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GREATER CHINA HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 431)

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

MEMORANDUM OF UNDERSTANDING IN RELATION TO A PROPOSED ACQUISITION

This announcement is made by the Company pursuant to Rule 13.09(2)(a) of the Listing Rules and the inside information provisions under Part XIVA of the SFO.

The Board is pleased to announce that on 18 August 2015 (after trading hours), the Company and the vendor have entered into the MOU, pursuant to which the Company intended to purchase and the vendor intended to sell (i) the entire issued capital of a target company A, which is a licensed corporation to carry out Type 1 (dealing in securities) regulated activity under the SFO and (ii) the entire issued capital of a target company B, which is a licensed corporation to carry out Type 9 (asset management) regulated activity under the SFO. To the best of the knowledge, information and belief of the Directors, having made all reasonable enquiries, the vendor and its ultimate beneficial owner(s) are third parties independent of the Company and its connected persons (as defined under the Listing Rules).

For the period from the date of the MOU to 31 August 2015 (both dates inclusive) or such other date as agreed by the parties of the MOU, the vendor shall assist the Company and/or its authorised person in conducting due diligence review on business and financial aspects of target company A and target company B and shall provide all relevant documents of target company A and target company B as required by the Company.

The MOU is non-legally binding save for certain provisions relating to the confidentiality and announcements and the governing law and jurisdiction. In the event the Proposed Acquisition materializes, the Proposed Acquisition may constitute a notifiable transaction for the Company under Chapter 14 of the Listing Rules and the Company will comply with the relevant requirements of the Listing Rules if necessary.

The MOU in relation to the Proposed Acquisition is subject to, among others, the execution of the Formal Agreement and any conditions precedent therein, which are yet to be agreed. Therefore, the Proposed Acquisition may or may not proceed. Shareholders and potential investors should exercise caution when dealing in the Shares.

* For identification purposes only

DEFINITIONS

In this announcement, unless the context otherwise requires, the following words and expression shall have the following meaning when used herein:

“Board”	the board of Directors
“Company”	Greater China Holdings Limited, a company incorporated in Bermuda with limited liability and the Shares are listed on the Main Board of the Stock Exchange (Stock Code: 431)
“Directors”	directors of the Company
“Formal Agreement”	a formal sale and purchase agreement to be entered into amongst the Company or its nominee(s) and the Vendor in respect of the Proposed Acquisition
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“MOU”	the memorandum of understanding dated 18 August 2015 entered into between the Company and the vendor in relation to the Proposed Acquisition
“Proposed Acquisition”	the proposed acquisition by the Company of the entire issued capital of the target company A and the target company B
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Shares”	share(s) of HK\$0.005 each of the Company
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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

Hong Kong, 18 August 2015

As at the date of this announcement, the Board comprises Ms. Ma Xiaoling, Ms. Chan Siu Mun and Mr. Shao Yonghua as executive Directors, Mr. Joseph Shie Jay Lang and Mr. Chen Ningdi as non-executive Directors; and Mr. Jin Bingrong, Mr. Lin Rwei-min and Mr. Kwan Kei Chor as independent non-executive Directors.