructure. As the consideration was determined on the basis of the registered capital of the JV Company, the Board (including the independent non-executive Directors) considers that the terms of the Shareholding Transfer Agreement are of normal commercial terms and fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

EFFECT OF THE ACQUISITION

Upon completion of the Acquisition, the JV Company will become an indirect wholly owned subsidiary of the Company and the accounts of which had already been consolidated into those of the Company.

Upon completion of the Acquisition, it is expected that the Group's total assets will be decreased by approximately HK$20,803,000 (before expenses) and there will not have material effect on the Group's total liabilities and the Acquisition will not have material impact on the earnings, assets and liabilities of the Group.

SGM

A notice convening the SGM at which resolution will be proposed to consider, and if thought fit, to approve the Shareholding Transfer Agreement and the transactions contemplated thereunder to be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 12 December 2007 at 10:00 a.m. is set out on pages 32 to 33 of this circular. Whether or not you are able to attend the meeting in person, please complete and return the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's branch registrar and transfer office in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as practicable but in any event not less than 48 hours before the time appointed for the holding of the meeting. Completion and return of the accompanying form of proxy will not preclude you from attending and voting at the meeting should you so wish.

As no Shareholders are interested or involved in the Acquisition, no Shareholders will abstain from voting at the SGM in respect of the resolution to approve the Shareholding Transfer Agreement.

PROCEDURES TO DEMAND A POLL

Pursuant to Bye-law 69 of the Company, at any general meeting a resolution put to the vote of the meeting shall be decided on a show of hands, unless a poll is (before or on the declaration of the result of the show of hands) demanded by:

(i) the chairman;

(ii) at least 3 members present in person or by proxy or representative for the time being entitled to vote at the meeting;

(iii) any members or members present in person or by proxy or representative and representing not less than one-tenth of the total voting rights of all the members having the right to attend and vote at the meeting; or

(iv) any member or members present in person or by proxy or representative and holding shares in the Company conferring a right to attend and vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.

RECOMMENDATIONS

Your attention is drawn to the letters from the Independent Board Committee and First Shanghai which set out their recommendations in respect to the Acquisition and the principal factors considered by them in arriving at their recommendations. The letter from the Independent Board Committee is set out on page 10 of this circular and the letter from First Shanghai is set out on pages 11 to 20 of this circular.

The Board believes that the Acquisition is in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders vote in favour of the resolution in relation to the Acquisition to be proposed in the SGM

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information contained in the appendices to this circular.

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

大中華實業控股有限公司*
GREATER CHINA HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)
(Stock code: 431)
website: http://www.irasia.com/listco/hk/greaterchina/index.htm

23 November 2007

To the Shareholders,

Dear Sir or Madam,

DISCLOSEABLE AND CONNECTED TRANSACTION

We refer to this circular dated 23 November 2007 issued by the Company of which this letter forms part. Terms defined in this circular shall have the same meanings in this letter unless the context otherwise requires.

We have been appointed as members of the Independent Board Committee to consider the terms of the Shareholding Transfer Agreement and to advise you as to whether, in our opinion, the terms of the Shareholding Transfer Agreement are fair and reasonable so far as the Shareholders are concerned. First Shanghai has been appointed as the independent financial adviser to advise the Independent Board Committee in respect of the terms of the Shareholding Transfer Agreement.

We also wish to draw your attention to (i) the letter from the Board; (ii) the letter from First Shanghai; and (iii) the additional information set out in the appendices to this circular.

Having considered the terms of the Shareholding Transfer Agreement, and having taken into account the opinion of First Shanghai and, in particular, the factors, reasons and recommendations as set out in the letter from First Shanghai on pages 11 to 20 of this circular, we consider that the terms of the Shareholding Transfer Agreement are fair and reasonable so far as the Shareholders are concerned, and the Shareholding Transfer Agreement is in the interests of the Shareholders. Accordingly, we recommend the Shareholders to vote in favour of the relevant resolution which will be proposed at the SGM to approve the Shareholding Transfer Agreement.

Yours faithfully,
For and on behalf of
the Independent Board Committee
Ching Men Ky Carl　**Lin Ruei-min**　**Shu Wa Tung Laurence**
Independent non-executive Directors

* *For identification purpose only*

The following is the text of a letter received from First Shanghai setting out its advice to the Independent Board Committee and the Shareholders in respect of the proposed discloseable and connected transaction regarding the acquisition of the 14.29% equity interest in the JV Company by the Purchaser pursuant to the Shareholding Transfer Agreement (the "Acquisition") for inclusion in this circular.

第一上海
FIRST SHANGHAI GROUP

FIRST SHANGHAI CAPITAL LIMITED
19th Floor, Wing On House
71 Des Voeux Road Central
Hong Kong

23 November 2007

To the Independent Board Committee and the Shareholders

Greater China Holdings Limited
Room 1301
1 Lyndhurst Tower
1 Lyndhurst Terrace
Central
Hong Kong

Dear Sirs,

DISCLOSEABLE AND CONNECTED TRANSACTION

INTRODUCTION

We refer to our engagement to advise the Independent Board Committee and the Shareholders in respect of the Acquisition, details of which are set out in the circular of the Company dated 23 November 2007 (the "**Circular**") to the Shareholders, of which this letter forms a part. Unless the context otherwise requires, terms used in this letter shall have the same meanings as those defined in the Circular.

As mentioned in the "Letter from the Board" of the Circular, the Board has announced on 9 November 2007 that the Purchaser, a wholly owned subsidiary of the Company, entered into the Shareholding Transfer Agreement on the same day with the PRC Party pursuant to which the Purchaser agreed to acquire from the PRC Party the 14.29% equity interest in the JV Company for a cash consideration of RMB20.0 million (approximately HK$20.8 million).

As the applicable percentage ratio for the Acquisition under the Listing Rules is more than 5% and less than 25%, the Acquisition constitutes a discloseable transaction for the Company under Rule 14.08 of the Listing Rules. As the PRC Party is a connected person of the Company, the Acquisition also constitutes a connected transaction for the Company under the Listing Rules and is subject to approval by the Shareholders at the SGM by poll in accordance with the requirements of Rule 14A.48 of the Listing Rules. As no Shareholders are interested or involved in the Acquisition, no Shareholders will be required to abstain from voting at the SGM in respect of the resolution to approve the Acquisition.

The Independent Board Committee, comprising all the three independent non-executive Directors, namely Mr. Ching Men Ky Carl, Mr. Lin Ruei Min and Mr. Shu Wa Tung Laurence, has been established to consider the Acquisition and the transactions contemplated under the Shareholding Transfer Agreement and to advise the Shareholders on the fairness and reasonableness in relation to the terms of the Acquisition and the transactions contemplated thereunder. As the independent financial adviser to the Independent Board Committee and the Shareholders, our role is to give an independent opinion to the Independent Board Committee and the Shareholders as to (i) whether the transactions are entered into in the ordinary and usual course of business and conducted on normal commercial terms; (ii) whether the entering into of the Shareholding Transfer Agreement is in the interests of the Company and the Shareholders as a whole; (iii) whether the terms of the Acquisition pursuant to the Shareholding Transfer Agreement are fair and reasonable; and (iv) how the Shareholders should vote in respect of the resolution to approve the Shareholding Transfer Agreement and the transactions contemplated thereunder at the SGM.

BASIS OF OUR OPINION

In putting forth our opinion and recommendations, we have relied on the accuracy of the information and representations included in the Circular and provided to us by the Directors and the Company, and have assumed that all such information and representations made or referred to in the Circular and provided to us by the Directors and the Company were true at the time they were made and continued to be true as at the date hereof. We have also relied on (i) the information and representations provided by and (ii) the valuation report of the land and property held by the JV Company as set out in the Appendix I to the Circular prepared by BMI Appraisals Limited, an independent valuer (the "**Valuer**"). We have also assumed that all statements of belief, opinion and intention made by the Directors in the Circular were reasonably made after due enquiry. We have no reason to doubt the truth, accuracy and completeness of the information and representations provided to us by the Directors and have been advised by the Directors that no material facts have been withheld or omitted from the information provided and referred to in the Circular.

We consider that we have reviewed sufficient information to reach an informed view and to justify reliance on the accuracy of the information contained in the Circular and to provide a reasonable basis for our advice. We have not, however, conducted any independent verification of the information included in the Circular and provided to us by the Directors nor have we conducted any form of investigation into the business, affairs or future prospects of the Group. We have taken the reasonable steps as required under Rule 13.80 of the Listing Rules in forming our opinion.

PRINCIPAL FACTORS AND REASONS CONSIDERED

In formulating our opinion and recommendations as to the fairness and reasonableness of the terms of the Acquisition pursuant to the Shareholding Transfer Agreement, we have taken into account the following principal factors and reasons:

1. Background of the Group

The Group is principally engaged in investment holding, production and sale of organic fertilizers and industrial property development with focus on depot infrastructure.

According to the annual report of the Company for the year ended 31 December 2006 (the "**Annual Report 2006**"), revenue of the Group for the year ended 31 December 2006 was approximately HK$13.6 million, representing a decrease of approximately 64.9% as compared to that of approximately HK$38.7 million of the previous financial year. The decrease was mainly due to the worsen performance on the Group's investment in the production and sale of organic fertilizers, and the one-off income on disposal of all the Company's equity investments listed in Hong Kong in 2005, which amounted to approximately 60.3% of the Group's total revenue in the previous financial year. During the year, revenue from production and sale of fertilizers amounted to approximately HK$3.3 million, representing approximately 24.3% of the Group's total revenue, whereas rental income from investment properties amounted to approximately HK$10.3 million, representing approximately 75.7% of the Group's total revenue. In spite of the above, net profit for the year attributable to the equity holders of the Company increased by approximately 127.1% from approximately HK$43.3 million in 2005 to approximately HK$98.4 million in 2006, which was mainly contributed by a gain on change in fair value of investment properties.

In December 2006, a provisional sale and purchase agreement to dispose of the Group's investment properties at 1 Lyndhurst Tower, 1 Lyndhurst Terrace, Hong Kong at a consideration of HK$440.0 million was entered into between the Group and an independent third party with a selling price of over 30% premium as compared to that of the valuation of the investment properties on June 2006. The disposal was subsequently completed in March 2007. The net proceeds from the disposal had already been received by the Group upon completion thereof.

As stated in the Annual Report 2006, after completion of the disposal of the investment properties in March 2007, the Board considers that the Group is in a strong position to capture any valuable investment opportunity should it arise as the Group will have adequate cash resources on hand. The Board will continue to look for investments with reasonable return by investing on quality property projects in Hong Kong or the PRC.

Based on the interim report of the Company for the six months ended 30 June 2007 (the "**Interim Report 2007**"), the Group had consolidated net asset value of approximately HK$288.7 million, net current assets of approximately HK$253.1 million and bank balances and cash of approximately HK$277.5 million as at 30 June 2007; whilst the interest-bearing bank loans amounted to only HK$1.6 million and hence a gearing ratio of merely 0.57%, which therefore showed that the Group's financial position was healthy.

2. Reasons for and benefits of the Acquisition

As mentioned in the "Letter from the Board" of the Circular, given the future earnings potential of the JV Company upon the commencement of the operations of the logistics services by mid-2008, the Board is of the view that the Acquisition is in line with the business strategy of the Group and will enable the Group to further increase its exposure in the industrial property development with focus on deport infrastructure.

According to an article published on China Economic News (No. 47) in December 2006, steady and high-speed economic growth, improvement in the commercial environment and rapid expansion of infrastructure facilities have all combined to establish a good macro-environment as well as a micro-foundation for the development of the logistics industry in China. Experts predict that the period of high-speed growth of China's demand for logistics will last for 10 to 15 years, especially in the "11th Five-Year Programme" period (i.e. 2006 to 2010). If the average annual growth of gross domestic products reaches 8.5% during the period, the total amount of goods transported may grow at an average annual rate of 16.7%. Thus, by 2010, the total amount of goods transported will reach approximately RMB90 trillion and the capacity of China's logistics market will reach approximately RMB1,197.2 billion.

Enterprises in Jiangsu Province, the PRC are integrating into the global production chain. In 2006, imports and exports of the entire province achieved approximately US$284 billion, a 26.4% growth, of which exports amounted to US$160.4 billion, an approximately 30.5% growth as disclosed in an article published on the 江蘇新聞網 (www.js.chinanews.com.cn).

In addition, with reference to an article published on China Daily in March 2007, according to industry players and consultants, China's industrial real estate market is likely to see massive growth in the coming years, driven by strong manufacturing and retail activities. With about 800 million people living in China's vast central and western region where such logistics infrastructure is to be improved, it represents a huge potential in this market. In Shanghai, a city surrounded by Jiangsu Province, the PRC, the rental yield from industrial property has reached approximately 7.5% to 10.0% higher than the approximately 6.5% to 9.0% achieved in commercial property rentals at the end of March 2007.

The Board has noted that the JV Company had incurred unaudited net losses of approximately RMB3.7 million (approximately HK$3.9 million) and RMB16.5 million (approximately HK$17.1 million) for each of the two financial years ended 31 December 2006 respectively mainly due to an impairment loss of approximately RMB8.3 million (approximately HK$8.6 million) incurred in relation to the potential port infrastructure project for 2006. The management of the JV Company had re-assessed the status of the potential port infrastructure project and decided to put the potential port infrastructure project on hold. The Directors do not expect that the JV Company will incur further expenses for the potential port infrastructure project.

Given that (i) the net asset value of the JV Company attributable to the 14.29% equity interest to be acquired under the Acquisition as at 30 June 2007 were approximately RMB16,461,000 (approximately HK$17,122,000) (being calculated as RMB115,192,000 x 14.29%); (ii) the appreciation of the market value of the Land of approximately RMB5,360,000 (approximately HK$5,575,000) (being calculated by the net amount of (1) the revaluation of the Land of RMB65.0 million and (2) the net book value of the aggregate prepaid lease payments of approximately RMB27.5 million as stated in the balance sheet of the JV Company as at 30 June 2007, and then multiplied by 14.29%); and (iii) the growth potential of the import and export trading in the PRC and the future earnings potential of the JV Company upon commencement of the operations of the logistics services by mid-2008, the Board is of the view that the Acquisition is in line with the business strategy of the Group and will enable the Group to further increase its exposure in industrial property development with focus on deport infrastructure. Nevertheless, we are of the view that concrete contribution to the profitability and operating cash inflow from the JV Company will depend on whether the Group's business plan can be carried out successfully.

The Directors considers that the terms of the Shareholding Transfer Agreement are on normal commercial terms and fair and reasonable and the Acquisition is in the interests of the Company and the Shareholders as a whole.

Having considered the reasons for the Acquisition and the prospects of the logistic market and the industrial property market in the PRC and Jiangsu Province in particular, we are of the view that (i) the Shareholding Transfer Agreement is entered into in the ordinary and usual course of business of the Group as it is principally engaged in, among others, industrial property development with focus on depot infrastructure; (ii) the terms of the Shareholding Transfer Agreement are on normal commercial terms and fair and reasonable; and (iii) the Acquisition is in the interests of the Company and the Shareholders as a whole in the long run as it could better secure the Group's fixed asset investments for its future business expansion.

3. Background of the JV Company

The JV Company is a sino-foreign equity joint venture incorporated in the PRC on 12 August 2004. The operating period of the JV Company is 50 years commencing on 12 August 2004. The registered capital and the total investment amount of the JV Company are RMB140 million (approximately HK$145.6 million), which has been fully paid, and RMB240 million (approximately HK$249.6 million) respectively. It is expected that the difference between the registered capital and the total investment amount of RMB100 million (approximately HK$104.0 million) will be funded by bank financing. Pursuant to the business licence of the JV Company dated 12 March 2007, the scope of business of the JV Company includes construction of port infrastructure, development of petrochemical industry projects and operation and development of transportation related logistic facilities (excluding dangerous goods) (subject to granting of relevant operating permits). It is the intention of the Directors that the JV Company will be engaged in industrial property development with focus on depot infrastructure.

The JV Company currently holds the Land which is situated at the southern part of Gang Qu Wei Road, western part of Jing Er Road and northern part of Bei Huan Road, Fuqiao Town, (Taicang Port), Taicang City, Jiangsu Province, the PRC. The Land is in a rectangular shape and having a site area of approximately 94,793.5 sq. m. and is subject to a right to use the land for a term of 50 years from 1 January 2001 to 31 December 2050 for industry and warehouse composite usage. The land and property interests of the Land are valued by BMI Appraisals Limited, the independent valuer, based on the comparison approach, at the amount of RMB65.0 million (approximately HK$67.6 million) as at 31 August 2007.

The Land is planned to be developed into an industrial/storage area with total construction area of 60,000 sq.m. with six deports occupying about 8,277 sq.m. each. The acquisition cost of the Land was approximately RMB28.4 million (approximately HK$29.6 million) and the estimated construction costs and professional fees for the property will be approximately RMB68.9 million (approximately HK$71.7 million) which will be financed by the registered capital of the JV Company. It is expected that the construction of the property will be completed in early 2008 and commence operation after completion of the construction. It is expected that revenue to be derived from the property is expected to comprise rental income and other income such as logistic services.

Based on the unaudited financial statements of the JV Company for the year ended 31 December 2005, the unaudited losses before and after taxation were both approximately RMB3.7 million (approximately HK$3.9 million). Based on the unaudited financial statements of JV Company for the year ended 31 December 2006, the unaudited losses before and after taxation were both approximately RMB16.5 million (approximately HK$17.1 million). Based on the unaudited balance sheet of the JV Company as at 30 June 2007, the net assets of the JV Company as at 30 June 2007 were approximately RMB115.2 million (approximately HK$119.8 million). All the financial statements of the JV Company have been prepared in accordance with all applicable Hong Kong Financial Reporting Standards.

4. The Shareholding Transfer Agreement

On 9 November 2007, the Purchaser entered into the Shareholding Transfer Agreement with the PRC Party pursuant to which the Purchaser agreed to acquire from the PRC Party the 14.29% equity interest in the JV Company for a cash consideration of RMB20.0 million (approximately HK$20.8 million). The JV Company is currently owned as to 85.71% by Keycharm and as to 14.29% by the PRC Party. Upon completion of the Acquisition, the JV Company will become a wholly owned subsidiary of the Company.

5. Consideration of the Acquisition

Basis for determining the consideration

The consideration for the Acquisition of RMB20.0 million (approximately HK$20.8 million) was determined by the parties to the Shareholding Transfer Agreement after arm's length negotiations and is equal to 14.29% of the registered capital of the JV Company which is RMB20.0 million (approximately HK$20.8 million), and it represents a discount of approximately 8.34% to the sum of (i) the net asset value attributable to the PRC Party of approximately RMB16,461,000 (approximately HK$17,122,000) as at 30 June 2007; and (ii) the revaluation surplus of the Land attributable to the PRC Party of approximately RMB5,360,000 (approximately HK$5,575,000), which is determined by the valuation of the Land provided by the Valuer as at 31 August 2007 (the "**Adjusted NAV**").

Reference is made to the circular of the Company dated 11 September 2007, the Company, through its wholly-owned subsidiary, acquired 49% equity interest of Keycharm in September 2007, which is the direct holding company currently owns 85.71% equity interest of the JV Company. The Company acquired that 49% equity interest of Keycharm, together with the shareholders' loans of RMB58.8 million (approximately HK$60.8 million) (the "**Sale Loans**"), at an aggregate consideration of RMB63.3 million (approximately HK$65.4 million) and a slight discount of approximately 1.20% to the adjusted net asset value, which is the sum of (i) the audited net asset value of Keycharm Group of RMB5,258,000 (approximately HK$5,436,000) attributable to 49% equity interest in Keycharm Group as at 30 June 2007 after adjustment for the revaluation surplus of the Land (being 49% of the sum of (1) the net liabilities attributable to equity holders of Keycharm of approximately RMB21.4 million and (2) the revaluation surplus of the Land attributable to Keycharm of approximately RMB32.2 million); and (ii) the Sale Loans. Keycharm is an investment vehicle holding a sole asset of the 85.71% equity interest of the JV Company. As such, the above acquisition entered into between the Company and the sellers of the aggregate of 49% equity interest of Keycharm was, in substance, to acquire the 85.71% equity interest in the JV Company.

As discussed with the Valuer, we understand that the Land held by the JV Company is vacant and pending for future development use which were valued by the Valuer on an open market basis by making reference to comparable market transactions in the localities, but have not taken into account the construction costs that will be expended to complete the development to reflect the quality of the proposed developments. As advised by the Directors, the estimated construction costs and professional fees to be incurred for the development will be approximately RMB68.9 million (approximately HK$71.7 million). It is expected that the construction of the development will be completed in early 2008. We consider that the valuation methodology adopted by the Valuer is in line with common market practice.

We also consider that although the PRC Party as the vendor is the one single minority shareholder of the JV Company, which was one of the founders and has board seat at the board of directors thereof, the PRC Party therefore is able to exercise significant influence over the management and daily operations of the JV Company. The acquisition of the remaining 14.29% equity interest in the JV Company would terminate any future possible influence from the PRC Party, and as a result the Group will have absolute control over the financial and operating policies of the JV Company. Accordingly, the Acquisition would bring to the Group much greater flexibility to deal with its investment in the JV Company and ultimately the Land in the future. In view of such consideration, we concur with the Directors' view that the consideration under the Acquisition is fair and reasonable so far as the Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

Having discussed with the management of the Company, we understand that the JV Company has not commenced its operations of the logistic services so far until by mid-2008, revenue (i.e. only bank interest income) generated therefrom was not sufficient to cover the administrative expenses incurred by it during the start-up periods. We noted that the net unaudited losses of the JV Company for each of the two financial years ended 31 December 2006 amounted to approximately RMB3.7 million (approximately HK$3.9 million) and RMB16.5

million (approximately HK$17.1 million) respectively mainly due to an impairment loss of approximately RMB8.3 million (approximately HK$8.6 million) incurred in relation to the potential port infrastructure project for 2006. As a consequence, the JV Company had recorded considerable net losses since its establishment in August 2004. However, the management of the JV Company had re-assessed the status of the potential port infrastructure project and decided to put the potential port infrastructure project on hold. The Directors do not expect that the JV Company will incur further expenses for the potential port infrastructure project. In addition, the Directors expected that the construction of the transportation related logistic facilities on the Land will be completed in early 2008 and operation would commence after completion of the construction. It is expected that revenue to be derived from the facilities would comprise rental income and other income such as logistic service income. The Directors are positive about the future prosperity of the logistic industry in the PRC and expect that the JV Company will bring in positive effect on and operating cash inflow to the Group upon the commencement of the operations of the logistics services by mid-2008.

Since the JV Company has been loss-making since its establishment in August 2004, comparison in terms of price-earnings ratio with other similar business is not practicable. As the JV Company's assets substantially consist of land and properties to be developed, we consider that it would be more meaningful for us to consider the Adjusted NAV of approximately RMB21.8 million (approximately HK$22.7 million) rather than to make reference to the past financial and operating performance of the JV Company. As such, the Adjusted NAV is an appropriate valuation of the JV Company.

Payment of the consideration

The consideration for the Acquisition of RMB20.0 million (approximately HK$20.8 million) is to be satisfied in cash in an equivalent amount of HK Dollars by the Purchaser after completion of the Shareholding Transfer Agreement and within 30 days after the transactions contemplated therein having been approved by the Shareholders at the SGM and the PRC legal opinion having been obtained by the Purchaser from a firm of lawyers in the PRC in respect of the legality and validity of the Acquisition, and will be funded by the internal resources of the Group.

Having considered that (i) the consideration for the Acquisition is at a discount of approximately 8.34% to the Adjusted NAV of the JV Company as at 30 June 2007; (ii) the discount of approximately 8.34% attributable to the Acquisition is higher than that of the approximately 1.20% attributable to the previous acquisition as conducted in September 2007 and referred to in the circular of the Company dated 11 September 2007; (iii) the methodologies adopted by the Valuer in valuing the Land and the relevant properties are in line with market practices; (iv) the Acquisition is in line with the Group's business strategy of future development; and (v) the Acquisition can strengthen the Group's management position in the JV Company and enable it to consolidate a full and an absolute control over the JV Company, we are of the view that the basis for determining the consideration for the Acquisition (including the payment terms) is on normal commercial terms, fair and reasonable so far as the Shareholders are concerned and is in the interests of the Company and the Shareholders as a whole.

6. Financial effects of the Acquisition on the Group

Earnings

Based on our discussion with the management of the Company, we understand that the Land currently held by the JV Company are still under development and it will commence the operations of the logistics services by mid-2008. Therefore, upon completion of the Acquisition, there is no significant immediate effect to the earnings of the Group as a result of the Acquisition. Nevertheless, (i) the Group's effective interest in the JV Company will be increased from 85.71% to 100% of the equity interest thereof; and (ii) additional share of the financial results of the JV Company is expected to be consolidated into the Group after the completion of the Acquisition. The Directors consider that the Acquisition will further contribute to the earnings base of the Group in the long run, but the quantification of such impact will depend on the future performance of the JV Company since it had not yet recorded profits since its establishment in August 2004.

Net asset value

According to the Interim Report 2007, the unaudited consolidated net asset value of the Group was approximately HK$288.7 million as at 30 June 2007. Since the Company intends to finance the consideration for the Acquisition of RMB20.0 million (approximately HK$20.8 million) by internal resources, upon completion of the Acquisition, the current assets of the Group will be reduced by the payment of the cash consideration of RMB20.0 million which will be offset by the corresponding elimination of minority interests of the Group immediately following the completion as a result of the Acquisition. As such, there would not be material adverse effect to the net asset value of the Group after completion of the Acquisition.

Working capital

The aggregate consideration for the Acquisition of RMB20.0 million (approximately HK$20.8 million) will be financed by internal resources of the Group. According to the Interim Report 2007, the Group had bank balances and cash of approximately HK$277.5 million, current assets of approximately HK$329.7 million and current liabilities of approximately HK$76.6 million as at 30 June 2007. This represents a current ratio (being calculated as total current assets divided by total current liabilities) of approximately 4.3 times. The Acquisition would have resulted in a decrease in net current assets by RMB20.0 million (approximately HK$20.8 million) if it would be settled by the Group's internal cash resources. As a result, the current ratio would be reduced to approximately 4.0 times, which represents a decrease of about 7.0%. As such, there would not be material adverse effect to the working capital position of the Group after completion of the Acquisition.

Gearing

As at 30 June 2007, the Group had interest-bearing borrowings of approximately HK$1.6 million and hence a gearing ratio (which is calculated as total interest-bearing bank loans divided by the net asset value of the Group) of merely 0.57%. As the consideration for the Acquisition will be funded by the internal resources of the Group, the gearing position of the Group would not be deteriorated immediately following completion of the Acquisition.

In light of the foregoing minimal effect of the Acquisition on the earnings, net asset value, working capital as well as gearing position of the Group, we are of the view that the Acquisition would have no significant adverse impact on the Group's financial position save and except for the reduction in working capital which is inevitable as the Group intends to finance the aggregate consideration of approximately RMB20.0 million (approximately HK$20.8 million) under the Acquisition by its internal cash resources. Therefore, we are of the view that while the Group's cash resources would be reduced, the Acquisition is an effective utilisation of its cash resources which is aimed at positioning the Group for better growth in the future which, in the long run, is expected to benefit the Company and the Shareholders as a whole.

RECOMMENDATION

Having taken into account the above principal factors, in particular, (i) the long-term benefits of the Acquisition to the Group; (ii) the basis for determining the aggregate consideration for the Acquisition; (iii) the overall financial effects of the Acquisition on the Group; and (iv) the Shareholding Transfer Agreement is entered into in the ordinary and usual course of business of the Group and that the terms of the Shareholding Transfer Agreement are on normal commercial terms, fair and reasonable so far as the Shareholders are concerned, we are of the view that the Acquisition is in the interests of the Company and the Shareholders as a whole. We therefore recommend the Independent Board Committee to advise the Shareholders to vote in favour of the ordinary resolution to approve the Acquisition and the transactions contemplated under or in connection with the Shareholding Transfer Agreement at the SGM.

Yours faithfully,
For and on behalf of
First Shanghai Capital Limited

Helen Zee	**Eric Lee**
Managing Director	*Executive Director*

The following is the text of a letter, summary of value and valuation certificate, prepared for the purpose of incorporation in this circular received from BMI Appraisals Limited, an independent valuer, in connection with its valuation of the property located in the PRC held by the Group.

BMI APPRAISALS

BMI Appraisals Limited 中和邦盟評估有限公司

Suite 11-18, 31/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong
香港灣仔港灣道6-8號瑞安中心3111-18室
Tel電話：(852) 2802 2191 Fax傳真：(852) 2802 0863
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23 November 2007

The Directors
Greater China Holdings Limited
Room 1301, 13th Floor
1 Lyndhurst Tower
No. 1 Lyndhurst Terrace
Central
Hong Kong

Dear Sirs,

INSTRUCTIONS

We refer to your instructions for us to value the property held by Greater China Holdings Limited (the "Company") and/or its subsidiaries (together referred to as the "Group") located in the People's Republic of China (the "PRC"). We confirm that we have carried out an inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the property as at 31 August 2007 (the "date of valuation").

BASIS OF VALUATION

Our valuation of the concerned property has been based on the Market Value, which is defined as "the estimated amount for which a property should exchange on the date of valuation between a willing buyer and a willing seller in an arm's-length transaction after proper marketing wherein the parties had each acted knowledgeably, prudently and without compulsion".

VALUATION METHODOLOGY

We have valued the property on an open market basis by the Comparison Approach assuming sale in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the relevant market. Appropriate adjustments have been made to account for the differences between the subject property and the comparables in terms of time, location and other relevant factors.

TITLE INVESTIGATION

We have been provided with copies of title documents and have been advised by the Group that no further relevant documents have been produced. Moreover, due to the nature of the land registration system in the PRC, we have not been able to examine the original documents to verify ownership or to ascertain the existence of any amendment documents, which may not appear on the copies handed to us. Therefore, in the course of our valuation, we have relied on the advice and information given by the Group and its PRC legal advisor, Chen & Co. (瑛明律師事務所), regarding the title of the PRC property. All documents have been used for reference only.

VALUATION ASSUMPTIONS

Our valuation has been made on the assumption that the property is sold in the open market without the benefit of deferred terms contract, leaseback, joint venture, management agreement or any similar arrangement which would serve to affect the value of the property. In addition, no account has been taken of any option or right of pre-emption concerning or effecting the sale of the property and no forced sale situation in any manner is assumed in our valuation.

In valuing the property, we have relied on the advice given by the Group that the Group has valid and enforceable title to the property which is freely transferable, and has free and uninterrupted rights to use the same, for the whole of the unexpired term granted subject to the payment of annual government rent/land use fees and all requisite land premium/purchase consideration payable have been fully settled.

VALUATION CONSIDERATIONS

We have inspected the exterior and wherever possible, the interior of the property. During the course of our inspection, we did not note any serious defects. However, no structural surveys have been made and we are therefore unable to report as to whether the property is free from rot, infestation or other defects. No tests were carried out on any of the services.

In the course of our valuation, we have relied to a considerable extent on the information given by the Group and have accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenures, particulars of occupancy and other relevant information.

We have not carried out detailed on-site measurements to verify the correctness of the site area in respect of the property but have assumed that the site area shown on the documents handed to us are correct. Dimensions, measurements and areas included in the valuation certificate are based on information contained in the leases and other documents provided to us and are therefore only approximations.

We have no reason to doubt the truth and accuracy of the information provided to us by the Group and we have relied on your confirmation that no material facts have been omitted from the information so supplied.

No allowance has been made in our valuation for any charges, mortgages or amounts owing on the property or for any expenses or taxation, which may be incurred in effecting a sale.

Unless otherwise stated, it is assumed that the property is free from encumbrances, restrictions and outgoings of an onerous nature, which could affect its value.

Our valuation has been prepared in accordance with the HKIS Valuation Standards on Properties (First Edition 2005) published by the Hong Kong Institute of Surveyors.

Our valuation has been prepared under the generally accepted valuation procedures and are in compliance with the requirements contained in Chapter 5 and Practice Note 12 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

REMARKS

Unless otherwise stated, all money amounts stated are in Renminbi (RMB) and no allowances have been made for any exchange transfers.

Our Summary of Value and the Valuation Certificate are attached herewith.

Yours faithfully,
For and on behalf of
BMI APPRAISALS LIMITED

Dr. Tony C.H. Cheng
BSc, MUD, MBA (Finance), MSc (Eng),
PhD (Econ), MHKIS, MCIArb, AFA, SIFM, FCIM,
MASCE, MIET, MIEEE, MASME, MIIE
Director

Joannau W.F. Chan
BSc. MSc. MRICS MHKIS RPS(GP)
Director

Notes:

Dr. Tony C.H. Cheng is a Chartered Surveyor who has over 15 years' experience in valuations of properties in Hong Kong and the People's Republic of China.

Ms. Joannau W.F. Chan is a Chartered Surveyor who has over 15 years' experience in valuations of properties in Hong Kong and over 9 years' experience in valuations of properties in the People's Republic of China.

SUMMARY OF VALUE

Property	Market Value in existing state as at 31 August 2007 *RMB*	Interest attributable to the Group after the acquisition	Value attributable to the Group as at 31 August 2007 *RMB*
A parcel of land located at the southern part of Gang Qu Wei Road, western part of Jing Er Road and northern part of Bei Huan Road, Fuqiao Town, Taicang Port Development Zone, Taicang City, Jiangsu Province, the PRC	65,000,000	100%	65,000,000
	Total: 65,000,000		**Total: 65,000,000**

VALUATION CERTIFICATE

Property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 31 August 2007 *RMB*
A parcel of land located at the southern part of Gang Qu Wei Road, western part of Jing Er Road and northern part of Bei Huan Road, Fuqiao Town, Taicang Port Development Zone, Taicang City, Jiangsu Province, the PRC	The property comprises a parcel of land (Land Plot No. 507-050-004-06) with a total site area of 94,793.5 sq.m. As per information provided by the Group, the property is planned to be developed into an industrial/storage area with a total construction area of 60,000 sq.m. with 6 depots occupying about 8,277 sq.m. each. The land use rights of the property have been granted for a term of 50 years expiring on 31 December 2050 for industrial and warehouse uses.	The property is vacant and held by the Group for future development use.	65,000,000 (100% interest attributable to the Group after the acquisition: 65,000,000)

Notes:

1. Pursuant to a State-owned Land Use Rights Grant Contract, Tai Di Chu He (97) Zi Di No. 56, entered into between太倉市國土資源局 (Taicang City State-owned Land Resources Bureau) and 中遠國際城開發有限公司 (Zhong Yuan International City Development Co., Ltd.) ("Zhong Yuan") dated 23 December 1997, the former agreed to grant the land use rights of a land parcel with a site area of 2,277,518 sq.m. to Zhong Yuan for a term of 50 years commencing on 1 January 2001 at a consideration of RMB301,725,580 for industrial and warehouse uses.

2. Pursuant to an Approval Letter, Tai Tu Ji (2001) No. 440, dated 31 October 2001, Zhong Yuan agreed to change the owner name of the land parcel mentioned in Note 1 into 江蘇太倉港開發建設股份有限公司 (Jiangsu Taicang Port Development Construction Stock Company Limited) ("Jiangsu Taicang") for a term expiring on 31 December 2050 for industrial and warehouse uses.

3. Pursuant to a State-owned Land Use Rights Certificate, Tai Guo Yong (2001) Di No. 07050004-1, issued by 太倉市國土資源局 (Taicang City State-owned Land Resources Bureau) dated 1 November 2001, the land use rights of a land parcel with a site area of 495,134 sq.m. have been granted to Jiangsu Taicang for a term expiring on 31 December 2050 for industrial and warehouse uses.

4. Pursuant to a Stated-owned Land Use Rights Transfer Contract, Tai Tu Chu He (97) Zi Di No. 56, entered into between Jiangsu Taicang and 太倉中化國際興業石化開發建設有限公司 (Taicang Sinochem International Xingye Petrochemical Development Company Limited) (the "JV Company") dated 23 December 2005, Jiangsu Taicang agreed to transfer the land use rights of portion of the land parcel as mentioned in Note 3 with a site area of about 94,793.5 sq.m. to the JV Company at a consideration of RMB28,438,050.

5. Pursuant to a State-owned Land Use Rights Certificate, Tai Guo Yong (2005) Di No. 507000029, issued by 太倉市國土資源局 (Taicang City State-owned Land Resources Bureau) dated 23 December 2005, the land use rights of the property with a site area of 94,793.5 sq.m. have been granted to the JV Company for a term expiring on 31 December 2050 for industrial and warehouse uses.

6. Pursuant to a Business License, Qi He Su Tai Zong Zi Di No. 000997, issued by 江蘇省太倉市工商行政管理局(Jiangsu Province Taicang City Industrial and Commercial Administrative Management Bureau) dated 12 March 2007, the JV Company is a Sino-foreign equity joint venture which was established with a registered capital of RMB140,000,000 and was authorized to carry on the business from 12 August 2004 to 11 August 2054.

7. As advised by the Group, the estimated construction cost and professional fees for the development will be approximately RMB68,917,000. It is expected that the construction of the proposed development on the property will be completed in early 2008.

8. The opinion given by the PRC legal advisor to the Group, Chen & Co., contains, inter alia, the following:

   a. The JV Company was 14.29% owned by Jiangsu Taicang and 85.71% owned by Keycharm Investments Limited (基創投資有限公司);

   b. The risk and profit sharing bases are based on the capital contribution ratio;

   c. Zhong Yuan was entitled to transfer the State-owned land use rights of the land parcel mentioned in Note 1 to Jiangsu Taicang;

   d. Jiangsu Taicang was entitled to transfer the State-owned land use rights of the land parcel mentioned in Note 3 to the JV Company;

   e. All land premium has been settled in full; and

   f. Within the term of land use rights, the JV Company is entitled to transfer, lease and mortgage the property;

9. The JV Company is an indirect wholly-owned subsidiary of the Company after the acquisition.

RESPONSIBILITY STATEMENT

This circular includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors jointly and severally accept responsibility for the accuracy of the information contained in this circular and confirm, having made all reasonable inquiries and that to the best of their knowledge and belief there are no other facts the omission of which would made any statement therein misleading.

DISCLOSURE OF INTERESTS

Interests of Directors in the Company

As at the Latest Practicable Date, the interests of the Directors in the share capital of the Company which were required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests which they were taken or deemed to have under such provisions of the SFO), or were required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or were required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules, to be notified to the Company and the Stock Exchange were as follows:

Long position in Shares

Name	Nature of Interest	Number of Shares	Percentage of shareholding
Ms. Ma Xiaoling	Corporate interests *(Note)*	120,212,256	40.09%

Note: Ms. Ma Xiaoling is the beneficial owner of the entire issued share capital of Keenlead Holdings Limited, which owned 120,212,256 Shares as at the Latest Practicable Date.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or any chief executive of the Company had an interest or short position in any shares, underlying shares or debentures of the Company or any associated corporation (within the meaning of Part XV of the SFO) which would have to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of the SFO) or which was required, pursuant to section 352 of the SFO, to be entered in the register referred to therein, or pursuant to the Model Code for Securities Transactions by Directors of Listed Companies in the Listing Rules to be notified to the Company and the Stock Exchange.

Interests of substantial Shareholders in the Company

So far as is known to the Directors, as at the Latest Practicable Date, the following persons (other than a Director or chief executive of the Company) has an interest or short position in the shares and underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO, or recorded in the register kept by the Company pursuant to Section 336 of the SFO, who is directly or indirectly interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of any member of the Group or had any options in respect of such capital:

Name of Shareholder	*Notes*	**Number of Shares**	**Percentage of shareholding**
Keenlead Holdings Limited	*1*	120,212,256	40.09%
Ms. Ma Xiaoling	*1*	120,212,256	40.09%
China Main Investment (H.K.) Company Limited	*2, 3*	32,000,000	10.67%
Centre Mark Development Limited	*2, 3*	32,000,000	10.67%
Sino Elite International Limited	*2, 3*	32,000,000	10.67%
China Main Group Company Limited	*2, 3*	32,000,000	10.67%
Mr. Chen Dacheng	*2, 3*	32,000,000	10.67%
Shenzhen Venture Capital (BVI) Company Limited	*2, 3*	32,000,000	10.67%
Mr. Mei Jian	*2, 3*	32,000,000	10.67%
Mr. Zhang Minlong	*2, 3*	32,000,000	10.67%

Notes:

1. The entire issued share capital of Keenlead Holdings Limited is wholly and beneficially owned by Ms. Ma Xiaoling, an executive Director and Chairman of the Company. Ms. Ma Xiaoling is also the sole director of Keenlead Holdings Limited.

2. China Main Investment (H.K.) Company Limited ("China Main") is owned as to 60% by Centre Mark Development Limited and as to 40% by Sino Elite International Limited. Centre Mark Development Limited is owned as to 99.99% by Mr. Chen Dacheng and as to 0.01% by China Main Group Company Limited. Sino Elite International Limited is owned as to 99.99% by China Main Group Company Limited and as to 0.01% by Mr. Pai Chin Ming. China Main Group Company Limited is owned as to 99% by Mr. Chen Dacheng and as to 1% by Mr. Pai Chin Ming.

3. On 14 April 2003, Shenzhen Venture Capital (BVI) Company Limited ("Shenzhen Venture Capital") reported that it has a security interest in 32,000,000 Shares. Shenzhen Venture Capital is owned as to 50% by Mr. Mei Jian and 50% by Mr. Zhang Minlong.

Save as disclosed above, the Directors and the chief executive of the Company were not aware that there was any person (other than a Director or chief executive of the Company) who, as at the Latest Practicable Date, had an interest of short position in the Shares and underlying Shares of the Company which would fall to be disclosed to the Company under the provisions of Division 2 and 3 of Part XV of the SFO, or who was, directly or indirectly, interested in 5% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meeting of any other member of the Group or had any options in respect of such capital.

Interests in contract or arrangement

As at the Latest Practicable Date, none of the Directors is materially interested in contract or arrangement subsisting which is significant in relation to the business of the Group.

Interests in assets

As at the Latest Practicable Date, none of the Directors has any direct or indirect interest in any assets acquired or disposed of by or leased to any member of the Group or is proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2006, being the date to which the latest published audited accounts of the Company were made up.

Interests in other members of the Group

As at the Latest Practicable Date, so far as is known to the Directors, there was no person (other than a Director or chief executive of the Company) who was, directly or indirectly, interested in 5% or more of the nominal value of the share capital carrying rights to vote in all circumstances at general meetings of any subsidiary of the Company.

Service contracts

There is no existing or proposed service contract between any of the Directors and the Company or any of its members (excluding contracts expiring or determinable by the Group within one year without payment of compensation (other than statutory compensations)).

Interests in other competing business

Each of the Directors has confirmed that he and their respective associates (as defined under the Listing Rules) do not have any interests in a business apart from the Group's business which directly competes with and will have material adverse impact on the Group.

LITIGATION

As at the Latest Practicable Date, neither the Company nor any of its subsidiaries is engaged in any litigation or arbitration of material importance and no litigation or claim of material importance is known to the Directors to be pending or threatened against the Company or any of its subsidiaries.

EXPERTS AND CONSENTS

The qualification of the experts who have given opinion in this circular is as follows:

Name	Qualification
BMI Appraisals Limited	Chartered Surveyors
First Shanghai	A licensed corporation to carry out type 6 (advising on corporation finance) regulated activity under the SFO

As at the Latest Practicable Date, each of BMI Appraisals Limited and First Shanghai has no shareholding in any company in the Group or the right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any company in the Group and has no direct or indirect interest in any assets acquired or disposed of by or leased to any member of the Group or is proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2006, being the date to which the latest published audited accounts of the Company were made up.

Each of BMI Appraisals Limited and First Shanghai has given and has not withdrawn its written consent to the issue of this circular with the inclusion herein of its letter and/or references to its name, in the form and context in which they respectively appear.

MATERIAL CHANGE

The Directors are not aware of any material adverse changes in the financial or trading position or prospects of the Group since 31 December 2006, being the date to which the latest audited consolidated financial statements of the Group were made up.

GENERAL

(a) The secretary and qualified accountant of the Company is Mr. Chan Sze Hon, CPA (Practising).

(b) The registered office of the Company is situated at Canon's Court, 22 Victoria Street, Hamilton HM12, Bermuda. The head office and principal place of business in Hong Kong is situated at Room 1301, 1 Lyndhurst Tower, 1 Lyndhurst Terrace, Central, Hong Kong.

(c) The Hong Kong share registrar of the Company is Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong.

DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection during 9:00 a.m. to 5:00 p.m. at the head office and principal place of business in Hong Kong at Room 1301, 1 Lyndhurst Tower, 1 Lyndhurst Terrace, Central, Hong Kong up to and including 12 December 2007:

(a) the memorandum and articles of association of the Company;

(b) the annual reports of the Company for the two years ended 31 December 2006;

(c) the letter from First Shanghai to the Independent Board Committee and the Shareholders, the text of which is set out on pages 11 to 20 of this circular;

(d) the valuation report, the text of which is set out in Appendix I to this circular;

(e) the written consents referred to in the paragraph headed "Experts and Consents" in this appendix; and

(f) a circular of the Company dated 31 January 2007 and 11 September 2007.

大中華實業控股有限公司*
GREATER CHINA HOLDINGS LIMITED
(incorporated in Bermuda with limited liability)
(Stock code: 431)
website: http://www.irasia.com/listco/hk/greaterchina/index.htm

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting of the abovementioned company (the "Company") will be held at Plaza IV, Lower Lobby, Novotel Century Hong Kong Hotel, 238 Jaffe Road, Wanchai, Hong Kong on Wednesday, 12 December 2007 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution as ordinary resolution:

ORDINARY RESOLUTION

"**THAT**:

(a) the shareholding transfer agreement (the "**Shareholding Transfer Agreement**") dated 9 November 2007 (a copy of which has been produced to the meeting marked "A" and signed by the chairman of the meeting for the purpose of identification) and entered into between 江蘇省太倉港港口開發建設投資公司(Jiangsu Taicang Port Development Construction Investment Company Limited) as seller and Toobright Limited as purchaser and the transactions contemplated thereunder be and are hereby approved, ratified and confirmed;

(b) the directors of the Company be and are hereby authorized to do all such further acts and things and execute further documents and take all steps which may be in their opinion necessary, desirable or expedient to implement and/or give effect to the terms of the Shareholding Transfer Agreement and the transactions contemplated thereunder."

By Order of the Board
Chan Sze Hon
Company Secretary

Hong Kong, 23 November 2007

* *For identification purpose only*

Head office and principal place of business in Hong Kong:
Room 1301
1 Lyndhurst Tower
1 Lyndhurst Terrace
Central
Hong Kong

Notes:

1. A member entitled to attend and vote at the meeting convened by the above notice is entitled to appoint more than one proxy to attend and vote in his stead. A proxy need not be a member of the Company.

2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a notarially certified copy of such power or authority, must be deposited at the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited. 26/F, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the said meeting or adjourned meeting.