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大中華金融控股有限公司

GREATER CHINA FINANCIAL HOLDINGS LIMITED

(formerly known as 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 (the “**Meeting**”) of Greater China Financial Holdings Limited (formerly known as Greater China Holdings Limited) (the “**Company**”) will be held at 10:00 a.m. on Wednesday, 23 December 2015 at Suites 3001-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong for the purpose of considering and, if thought fit, passing the following resolution as an ordinary resolution:

ORDINARY RESOLUTION

“**THAT** subject to and conditional upon (i) the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) granting the listing of, and permission to deal in, the Subdivided Shares (as defined below) and any new Subdivided Shares (as defined below) which may fall to be issued pursuant to the exercise of the share options of the Company and the convertible notes in the maximum principal amount of HK \$180,000,000 arising from the Share Subdivision (as defined below); and (ii) the compliance with the relevant legal procedures and requirements under the Rules Governing the Listing of Securities on the Stock Exchange and the laws of Bermuda (if any), the Share Subdivision (as defined below) and the subdivision of preference shares be approved in the following manner:

- (a) (i) each of the existing issued and unissued shares of the Company of par value of HK\$0.005 each (the “**Shares**”) in the share capital of the Company be sub-divided (the “**Share Subdivision**”) into five (5) sub-divided shares of par value of HK\$0.001 each (the “**Subdivided Shares**”), (ii) each of the existing issued and unissued preference shares of the Company of par value of HK\$0.005 each in the share capital of the Company be subdivided into five (5) subdivided preference shares of par value of HK\$0.001 each; and the Share Subdivision and the subdivision of preference shares shall take effect on the next business day which is not a half-day trading day immediately following the day on which this resolution is passed;
- (b) all the Subdivided Shares and subdivided preference shares will rank *pari passu* in all respects with each other with the Shares and subdivided preference shares in issue prior to the Share Subdivision respectively; and

- (c) any one of the directors or company secretary of the Company be and is hereby authorised to do all such acts, deed and things and to effect all necessary actions as he or she may consider necessary or desirable in order to effect, implement and complete any and all of the matters set out in this resolution.”

Yours faithfully,
By Order of the Board
Greater China Financial Holdings Limited
Shao Yonghua
Chairman

Hong Kong, 8 December 2015

Registered Office:

Canon's Court
22 Victoria Street
Hamilton HM12
Bermuda

Head Office and Principal Place of Business in Hong Kong:

Suites 3001-11
Tower Two, Times Square
1 Matheson Street
Causeway Bay
Hong Kong

Notes:

1. A shareholder entitled to attend and vote at the above Meeting may appoint another person as his proxy to attend and vote instead of him. A member who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf. On a poll, votes may be given either personally (or in the case of a shareholder being a corporation, by its duly authorised representative) or by proxy. A proxy need not be a shareholder of the Company.
2. Where there are joint registered holders of any share, any one of such joint holder may vote at the Meeting, either in person or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the Meeting the vote of the senior who tenders a vote, whether in person or by proxy, should be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority is determined by the order in which the names stand in the register of member in respect of the joint holding.
3. In order to be valid, the form of proxy duly completed and signed in accordance with the instructions printed thereon together with the power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority must be delivered to the office of the Company's branch share registrar and transfer office in Hong Kong, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof.
4. Completion and return of the form of proxy will not preclude shareholders from attending and voting in person at the Meeting if the shareholders so wish.
5. The resolution set out in this notice of special general meeting will be put to shareholders to vote taken by way of a poll.

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