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大中華金融控股有限公司

GREATER CHINA FINANCIAL HOLDINGS LIMITED

(incorporated in Bermuda with limited liability)

(Stock Code: 431)

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

**(1) POLL RESULTS OF THE SPECIAL GENERAL MEETING
HELD ON 23 DECEMBER 2015**

AND

**(2) ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF
SHARE OPTION AND THE CONVERSION PRICE OF THE CONVERTIBLE NOTES**

POLL RESULTS OF THE SGM

The Board is pleased to announce that the ordinary resolution as set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held on 23 December 2015.

SHARE SUBDIVISION

As the Shareholders have approved the Share Subdivision and the subdivision of the preference shares at the SGM, upon the Share Subdivision and the subdivision of the preference shares becoming effective on 28 December 2015, the number of issued Shares will be adjusted.

**ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE SHARE OPTIONS AND
THE CONVERSION PRICE OF THE CONVERTIBLE NOTES**

As a result of the Share Subdivision, the exercise price and the number of the outstanding Share Options and the conversion price of the Convertible Notes have been adjusted in accordance with the relevant terms of the share option scheme of the Company and the Convertible Notes.

Reference is made to the notice of the SGM (the “**Notice**”) and the circular of the Company (the “**Circular**”) both dated 8 December 2015 in relation to the Share Subdivision. Unless the context otherwise requires, terms used herein shall have the same meanings as defined in the Circular.

POLL RESULTS OF THE SGM

At the SGM held on 23 December 2015, the voting on the proposed resolution as set out in the Notice was taken by poll. The Company's branch share registrar in Hong Kong, Tricor Tengis Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking. There were no Shares entitling the Shareholders to attend and abstain from voting in favour of the resolution at the SGM as set out in Rule 13.40 of the Listing Rules and there were no other Shareholder that was required to abstain from voting at the SGM under the Listing Rules. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the ordinary resolution at the SGM was 646,870,671 Shares.

The Board is pleased to announce that the ordinary resolution (the "**Resolution**") set out in the Notice was duly passed by the Shareholders by way of poll at the SGM held on 23 December 2015. The poll results taken at the SGM in respect of Resolution are set out in the following table:

ORDINARY RESOLUTION	Number of Votes (percentage of Total Number of Votes) (Note)	
	For	Against
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 and the subdivision of preference shares be approved in the following manner:	409,130,700 (100%)	0 (0%)

ORDINARY RESOLUTION		Number of Votes (percentage of Total Number of Votes) (Note)	
		For	Against
(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 sub-divided 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.		

Note:

The number of votes and percentage are based on the total number of Shares held by the holders who attended and voted at the SGM in person or by corporate representative or proxy.

ADJUSTMENTS TO THE EXERCISE PRICE AND NUMBER OF THE SHARE OPTIONS AND THE CONVERSION PRICE OF THE CONVERTIBLE NOTES

Upon the Share Subdivision becoming effective on 28 December 2015, the exercise price and the number of shares to be allotted and issued upon exercise of the subscription rights attaching to the options (the “Options”) granted under the share option scheme adopted on 20 June 2011 (the “Share Option Scheme”) will be adjusted as follows:

Date of Grant	Immediately before the Share Subdivision becoming effective on 28 December 2015		Immediately after the Share Subdivision becoming effective on 28 December 2015	
	Number of Shares of HK\$0.005 each to be issued upon exercise of the Options	Exercise Price per Share of HK\$0.005 each	Number of Shares of HK\$0.001 each to be issued upon exercise of the Options	Exercise Price per Share of HK\$0.001 each
20 November 2015	18,000,000	HK\$4.59	90,000,000	HK\$0.92

Save for the adjustments above, all other terms and conditions of the Options granted by the Company under the Share Option Scheme remain unchanged.

As at the date of this announcement, a principal amount of HK\$85,401,768.19 of the Convertible Notes has been issued, and a maximum principal amount of HK\$94,598,231.81 has not been issued. A maximum of 150,000,000 Shares can be converted upon exercise of the conversion rights attaching to the Convertible Notes at a conversion price of HK\$1.2 per Share. Pursuant to the terms and conditions of the Convertible Notes, the conversion price of the Convertible Notes will be adjusted from HK\$1.2 per Share to HK\$0.24 per Subdivided Share as a result of the Share Subdivision.

HLM CPA Limited, the independent auditor of the Company, has reviewed and confirmed in writing that (i) the adjustments in relation to the Share Options are in accordance with the terms of the Share Option Scheme and the supplementary guidance regarding the adjustment of share options under Rule 17.03(13) of the Listing Rules and (ii) the adjustments in relation to the Convertible Notes are in accordance with the terms and conditions of the Convertible Notes.

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

Hong Kong, 23 December 2015

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.