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

**POLL RESULTS OF THE SPECIAL GENERAL MEETING  
HELD ON 11 FEBRUARY 2015**

The Board is pleased to announce that the ordinary resolution in respect of the Disposals was duly passed by the Shareholders by way of poll at the SGM held on 11 February 2015.

Reference is made to the announcements of Greater China Holdings Limited (the “Company”) dated 6 January 2015 and 14 January 2015 and the circular of the Company dated 26 January 2015 in relation to the Disposals (the “Circular”). Unless otherwise defined, capitalised terms used in this announcement have the same meanings as defined in the Circular.

**POLL RESULTS OF THE SGM**

The Board is pleased to announce that the ordinary resolution in respect of the Disposals was duly passed by the Shareholders by way of poll at the SGM held on 11 February 2015. The polling results taken at the SGM in respect of the ordinary resolution are set out in the following table:

ORDINARY RESOLUTION (Notes)	Total Number of Votes	Number of Votes (percentage of Total Number of Votes)	
		For	Against
(a) the framework agreement dated 6 January 2015 between 平安不動產有限公司 (PingAn Real Estate Company Limited*), 江蘇思力實業股份有限公司 (Jiangshu Sili Holdings Limited*), Profit Capital Limited and the Company pursuant to which (i) Profit Capital Limited will sell and Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司), will purchase the 100% issued share capital of Keycharm Investments Limited; and (ii) the Company will sell and Spring Asia Investment Limited (泉康投資有限公司) will purchase the 100% issued share capital of Toobright 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 “Framework Agreement”) and the transactions contemplated thereunder (the “Disposals”), be and are hereby approved, confirmed and ratified;	120,008,145	120,008,145 (100%)	0 (0%)

\* For identification purposes only

ORDINARY RESOLUTION (Notes)	Total Number of Votes	Number of Votes (percentage of Total Number of Votes)	
		For	Against
<p>(b) the formal sale and purchase agreement dated 14 January 2015 between Profit Capital, the Company and Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司) (as amended from time to time) pursuant to which Profit Capital Limited will sell and Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司) will purchase the 100% issued share capital of Keycharm Investments Limited (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) (the “<b>Keycharm Agreement</b>”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(c) the formal sale and purchase agreement dated 14 January 2015 between the Company, Ping An Real Estate (Hongkong) Company Limited (平安不動產(香港)有限公司) and Spring Asia Investment Limited (泉康投資有限公司) (as amended from time to time) pursuant to which the Company will sell and Spring Asia Investment Limited (泉康投資有限公司) will purchase the 100% issued share capital of Toobright Limited (a copy of which has been produced to this meeting marked “C” and initialed by the chairman of this meeting for the purpose of identification) (the “<b>Toobright Agreement</b>”) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified;</p> <p>(d) the directors of the Company 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), (b) and (c) above.</p>			

As more than 50% of the votes were cast in favour of the above resolution, the above resolution was duly passed by the Shareholders as an ordinary resolution.

*Notes:*

1. As at the date of the SGM, the Company had an aggregate of 359,447,114 Shares in issue.
2. As no Shareholder has any material interest in the Disposals which is different from that of other Shareholders, none of the Shareholders is required to abstain from voting on the above resolution at the SGM. Accordingly, the total number of issued Shares held by the Shareholders entitled to attend and vote at the SGM for or against the resolution was 359,447,114 Shares, representing approximately 100% of the issued share capital of the Company.
3. None of the Shareholders was entitled to attend and vote only against of the above resolution at the SGM. Save as disclosed above, there was no Share entitling the Shareholder to attend the SGM but abstain from voting in favour of the above resolution at the SGM.
4. Tricor Tengis Limited, the branch share registrar of the Company in Hong Kong, was appointed as the scrutineer at the SGM.

By Order of the Board  
**Greater China Holdings Limited**  
**Ma Xiaoling**  
*Chairperson*

Hong Kong, 11 February 2015

*As at the date of this announcement, the Board comprises Ms. Ma Xiaoling and Ms. Chan Siu Mun as executive Directors, Mr. Joseph Shie Jay Lang as non-executive Director; and Mr. Ching Men Ky Carl, Mr. Lin Ruei-min and Mr. Shu Wa Tung Laurence as independent non-executive Directors.*