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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>

**RESULTS OF THE OPEN OFFER OF
2,287,947,142 OFFER SHARES AT THE SUBSCRIPTION PRICE
OF HK\$0.100 EACH ON THE BASIS OF
ONE (1) OFFER SHARE FOR EVERY TWO (2) SHARES
HELD ON THE RECORD DATE
AND
ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

RESULTS OF THE OPEN OFFER

The Board announces that the Underwriting Agreement has not been terminated in accordance with its terms. Accordingly, subject to the satisfaction of the conditions of the Open Offer relating to, among other things, (a) the listing approval of and permission to deal in the Offer Shares being granted and not being revoked or withdrawn; and (b) the Underwriting Agreement not being terminated by the Underwriter pursuant to the terms thereof on or before the Latest Time for Termination, the Open Offer became unconditional at 4:00 p.m. on Tuesday, 13 June 2017.

As at 4:00 p.m. on Monday, 12 June 2017, being the Latest Time for Acceptance, and payment of the Offer Shares, a total of 21 valid acceptances in respect of 977,469,389 Offer Shares provisionally allotted to the Qualifying Shareholders under the Open Offer have been received, representing approximately 42.7% of the total number of 2,287,947,142 Offer Shares available for subscription under the Open Offer.

Mr. Liu has successfully subscribed for an aggregate of 269,250,000 Offer Shares in accordance with the Irrevocable Undertaking.

Based on the above results, the Open Offer was under-subscribed by 1,310,477,753 Offer Shares. In accordance with the Underwriting Agreement, the subscribers who are Independent Third Parties procured by the Underwriter have subscribed for all the under-subscribed Offer Shares, representing approximately 57.3% of the total number of 2,287,947,142 Offer Shares and approximately 19.1% of the issued share capital of the Company of 6,863,841,426 Shares as enlarged by the 2,287,947,142 Offer Shares. The subscribers procured by the Underwriter are Independent Third Parties and none of the subscribers will become a substantial shareholder of the Company immediately after completion of the Open Offer.

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

The Board announces that, upon completion of the Open Offer, adjustments will be made to the exercise prices and the number of the outstanding Share Options pursuant to the relevant term of the Share Option Scheme. The relevant adjustments will take effect upon completion of the Open Offer.

Reference is made to the prospectus of Greater China Financial Holdings Limited (the “**Company**”) dated 26 May 2017 in relation to, among other things, the Open Offer (the “**Prospectus**”). Unless the context otherwise specified, all capitalised terms used herein shall have the same meanings as those defined in the Prospectus.

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DESPATCH OF CERTIFICATES

Share certificates for the fully-paid Offer Shares are expected to be posted on Wednesday, 21 June 2017 to the Qualifying Shareholders' registered addresses shown on the register of members of the Company by ordinary post at their own risk.

Dealings in the fully-paid Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Thursday, 22 June 2017.

SHAREHOLDING STRUCTURE OF THE COMPANY

To the best of the Directors' knowledge and information, the following is a table showing the changes in the shareholding structure of the Company immediately before and after completion of the Open Offer:

	Immediately before the completion of the Open Offer		Immediately after the completion of the Open Offer	
	<i>No. of Shares</i>	<i>Approximate %</i>	<i>No. of Shares</i>	<i>Approximate %</i>
Eastern Spring	538,500,000	11.8%	807,750,000	11.8%
Zhongtai and the subscribers procured by Zhongtai	–	–	1,310,477,753	19.1%
Other public Shareholders	4,037,394,284	88.2%	4,745,613,673	69.1%
Total	<u>4,575,894,284</u>	<u>100.0%</u>	<u>6,863,841,426</u>	<u>100.0%</u>

ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS

The Board announces that, upon completion of the Open Offer, adjustments will be made to the exercise prices and the number of the outstanding Share Options pursuant to the relevant term of the Share Option Scheme.

Adjustments to the outstanding Share Options

With reference to the provisions of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and supplementary guidance issued by the Stock Exchange on 5 September 2005 regarding the interpretation of Rule 17.03(13) of the Listing Rules, the exercise price of the outstanding Share Options and the number of Shares that can be subscribed for upon the exercise of the outstanding Share Options will be adjusted upon completion of the Open Offer in the following manner:

Date of grant	Exercise period	Exercise price per Share <i>HK\$</i>	Immediately before	Immediately after	Adjusted exercise price per Share <i>HK\$</i>	Adjusted number of Shares that can be subscribed for upon exercise of the outstanding Share Options
			completion of the Open Offer	completion of the Open Offer		
20 November 2015 <i>(Note)</i>	(i) From 16 March 2016 to 19 May 2018 (ii) From 20 November 2016 to 19 May 2018 (iii) From 20 May 2017 to 19 May 2018	0.920	30,000,000	0.740	37,294,520	
28 December 2016	From 28 December 2016 to 27 December 2018	0.232	127,748,000	0.187	158,810,013	

Note: According to the announcement of the Company in relation to the Share Options granted on 20 November 2015, the Share Options are exercisable in 3 tranches.

HLM CPA Limited, the auditor of the Company, has confirmed with the Directors in writing that the above adjustments are in compliance with the terms of the Share Option Scheme, the Rule 17.03(13) of the Listing Rules and the supplementary guidance issued by the Stock Exchange on 5 September 2005.

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

Hong Kong, 20 June 2017

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