

IMPORTANT

Reference is made to the prospectus ("Prospectus") issued by Greater China Holdings Limited ("Company") dated 27 October 2015 in relation to the Rights Issue. Terms used herein shall have the same meaning as those defined in the Prospectus unless the context otherwise requires. **Hong Kong Exchanges and Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this document, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this document.**

If you are in any doubt about the application for excess Rights Shares or as to the action to be taken, you should consult your stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser. THIS FORM IS VALUABLE BUT IS NOT TRANSFERABLE AND IS FOR THE USE ONLY OF THE SHAREHOLDER(S) NAMED BELOW WHO WISH(ES) TO APPLY FOR RIGHTS SHARES ADDITIONAL TO THOSE PROVISIONALLY ALLOTTED TO HIM/HER/IT/THEM. APPLICATIONS MUST BE RECEIVED BY NO LATER THAN 4:00 PM ON TUESDAY, 10 NOVEMBER 2015.

TERMS USED HEREIN SHALL HAVE THE SAME MEANING AS THOSE DEFINED IN THE PROSPECTUS ISSUED BY GREATER CHINA HOLDINGS LIMITED (THE "COMPANY") DATED 27 OCTOBER 2015 (THE "PROSPECTUS") UNLESS THE CONTEXT OTHERWISE REQUIRES. A copy of each of the Prospectus Documents together with the documents mentioned in the paragraph headed "Documents delivered to the Registrar of Companies" in Appendix III to the Prospectus have been registered by the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance of Hong Kong. The Registrar of Companies in Hong Kong, the Stock Exchange and the SFC take no responsibility as to the contents of any of these documents.

Subject to the granting of the listing of, and permission to deal in, the Rights Shares in their nil-paid and fully-paid forms, on the Stock Exchange as well as the compliance with the stock admission requirements of HKSCC, the Rights Shares in their nil-paid and fully-paid forms will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement dates of dealings in the Rights Shares in their nil-paid and fully-paid forms or such other dates as determined by HKSCC. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

It should be noted that the Shares have been dealt in on an ex-rights basis from Monday, 19 October 2015 and the Rights Shares will be dealt in in their nil-paid form from Thursday, 29 October 2015 to Thursday, 5 November 2015 (both days inclusive). Such dealings will take place during a period when the Conditions remain unfulfilled. Any Shareholder or other person dealing in the Shares during the period from now up to the date on which all the Conditions are fulfilled and any person dealing in the nil-paid Rights Shares during the period from Thursday, 29 October 2015 to Thursday, 5 November 2015 (being the first and last days of dealings in nil-paid Rights Shares respectively) will accordingly bear the risk that the Rights Issue may not become unconditional or may not proceed. Any Shareholder or other person contemplating selling or purchasing Shares and/or Rights Shares in their nil-paid form during such period who is in any doubt about his/her position is recommended to consult his/her professional adviser.

In particular, the Directors would like to draw your attention to the fact that the Underwriting Agreement contains provisions giving the Underwriters the right to terminate their obligations thereunder by a joint notice in writing to the Company, served prior to 6:00 p.m. on the Business Day before the Settlement Date, being Monday, 16 November 2015, if:—

(i) in the reasonable opinion of both Underwriters, the success of the Rights Issue would be materially and adversely affected by:

(a) the introduction of any new regulation or any change in existing law or regulation (or the judicial interpretation thereof) or other occurrence of any nature whatsoever which will in the reasonable opinion of both Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole or is materially adverse in the context of the Rights Issue; or

(b) the occurrence of any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date of the Underwriting Agreement), of a political, military, financial, economic or other nature, or in the nature of any local, national or international outbreak or escalation of hostilities or armed conflict, or affecting local securities markets which may, in the reasonable opinion of both Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(c) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out which would, in the absolute opinion of both Underwriters materially and adversely affect the business or the financial or trading position or prospects of the Group as a whole; or

(ii) any material adverse change in market conditions (including, without limitation, a change in fiscal or monetary policy or foreign exchange or currency markets, suspension or restriction of trading in securities, and a change in currency conditions for the purpose of this clause includes a change in the system under which the value of the Hong Kong currency is pegged with that of the currency of the United States of America) occurs which in the absolute opinion of both Underwriters makes it inexpedient or inadvisable to proceed with the Rights Issue.

The Underwriters shall be entitled by a joint notice in writing to rescind the Underwriting Agreement if prior to 6:00 p.m. on the Business Day before the Settlement Date, being Monday, 16 November 2015, any material breach of any of the warranties comes to the knowledge of the Underwriters and such material breach will have a material and adverse effect on the business, financial or trading position or prospect of the Group as a whole or the success of the Rights Issue or make it inadvisable or inexpedient to proceed with the Rights Issue.

If the Underwriters terminate or rescind the Underwriting Agreement, the Rights Issue will not proceed. Full details of the terms of the termination of the Underwriting Agreement are set out in the Prospectus. This EAF and any application made under it shall be governed by, and construed in accordance with, Hong Kong law.



**RIGHTS ISSUE OF 215,623,557 RIGHTS SHARES
AT HK\$2.20 EACH ON THE BASIS OF 1 RIGHTS SHARE FOR EVERY 2 EXISTING SHARES
HELD ON THE RECORD DATE PAYABLE IN FULL ON ACCEPTANCE
BY NO LATER THAN 4:00 PM ON TUESDAY, 10 NOVEMBER 2015**

FORM OF APPLICATION FOR EXCESS RIGHTS SHARES

Name(s) and address of the Qualifying Shareholder(s)

Application can only be made by the Qualifying Shareholder(s) named here.

To the Directors of
Greater China Holdings Limited
Gentlemen,

I/We being the Qualifying Shareholder(s) named above, hereby irrevocably apply for _____ additional Rights Share(s) at the Subscription Price of HK\$2.20 per Rights Share in respect of which I/we enclose a separate remittance in favour of "Greater China Holdings Limited – Excess Application Account" for HK\$ _____ and crossed "Account Payee Only" being payment in full on application for the above number of additional Rights Share(s).

I/We hereby request you to allot such additional Rights Share(s) applied for, or any smaller number of additional Rights Share(s), to me/us and to send by ordinary post at my/our risk to the address shown above certificate(s) for the number of additional Rights Share(s) as may be allotted to me/us and/or a cheque for any application monies returnable to me/us. I/We understand that allotments in respect of this application shall be at the sole discretion of the Directors.

I/We hereby irrevocably undertake to accept such number of additional Rights Share(s) as may be allotted to me/us as aforesaid upon the terms set out in the Prospectus and subject to the memorandum of association and bye-laws of the Company. In respect of any additional Rights Share(s) allotted to me/us, I/we authorise you to place my/our name(s) on the register of members of the Company as the holder(s) of such Rights Share(s).

1. _____ 2. _____ 3. _____ 4. _____
Signature(s) of applicant(s) (all joint applicants must sign)

Date: _____, 2015 Contact telephone no. _____

This form should be completed and lodged, together with payment of HK\$2.20 per Rights Share for the number of additional Rights Share(s) applied for, with the Registrar, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong so as to be received by no later than 4:00 pm on Tuesday, 10 November 2015. All remittances must be made in Hong Kong dollars and must be forwarded either by cheques drawn on a Hong Kong dollar account with a bank in Hong Kong or by a separate banker's cashier order issued by a bank in Hong Kong. All such cheques or banker's cashier orders must be made payable to "Greater China Holdings Limited – Excess Application Account" and crossed "Account Payee Only".

The Prospectus and the related application forms have not been and will not be registered or filed under any applicable securities or equivalent legislation of any jurisdictions other than Hong Kong. No action has been taken to permit the offering of the Rights Shares, or the distribution of the Prospectus or any of the related application forms, in any territory or jurisdiction outside Hong Kong. Accordingly, no person receiving a copy of the Prospectus or any of the related application forms in any territory or jurisdiction outside Hong Kong may treat it as an offer or invitation to apply for the Rights Shares, unless in the relevant jurisdiction such an offer or invitation could lawfully be made without compliance with any registration or other legal or regulatory requirements.

It is the responsibility of any person (including but without limitation to nominee, agent and trustee) receiving a copy of the Prospectus or any of the related application forms outside Hong Kong and wishing to take up the Rights Shares under the Prospectus to satisfy himself/herself/itself as to the full observance of the laws of the relevant territory including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. Any acceptance by any person will be deemed to constitute a representation and warranty from such person to the Company that these local laws and requirements have been complied with. If you are in any doubt as to your position, you should consult your professional advisers. For the avoidance of doubt, HKSCC Nominees Limited, who subscribes the Rights Shares on behalf of CCASS Participants, is not subject to the above representations and warranties.

Completion and return of this form of application for excess Rights Shares together with a cheque in payment for the Rights Shares which are the subject of this form will constitute a warranty that the cheque will be honoured on first presentation. All cheques will be presented for payment following receipt and all interest earned on such monies will be retained for the benefit of the Company. If the cheque is not honoured on first presentation, the application for excess Right Shares is liable to be rejected.

You will be notified of any allotment of additional Rights Share(s) made to you. If no additional Rights Shares are allotted to you, it is expected that the amount tendered on application will be refunded to you in full by ordinary post, at your risk, on Wednesday, 18 November 2015. If the number of additional Right Shares allotted to you is less than that applied for, the surplus application monies will also be refunded to you by ordinary post, at your risk at the address stated above, on Wednesday, 18 November 2015. Any such cheques will be drawn in favour of the person named on this form or, in the case of joint applicants, in favour of the applicant first named above. It is expected that share certificates in respect of the excess Rights Shares will be despatched by ordinary post to Shareholders at their own risk at the address stated above on Wednesday, 18 November 2015.

A SEPARATE CHEQUE OR BANKER'S CASHIER ORDER MUST ACCOMPANY EACH APPLICATION
No receipt will be given by the Company

For office use only

Application no.	Number of additional Rights Shares applied for	Amount paid on application	Balance refunded
		HK\$	HK\$

* For identification purposes only