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**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 THE SPECIAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that a special general meeting of Greater China Holdings Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 16th January 2015 at 2/F, J Plus, 35-45B Bonham Strand, Sheung Wan, Hong Kong for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions, which will be proposed as ordinary resolutions of the Company:

### **ORDINARY RESOLUTION 1**

“**THAT**:–

- (a) the Sale and Purchase Agreement dated 20th November 2014 between Rosy Start Investments Limited, Equity Partner Holdings Limited, Century Best Holdings Limited and Asiabiz Capital Investment Limited as vendors, Joseph Shie Jay Lang as vendors guarantor and the Company as purchaser in respect of the acquisition of the shares of Oriental Credit Holdings Limited (a copy of which has been produced to this meeting marked “A” and initialed by the chairman of this meeting for the purpose of identification) (the “**SPA**”) and the transactions contemplated thereunder (the “**Acquisition**”), be and are hereby approved, confirmed and ratified; and
- (b) the directors of the Company (the “**Directors**”) be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraph (a) above.”

### **ORDINARY RESOLUTION 2**

“**THAT**:–

- (a) the issue of each of the Convertible Notes (as defined in the SPA) and its terms and conditions, a copy of which has been produced to this meeting marked “B” and initialed by the chairman of this meeting for the purpose of identification and the transactions contemplated thereunder (including any possible exercise of the conversion rights attaching to the Convertible Notes and subscription of the ordinary shares of the Company on exercise of such conversion rights) be and are hereby approved;

\* For identification purposes only

- (b) conditional upon the Listing Committee of The Stock Exchange of Hong Kong Limited approving the listing of, and granting permission to deal in the Conversion Shares (as defined in the Convertible Notes) to be allotted and issued pursuant to the terms and conditions of the Convertible Notes, and upon the exercise of the conversion rights attaching to the Convertible Notes, the Directors be and are hereby granted a specific mandate (the “**Specific Mandate**”) to allot and issue, credited as fully paid, (i) 125,000,000 ordinary shares of HK\$0.005 each as required under the Sale and Purchase Agreement based on the initial Consideration of HK\$150,000,000 and; (ii) up to 150,000,000 ordinary shares of HK\$0.005 each based on the adjusted Consideration of HK\$180,000,000, in the share capital of the Company as may be required to be allotted and issued upon exercise of the conversion rights under the Convertible Notes at a conversion price of HK\$1.2 per ordinary share of HK\$0.005 each in the share capital of the Company (subject to adjustment), on and subject to the terms and conditions of the Convertible Notes, provided that the Specific Mandate shall be in addition to and shall not prejudice nor revoke the existing general mandate granted to the Directors by the shareholders of the Company (the “**Shareholders**”) in the annual general meeting of the Company held on 20th June 2014 and the general mandate contained in ordinary resolution 3, if passed, in this extraordinary general meeting;
- (c) the Directors be and are hereby authorised to sign and execute such documents and do all such acts and things which in their opinion may be necessary, desirable or expedient to carry out or give effect to transactions mentioned in paragraphs (a) and (b) above, including where appropriate, agreeing to any non-material amendments to the terms and conditions of the Convertible Notes and any other agreements made in relation thereto to the extent permitted by the Listing Rules (as defined in the circular) and the applicable laws and in the interests of the Company and its shareholders.”

### ORDINARY RESOLUTION 3

“**THAT:**–

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (defined as below) of all powers of the Company to allot, issue and deal with additional shares in the share capital of the Company and to make or grant offers, agreements and options which would or might require the exercise of such powers during or after the end of the Relevant Period, subject to and in accordance with all applicable laws, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorize the Directors during the Relevant Period (as defined below) to make or grant offers, agreements and options which might require the exercise of such powers after the end of the Relevant Period;
- (c) the aggregate nominal amount of share capital allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of shares upon the exercise of subscription rights or conversion rights under any existing warrants of the Company or any securities of the Company which are convertible into shares of the Company; (iii) an issue of shares as scrip dividends pursuant to the Bylaws of the Company from time to time; or (iv) an issue of shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to employees or directors of the Company and/or any of its subsidiaries of shares in the capital of the Company or rights to acquire shares in the capital of the Company, shall not exceed aggregate of 20% of the nominal amount of the share capital of the Company in issue as at the date of this resolution; and

(d) for the purpose of this resolution:

“**Relevant Period**” means the period from the time of passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by law or the Bye-laws of the Company to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“**Rights Issue**” means the allotment, issue or grant of shares pursuant to an offer open for a period fixed by the Directors to holders of shares or any class thereof on the register of members of the Company on a fixed record date pro rata to their then holdings of such shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body or any stock exchange in, any territory outside Hong Kong).”

By order of the board of directors of  
**Greater China Holdings Limited**  
**Ma Xiaoling**  
*Chairperson*

Hong Kong, 24th December 2014

*Principal Place of Business in Hong Kong:*

Room 1013 & 15, 10/F  
Leighton Centre  
77 Leighton Road  
Causeway Bay  
Hong Kong

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda

*Notes:*

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote instead of him. A proxy need not be a member of the Company. A member who is the holder of two or more shares of the Company may appoint more than one proxy to represent him to attend and vote on his behalf. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
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 certified copy of that power of attorney or authority must be deposited at the Hong Kong branch share registrars of the Company, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong. Delivery of the form of proxy shall not preclude a member of the Company from attending and voting in person at the meeting and, in such event, the instrument appointing a proxy shall be deemed to be revoked.
3. Where there are joint holders of any share of the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, the most senior shall alone be entitled to vote, whether in person or by proxy, and for this purpose seniority shall be determined by the order in which the names stand in the register in respect of the joint holdings.
4. Votes cast at a general meeting will be taken by poll except where the Chairperson, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands.
5. As at the date hereof, the board of Directors comprises Ms. Ma Xiaoling and Ms. Chan Siu Mun as executive Directors; Mr. Chan Sze Hon as non-executive Director; and Mr. Ching Men Ky, Carl, Mr. Lin Rwei-min and Mr. Shu Wa Tung, Laurence as independent non-executive Directors.