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

**DISCLOSEABLE TRANSACTION
SUPPLEMENTAL AGREEMENT
TO THE ACQUISITION AGREEMENT
REGARDING ACQUISITION OF
ENTIRE ISSUED SHARE CAPITAL OF
ACCESS CHINA GROUP LIMITED**

Reference is made to the announcements (the “**Announcements**”) of Greater China Financial Holdings Limited (the “**Company**”) dated 14 December 2016 and 22 December 2016 in relation to the acquisition of the entire issued share capital of Access China Group Limited. Unless otherwise defined herein, terms used in this announcement shall have the same meaning as those defined in the Announcements.

SUPPLEMENTAL AGREEMENT TO THE ACQUISITION AGREEMENT

On the date of this announcement, the Company, the Vendor and the Guarantor entered into a supplemental agreement to the Acquisition Agreement, pursuant to which the following terms are amended:–

Consideration and payment terms

- (i) the part payment of HK\$30,000,000 of the Consideration (subject to adjustment) shall be settled in cash upon the next Business Day after the issue of 2016 Audited FS instead of the 10th Business Day after the issue of 2016 Audited FS;
- (ii) the part payment of HK\$20,000,000 of the Consideration (subject to adjustment) shall be settled in cash upon the next Business Day after the issue of 2017 Audited FS instead of the 10th Business Day after the issue of 2017 Audited FS; and
- (iii) the remaining balance of HK\$10,000,000 of the Consideration (subject to adjustment) shall be settled in cash upon the next Business Day after the issue of 2018 Audited FS instead of the 10th Business Day after the issue of 2018 Audited FS.

Profit Guarantee and the adjustment mechanism to the Consideration

The Vendor irrevocably and unconditionally warrants and guarantees to the Company that the consolidated net profit after tax of Beijing Xinnuowei and its subsidiaries (instead of the Target Group) for the financial years ending 31 December 2016, 2017 and 2018 as stated in the 2016 Audited FS, 2017 Audited FS and 2018 Audited FS shall not be less than RMB10 million, RMB20 million and RMB30 million respectively.

For avoidance of doubt, should Beijing Xinnuowei and its subsidiaries (instead of the Target Group) record an actual consolidated loss for any of the financial years ending 31 December 2016, 2017 and 2018, the amount shall be deemed as zero.

Save and except for the aforesaid amendments, all other terms and conditions to the Acquisition Agreement remain unchanged and shall remain in full force and effect in all aspects.

PROFIT GUARANTEE AND RELEASE OF CONSIDERATION SHARES

According to the 2016 Audited FS issued by HLM CPA Limited on 2 February 2017, the consolidated net profit after tax of Beijing Xinnuowei and its subsidiaries for the financial year ending 31 December 2016 is higher than the profit guarantee by the Vendor of RMB10 million. As such, no compensation shall be made by the Vendor to the Company and the part payment of HK\$30,000,000 of the Consideration shall be made to the Vendor on 3 February 2017 and the 32,343,445 Consideration Shares shall be released to the Vendor on 16 February 2017.

By order of the Board of
Greater China Financial Holdings Limited
Liu Kequan
Chairman

Hong Kong, 2 February 2017

As at the date of this announcement, the Board comprises Mr. Liu Kequan and Mr. Zhang Peidong as executive Directors; Mr. Jin Bingrong, Mr. Kwan Kei Chor, Dr. Rui Mingjie, Mr. Zhou Liangyu and Dr. Lu Ziang as independent non-executive Directors.