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**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION**

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**If you are in any doubt** as to any aspect of this circular 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.

**If you have sold or transferred** all your shares in Greater China Financial Holdings Limited, you should at once hand this circular, the accompanying form of proxy and the 2016 Annual Report to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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>

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
REFRESHMENT OF THE SCHEME LIMIT  
UNDER THE SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of Greater China Financial Holdings Limited (the "Company") to be held at Suites 3001-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 28 April 2017 at 11:00 a.m. is set out on pages 17 to 23 of this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited, at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the shareholders of the Company from attending and voting in person at the meeting or any adjournment thereof if they so wish.

27 March 2017

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## DEFINITIONS

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*In this circular, unless the context otherwise requires, the following expressions have the following meanings:*

“AGM”	the annual general meeting of the Company to be held at Suites 3001-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 28 April 2017 at 11:00 a.m. or at any adjournment thereof
“Board”	board of Directors
“Bye-laws”	the bye-laws of the Company as may be amended from time to time
“close associate”	has the same meaning as ascribed to it under the Listing Rules
“Company”	Greater China Financial Holdings Limited, a company incorporated in Bermuda with limited liability, with its Shares listed on the main board of the Stock Exchange
“core connected persons”	has the same meaning as ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Issue Mandate”	a general and unconditional mandate to the Directors to exercise the powers of the Company to allot, issue and deal with additional Shares up to 20% of the issued Shares as at the date of passing of such resolution at the AGM
“Latest Practicable Date”	24 March 2017, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	Rules Governing the Listing of Securities on the Stock Exchange

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## DEFINITIONS

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“Options”	the options granted or proposed to be granted to the grantees under the Share Option Scheme to subscribe for Shares
“Pre-subdivided Share(s)”	ordinary share(s) of HK\$0.005 each in the share capital of the Company before Share Subdivision
“Repurchase Mandate”	a general and unconditional mandate to the Directors to exercise power of the Company to repurchase Shares up to 10% of the issued Shares as at the date of passing of such resolution at the AGM
“Scheme Limit”	the limit imposed under the rules of the Share Option Scheme on the total number of Shares which may be issued upon the exercise of all options granted or to be granted under the Share Option Scheme, being 10% of the Company’s issued share capital as at the date of adoption of the Share Option Scheme, and may be “refreshed” on and pursuant to the rules of the Share Option Scheme and the Listing Rules
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) of HK\$0.001 each in the share capital of the Company after Share Subdivision
“Share Option Scheme”	the share option scheme adopted by the Company pursuant to an ordinary resolution passed on 20 June 2011
“Share Subdivision”	the subdivision of each issued and unissued Pre-subdivided Share into five Shares effective on 28 December 2015
“Shareholders”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Codes on Takeovers and Mergers and Share Buy-backs
“2016 Annual Report”	Annual report of the Company for the year ended 31 December 2016
“%”	per cent.

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LETTER FROM THE BOARD

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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>

*Executive Directors:*

Liu Kequan (*Chairman and Chief Executive Officer*)

Zhang Peidong

*Independent Non-executive Directors:*

Jin Bingrong

Kwan Kei Chor

Rui Mingjie

Zhou Liangyu

Lyu Ziang

*Principal Place of business:*

Suites 3001-11, Tower Two

Times Square

1 Matheson Street

Causeway Bay

Hong Kong

*Registered office:*

Canon's Court

22 Victoria Street

Hamilton HM12

Bermuda

27 March 2017

*To the Shareholders,*

Dear Sir/Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,  
RE-ELECTION OF DIRECTORS,  
REFRESHMENT OF THE SCHEME LIMIT  
UNDER THE SHARE OPTION SCHEME  
AND  
NOTICE OF ANNUAL GENERAL MEETING**

**INTRODUCTION**

The Director will seek the approval of the Shareholders at the AGM for, among other things; (i) the renewal of the Issue Mandate and Repurchase Mandate; (ii) re-election of Directors; and (iii) refreshment of the Scheme Limit. The purpose of this circular is to provide you with information regarding the resolutions to be proposed at the AGM, the relevant information under the Listing Rules and to give you notice of the AGM.

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## LETTER FROM THE BOARD

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### GENERAL MANDATE TO REPURCHASE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. In particular, Shareholders should note that the maximum number of Shares that may be repurchased on the Stock Exchange pursuant to the Repurchase Mandate will be such number which represents 10% of the total number of issued Shares and securities, if any, which carry a right to subscribe or purchase Shares as at the date of passing of the resolution subject to the Listing Rules. If the Company conducts a share consolidation or subdivision after the Repurchase Mandate is granted, the maximum number of Shares that may be repurchased under the Repurchase Mandate as a percentage of the total number of issued Shares as the date immediately before and after such consolidation or subdivision shall be the same.

The Repurchase Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the laws of Bermuda or the Bye-laws; or (iii) the revocation or variation of such authority by ordinary resolution of the Company in general meeting.

In accordance with the Listing Rules, the Company is required to send to the Shareholders an explanatory statement which is set out in Appendix I of this circular.

### GENERAL MANDATE TO ISSUE SHARES

At the AGM, an ordinary resolution will be proposed to grant to the Directors a general and unconditional mandate to allot, issue and deal with additional Shares up to 20% of the issued Shares (i.e. 915,178,856 Shares based on 20% of the issued Share as at the Latest Practicable Date) as at the date of passing of the resolution.

The Issue Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the laws of Bermuda or the Bye-laws; or (iii) the revocation or variation of such authority by ordinary resolution of the Company in general meeting.

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## LETTER FROM THE BOARD

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Subject to the passing of the aforesaid ordinary resolutions approving the Repurchase Mandate and the Issue Mandate, a separate ordinary resolution will also be proposed to authorise the Directors to extend the Issue Mandate by adding the number of Shares repurchased pursuant to the Repurchase Mandate since the grant of the Repurchase Mandate. If the Company conducts a share consolidation or subdivision after the Issue Mandate is granted, the maximum number of Shares that may be issued under the Issue Mandate as a percentage of the total number of issued Shares as the date immediately before and after such consolidation or subdivision shall be the same.

### RE-ELECTION OF DIRECTORS

Pursuant to Bye-laws 91 and 99(B) of the Bye-laws, Mr. Liu Kequan (“Mr. Liu”), Mr. Zhang Peidong (“Mr. Zhang”), Mr. Zhou Liangyu (“Mr. Zhou”), Dr. Lyu Ziang (“Dr. Lyu”) and Mr. Jin Bingrong (“Mr. Jin”) will retire from office as Directors at the AGM and Mr. Liu, Mr. Zhang, Mr. Zhou and Dr. Lyu, being eligible, will offer themselves for re-election. Mr. Jin will not offer himself for re-election due to his other business commitments. Details of the Directors proposed to be re-elected in the AGM are set out in Appendix II of this circular.

### REFRESHMENT OF SCHEME LIMIT OF THE SHARE OPTION SCHEME

The Company adopted the Share Option Scheme on 20 June 2011.

Pursuant to the Share Option Scheme and the Listing Rules, the maximum number of Shares which may be issued upon exercise of Options to be granted under the Share Option Scheme must not exceed 10% of the Shares in issue on the date of adoption. The Company may refresh the Scheme Limit with Shareholders’ approval provided that such refreshment may not exceed 10% of the Shares in issue as at the date of the Shareholders’ approval. Outstanding options, options lapsed, cancelled or exercised in accordance with the terms of the Share Option Scheme shall not be counted for the purpose of calculating the 10% limit. The total number of Shares which may be issued upon exercise of all outstanding Options granted and yet to be exercised under the Share Option Scheme must not exceed 30% of the total number of Shares in issue from time to time (as at the Latest Practicable Date, such 30% was the equivalent of 1,372,768,285 Shares).

If the Company conducts a share consolidation or subdivision after the refreshment of the Scheme Limit has been approved in the AGM, the maximum number of Shares that may be issued upon exercise of all options to be granted under the Share Option Scheme under the 10% limit as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same.

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## LETTER FROM THE BOARD

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As at 20 June 2011 (being the date of adoption of the Share Option Scheme), the total number of Pre-subdivided Shares in issue was 299,847,114 and thus the Scheme Limit was 29,984,711 Pre-subdivided Shares (equivalent to 149,923,555 Shares after Share Subdivision). The Company granted an aggregate of 90,000,000 Options (adjusted for Share Subdivision) under the Share Option Scheme on 20 November 2015, of which 60,000,000 Options were lapsed in August 2016. At the annual general meeting of the Company held on 22 April 2016, the Scheme Limit was refreshed and the Company was authorized to grant Options entitling holders thereof to subscribe for up to 323,435,335 Shares, representing 10% of the Shares then in issue. On 28 December 2016, 323,428,000 Options were granted by the Company, of which 195,680,000 Options were exercised.

Therefore, since the date of adoption of the Share Option Scheme up to the Latest Practicable Date, an aggregate of 413,428,000 Options were granted, of which 195,680,000 Options were exercised, 60,000,000 Options were lapsed and no Option was cancelled, and 157,748,000 Options remain outstanding and unexercised (which represents about 3.45% of the issued Shares as at the Latest Practicable Date) under the Share Option Scheme. None of the grantee has been granted with Options which exceed the limit of 1% of the issued share capital of the Company in the 12 months period up and including the respective dates of grant. As such, the Company has complied with Rule 17.03(4) of the Listing Rules for the aforesaid Options granted.

Unless the Scheme Limit under the Share Option Scheme is refreshed, only up to 7,335 Options may be granted under the Share Option Scheme pursuant to the Scheme Limit as refreshed on 22 April 2016.

In order to provide the Company with greater flexibility in granting Options to eligible persons under the Share Option Scheme as incentives or rewards for their contributions to the Group, an ordinary resolution will be proposed to seek Shareholders' approval at the AGM to refresh the Scheme Limit of the Share Option Scheme to 10% of the Shares in issue as at the date of passing of the resolution.

As at the Latest Practicable Date, there were 4,575,894,284 Shares in issue. Assuming there is no further issue or repurchase of Shares prior to the AGM, upon the approval of the refreshment of the Scheme Limit by the Shareholders at the AGM, the Company may grant Options entitling holders thereof to subscribe for up to 457,589,428 Shares (excluding 157,748,000 Shares that will be issued upon exercise of the Options granted), representing 10% of the Shares in issue as at the date of the refreshment of the Scheme Limit.



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## LETTER FROM THE BOARD

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The refreshment of the Scheme Limit is conditional upon:

- (a) the Shareholders' approval at the AGM; and
- (b) the Listing Committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares (representing 10% of the total Shares in issue at the date of the AGM approving the refreshment of the Scheme Limit) which may fall to be issued pursuant to the exercise of any Options granted under the refreshed Scheme Limit.

Application will be made to the Listing Committee of the Stock Exchange for the granting of, and the permission to deal in, the Shares to be issued pursuant to the exercise of the Options granted under the Share Option Scheme to the refreshed Scheme Limit in the AGM in paragraph (b) above.

### **ANNUAL GENERAL MEETING**

A notice of the AGM is set out on pages 17 to 23 of this circular. At the AGM, in addition to the ordinary business of the meeting, ordinary resolutions will be proposed to approve the Repurchase Mandate, the Issue Mandate and the extension thereof, the re-election of Directors and the refreshment of the Scheme Limit under the Share Option Scheme. All resolutions to be proposed at the AGM will be voted on by poll.

A form of proxy for use at the AGM is enclosed with this circular. Whether or not you are able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return the same to the Company's Hong Kong branch share registrar and transfer office, Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for the holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude the Shareholders from attending and voting in person at the meeting or any adjournment thereof if they so wish.

### **RESPONSIBILITY OF THE DIRECTORS**

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

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## LETTER FROM THE BOARD

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### RECOMMENDATION

The Directors are pleased to recommend Mr. Liu, Mr. Zhang, Mr. Zhou and Dr. Lyu, details of whom are set out in Appendix II of this circular, to be re-elected as Directors in the AGM.

The Directors are of the opinion that the Repurchase Mandate, the Issue Mandate and the extension thereof, the re-election of Directors and the refreshment of Scheme Limit under the Share Option Scheme, are each in the best interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the ordinary resolutions to be proposed at the AGM.

Yours faithfully,

For and on behalf of the Board of  
**Greater China Financial Holdings Limited**  
**Liu Kequan**  
*Chairman*

*This appendix serves as an explanatory statement, as required by the Listing Rules, to provide requisite information for the Shareholders to consider the Repurchase Mandate.*

## **1. SHARE CAPITAL**

As at the Latest Practicable Date, the total number of Shares in issue was 4,575,894,284 Shares.

Subject to the passing of the ordinary resolution granting the Repurchase Mandate and on the basis that no further Shares are issued or repurchased prior to the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 457,589,428 Shares, being 10% of the total number of issued Shares as at the Latest Practicable Date. The Repurchase Mandate will continue in force until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the laws of Bermuda or the Bye-laws; or (iii) the revocation or variation of such authority by ordinary resolution of the Company in general meeting.

## **2. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and its Shareholders. Whilst it is not possible to anticipate in advance any specific circumstance in which the Directors might think it appropriate to repurchase Shares, they believe that an ability to do so would give the Company additional flexibility that would be beneficial to the Company and its Shareholders as such repurchases may, depending on market conditions and funding arrangements at that time, lead to an enhancement of the net asset value of the Company and its assets and/or earnings per Share. Shareholders can be assured that the Directors would only make such repurchases in circumstances where they consider them to be in the best interests of the Company and the Shareholders as a whole.

### **3. FUNDING OF REPURCHASES**

In repurchasing Shares, the Company may only apply funds legally available for such purpose in accordance with its memorandum of association and Bye-laws and the laws of Bermuda. The laws of Bermuda provide that the amount of capital repaid in connection with a share repurchase may only be paid out of either the capital paid up on the relevant shares, or the funds of the company that would otherwise be available for distribution by way of dividend or distribution or the proceeds of a fresh issue of shares made for the purpose. The amount of premium payable on repurchase may only be paid out of either the funds of the company that would otherwise be available for distribution by way of dividend or distribution or out of the share premium account of the company. Should the Directors consider it desirable, they would be able to finance the repurchase out of funds borrowed against any of the abovementioned accounts. In addition, under the laws of Bermuda, no repurchase by a company of its own shares may be effected if, on the date on which the repurchase is to be effected, there are reasonable grounds for believing that the company is, or after the repurchase would be, unable to pay its liabilities as they become due. In accordance with the laws of Bermuda, the shares so repurchased would be treated as cancelled but the aggregate amount of authorised share capital would not be reduced.

On the basis of the consolidated financial position of the Company as at 31 December 2016 (being the date to which the latest published audited financial statements of the Company have been made up) and in particular the working capital position of the Company at that time and the number of Shares now in issue, the Directors consider that there might be a material adverse impact on the working capital position or the gearing position of the Company in the event that the Repurchase Mandate were to be exercised in full. No repurchase would be made in circumstances that would have a material adverse impact on the working capital position or the gearing position of the Company (as compared with the position disclosed in the latest published audited financial statements which in the opinion of the Directors from time to time).

#### 4. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the following months up to and including the Latest Practicable Date are as follows:

	Price per Share	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
April 2016	0.410	0.300
May 2016	0.340	0.220
June 2016	0.395	0.193
July 2016	0.380	0.248
August 2016	0.380	0.250
September 2016	0.325	0.280
October 2016	0.375	0.285
November 2016	0.320	0.245
December 2016	0.275	0.214
January 2017	0.320	0.240
February 2017	0.305	0.270
March 2017 (Up to the Latest Practicable Date)	0.290	0.230

#### 5. UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate and in accordance with the Listing Rules, the memorandum of association and Bye-laws and the laws of Bermuda.

As at the Latest Practicable Date, none of the Directors nor, to the best of their knowledge and belief having made all reasonable enquiries, their close associates have any present intention to sell any Shares to the Company or its subsidiaries in the event that the Repurchase Mandate is approved by the Shareholders.

As at the Latest Practicable Date, no core connected persons have notified the Company that they have a present intention to sell Shares to the Company or its subsidiaries, or have undertaken not to do so, in the event that the Repurchase Mandate is granted by the Shareholders.

## 6. TAKEOVERS CODE

A repurchase of Shares by the Company may result in an increase in the proportionate interests of substantial shareholder of the Company in the voting rights of the Company, which may give rise to an obligation to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code.

As at the Latest Practicable Date, the following substantial shareholders are interested in more than 10% of the Share then in issue:

Name of shareholders	No. of Shares held	Percentage of shareholding in the Company	
		As at the Latest Practicable Date	Exercise in full of the Repurchase Mandate
Eastern Spring Global Limited ( <i>Note</i> )	538,500,000	11.77%	13.08%

*Note:* The entire issued share capital of Eastern Spring Global Limited (“Eastern Spring”) is wholly-owned by Mr. Liu Kequan (“Mr. Liu”). The shares was transferred from Long Tu Limited (“Long Tu”) to Eastern Spring on 21 March 2017. Mr. Liu is a director of Long Tu.

On the basis that no further Shares are issued or repurchased prior to the AGM, in the event that the Directors exercise in full the Repurchase Mandate, the interests of the above substantial Shareholder would be increased to such percentages of the issued share capital of the Company as set out in the fourth column of the above table. The Directors have no intention to exercise the Repurchase Mandate to an extent as may result in any Shareholder becoming obliged to make a general offer under Rules 26 and 32 of the Takeovers Code.

## 7. SHARE REPURCHASES MADE BY THE COMPANY

The Company had not repurchased any Shares (whether on the Stock Exchange or otherwise) in the six months preceding the Latest Practicable Date.

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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

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**MR. LIU KEQUAN**, aged 44, was appointed as a non-executive Director on 1 June 2016. He was re-designated as an executive Director, chief executive officer of the Company and the chairman of the Board on 30 June 2016. Mr. Liu is also a director of certain subsidiaries of the Company. He was previously the chief executive officer of 雲南子元集團股份有限公司 (Yunnan Ziyuan Group Co., Ltd.), a conglomerate specialising in investment, real estate development, tourism development and bio-pharmaceutical biotechnology industry and has extensive management experience. Mr. Liu graduated from Shanghai Jiao Tong University with a major in Applied Chemistry in July 1994. He also obtained an Executive Master of Business Administration degree from Tsinghua University in July 2005.

Save as disclosed above, Mr. Liu did not hold any other directorship in listed public companies during the past three years.

As at the Latest Practicable Date, Mr. Liu holds corporate interests of 538,500,000 Shares, which are held by Eastern Spring Global Limited, in which Mr. Liu is the beneficial owner of its entire issued share capital.

Pursuant to a service agreement entered into between the Company and Mr. Liu, he is entitled to receive by way of annual remuneration and allowances for his services of approximately HK\$3,600,000, a discretionary bonus and share options of the Company, which is determined by the remuneration committee of the Company and with reference to his duties and responsibilities within the Company and the prevailing market rate. The appointment of Mr. Liu is for a term of three years and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, Mr. Liu did not have any relationship with any Director, senior management, substantial or controlling Shareholders nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Liu that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

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**MR. ZHANG PEIDONG**, aged 49, was appointed as an independent non-executive Director on 30 June 2016. He was re-designated as an executive Director on 5 July 2016. Mr. Zhang is currently the managing director of Yongsheng (HK) International Co., Limited which was previously owned by a Hong Kong listed company. He has over 20 years of experience in investment, corporate management and international trade industry. Mr. Zhang graduated from Jilin University of Technology (now known as Jilin University) with a major in Metallic Materials Engineering.

Save as disclosed above, Mr. Zhang did not hold any other directorship in listed public companies during the past three years.

Pursuant to a service agreement entered into between the Company and Mr. Zhang, he is entitled to receive by way of annual remuneration and allowances for his services of approximately HK\$720,000, a discretionary bonus and share options of the Company, which is determined by the remuneration committee of the Company and with reference to his duties and responsibilities within the Company and the prevailing market rate. The appointment of Mr. Zhang is for a term of three years and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, Mr. Zhang did not have any relationship with any Director, senior management, substantial or controlling Shareholders nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Zhang that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.



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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

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**MR. ZHOU LIANGYU**, aged 43, was appointed as an independent non-executive Director on 30 June 2016. He is currently the managing director of 深圳海紅天遠微電子有限公司 (H&H Microelectronics Co., Ltd.), a company specialising in ODM service and overall supply chain management service in electronics industry. Mr. Zhou has over 20 years of experience in investment, corporate management and technology industry. He graduated from 陝西省涉外培訓學院 (Shaanxi Province Foreign Training College) with a major in Foreign Trade English.

Save as disclosed above, Mr. Zhou did not hold any other directorship in listed public companies during the past three years.

Pursuant to a service agreement entered into between the Company and Mr. Zhou, he is entitled to receive by way of annual remuneration and allowances for his services of approximately HK\$360,000, a discretionary bonus and share options of the Company, which is determined by the remuneration committee of the Company and with reference to his duties and responsibilities within the Company and the prevailing market rate. The appointment of Mr. Zhou is for a term of three years and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, Mr. Zhou did not have any relationship with any Director, senior management, substantial or controlling Shareholders nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Mr. Zhou that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

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**APPENDIX II      DETAILS OF DIRECTORS PROPOSED TO BE RE-ELECTED**

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**DR. LYU ZIANG** (formerly known as Lu Ziang), aged 44, was appointed as an independent non-executive Director on 5 July 2016. The English name of Dr. Lyu was amended to in line with The Chinese Phonetic Alphabet Spelling Rules of Chinese Names implemented by the Government of the People's Republic of China. He is currently the vice president of 成都數聯醫信科技有限公司 (Chengdu Shulianyixin Technology Company Limited). Dr. Lyu was the director of 上海貿易數據挖掘與應用工程技術研究中心 (Shanghai Trade Data Mining and Application Engineering Technology Research Center) from 2011 to 2016. He has years of experience in identification and control of trade and financial risks. Dr. Lyu graduated from Tsinghua University with a degree in Thermo-Dynamic Engineering and Control in July 1994 and also received a Master's degree in Computer Software and Theory as well as a Doctoral degree in Computer Technology Application from Beijing Jiaotong University in May 2003 and July 2012 respectively.

Save as disclosed above, Dr. Lyu did not hold any other directorship in listed public companies during the past three years.

Pursuant to a service agreement entered into between the Company and Dr. Lyu, he is entitled to receive by way of annual remuneration and allowances for his services of approximately HK\$360,000, a discretionary bonus and share options of the Company, which is determined by the remuneration committee of the Company and with reference to his duties and responsibilities within the Company and the prevailing market rate. The appointment of Dr. Lyu is for a term of three years and he is subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Bye-laws.

Save as disclosed above, Dr. Lyu did not have any relationship with any Director, senior management, substantial or controlling Shareholders nor had he any interests in the Shares within the meaning of Part XV of the SFO as at the Latest Practicable Date.

There are no other matters or information in relation to Dr. Lyu that need to be brought to the attention of the Shareholders or to be disclosed pursuant to paragraphs (h) to (v) of Rule 13.51(2) of the Listing Rules.

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## NOTICE OF ANNUAL GENERAL MEETING

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**NOTICE IS HEREBY GIVEN** that the annual general meeting of Greater China Financial Holdings Limited (the “Company”) will be held at Suites 3001-11, Tower Two, Times Square, 1 Matheson Street, Causeway Bay, Hong Kong on Friday, 28 April 2017 at 11:00 a.m. for the following purposes:

1. To receive and adopt the audited financial statements and the reports of the directors (the “Director(s)”) and of the auditor of the Company for the year ended 31 December 2016.
2. (A) To re-elect Mr. Liu Kequan as a Director.  
(B) To re-elect Mr. Zhang Peidong as a Director.  
(C) To re-elect Mr. Zhou Liangyu as a Director.  
(D) To re-elect Dr. Lyu Ziang as a Director.  
(E) To fix the remuneration of Directors.
3. To re-appoint HLM CPA Limited as auditor of the Company and authorize the board of Directors to fix its remuneration.

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As special business, to consider and if thought fit, pass with or without amendments, the following resolutions as ordinary resolutions:

### ORDINARY RESOLUTIONS

4. **“THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (defined as below) of all powers of the Company to repurchase ordinary shares of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or on any other stock exchange recognized, for this purpose by the Securities and Futures Commission of Hong Kong and the Stock Exchange, subject to and in accordance with all applicable laws and requirements of the Rules Governing the Listing of Securities in the Stock Exchange or of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which the Company is authorized to repurchase pursuant to the approval in paragraph (a) above shall not exceed 10% of the aggregate total number of Shares and securities, if any, which carry a right to subscribe or purchase Shares in issue at the date of passing this resolution provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be purchased pursuant to the approval in paragraph (a) above as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and powers granted under such approval shall be adjusted to such extent accordingly; and
- (c) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earliest of:

  - (i) the conclusion of the next annual general meeting of the Company;
  - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the laws of Bermuda or the bye-laws of the Company to be held; or
  - (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

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5. “**THAT:**

- (a) subject to paragraphs (b) and (c) below, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and deal with additional (i) Shares; (ii) securities convertible into Shares; or (iii) options, warrants or similar rights to subscribe for any Shares or such convertible securities, and to make or grant offers, agreements and options which would or might require such securities to be issued, allotted or disposed of, in exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); (ii) an issue of Shares upon the exercise of subscription rights or conversion rights under any existing warrants of the Company or any securities of the Company which are convertible into Shares; (iii) an issue of Shares as scrip dividends pursuant to the bye-laws of the Company from time to time; or (iv) an issue of Shares under any option scheme or similar arrangement for the time being adopted for the grant or issue to Directors or employees of the Company and/or any of its subsidiaries of shares in the capital of the Company or rights to acquire Shares in the capital of the Company, shall not exceed 20% of the total number of Shares in issue as at the date of this resolution;
- (c) if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the approval in paragraph (a) above as may be extended by resolution no. 6 set out in the notice convening this meeting if so passed, as a percentage of the total number of issued Shares immediately before and after such consolidation or subdivision shall be the same, and such maximum number of Shares, and powers granted under such approval, shall be adjusted to such extent accordingly; and

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- (d) the approval in this resolution shall authorize the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options which would or might require the exercise of such powers to allot, issue or dispose of such securities as referred to in paragraph (a) above after the end of the Relevant Period and to make such allotment, issue and disposal under such offers, agreements and options;
- (e) for the purpose of this resolution:

“Relevant Period” means the period from the time of passing of this resolution until whichever is the earlier of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required by laws of Bermuda or the bye-laws of the Company to be held; or
- (iii) the revocation or variation of this resolution by an ordinary resolution of the shareholders of the Company in general meeting.

“Rights Issue” means the allotment, issue or grant of Shares pursuant to an offer open for a period fixed by the Directors to holders of Shares or any class thereof on the register of members of the Company on a fixed record date pro rata to their then holdings of such Shares or class thereof (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements or having regard to any restrictions or obligations under the laws of, or the requirements of any recognized regulatory body of any stock exchange in, any territory outside Hong Kong).”

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6. “**THAT** conditional upon the passing of resolution nos. 4 and 5 above set out in the notice of the meeting of which this resolution forms part, the number of Shares which are repurchased by the Company under the powers granted pursuant to and in accordance with resolution no. 4 above shall be added to the additional Shares and other securities of the Company which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to and in accordance with resolution no. 5 above, provided that the maximum number of Shares repurchased shall not exceed 10% of the number of Shares of the share capital of the Company in issue as at the date of passing this resolution.”
7. “**THAT** subject to and conditional upon the Listing Committee of the Stock Exchange granting listing of, and permission to deal in, the Shares to be issued pursuant to the exercise of the options granted under the Refreshed Scheme Limit (as defined below), the refreshment of the existing scheme limit in respect of granting of options to subscribe for Shares under the share option scheme adopted by the Company on 20 June 2011 (the “Share Option Scheme”) (the scheme limit of which was refreshed on 22 April 2016) be and is hereby approved provided that:
- (a) the total number of Shares in respect of which options may be granted under the Share Option Scheme shall not exceed 10% of the total number of Shares in issue as at the date of passing this resolution (the “Refreshed Scheme Limit”);
  - (b) options previously granted under the Share Option Scheme (including those outstanding, cancelled, lapsed or exercised in accordance with the terms of the Share Option Scheme) will not be counted for the purpose of calculating the Refreshed Scheme Limit;
  - (c) the Directors be and are hereby unconditionally authorised to offer or grant options pursuant to the Share Option Scheme to subscribe for Shares up to the Refreshed Scheme Limit and to exercise all the powers of the Company to allot, issue and deal with the Shares upon the exercise of such options; and

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- (d) such increase in the Refreshed Scheme Limit shall in no event result in the number of Shares which may be issued upon exercise of all outstanding options granted and yet to be exercised under the Share Option Scheme and any other schemes of the Company exceed 30% of the Shares in issue from time to time; and

**THAT** the Directors be and are hereby authorised to do all such acts, deeds and things as they shall, at their absolute discretion, deem fit in order to effect the foregoing.”

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

Hong Kong, 27 March 2017

*Principal Place of Business in Hong Kong:*

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

*Registered Office:*

Canon's Court  
22 Victoria Street  
Hamilton HM12  
Bermuda



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*Notes:*

1. Any member of the Company entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. To be valid, the form of proxy, together with the power of attorney or other authority (if any) under which it is signed or a certified copy of that power of attorney or authority must be deposited at the Company's Hong Kong branch share registrar and transfer office, 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 of the meeting or any adjournment thereof .
3. A form of proxy in respect of the meeting is enclosed. Whether or not you are able to attend the meeting, you are requested to complete and return the form of proxy in accordance with the instructions printed thereon. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjourned meeting thereof if you so wish. In the event that you attend the meeting after having lodged the form of proxy, it will be deemed to have been revoked.
4. In the case of joint holders of a Share, any one of such joint holders may vote, either in person or by proxy, in respect of such Share as if he/she were solely entitled thereto if more than one of such joint holders are present at the above meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.