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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>

CONVERSION OF CONVERTIBLE NOTES

On 14 June 2018, the Company received conversion notice from a Noteholder in respect of the exercise of the conversion rights attached to the 2014 Convertible Note and 2015 Convertible Note in an aggregate principal amount of HK\$7,644,106.09 at the Conversion Price of HK\$0.24 per Share. As a result of the Conversion, on 15 June 2018, the Company allotted and issued 31,850,442 Shares in aggregate to the Noteholder. The Conversion Shares ranks pari passu with all the existing Shares at the date of allotment and among themselves in all respects.

The issued share capital of the Company has been increased to 6,903,769,621 Shares upon allotment and issue of the Conversion Shares.

CONVERSION OF CONVERTIBLE NOTES

Reference is made to the announcements of Greater China Financial Holdings Limited (the “**Company**”) dated 20 November 2014, 21 January 2015, 3 June 2015, 8 January 2016, 1 February 2016, 3 February 2016, 25 February 2016, 15 March 2016 and 21 March 2017 and the circulars of the Company dated 24 December 2014 and 5 February 2016 (the “**Second Circular**”) in relation to the acquisition of the entire issued share capital of Oriental Credit Holdings Limited. Capitalised terms used herein shall have the same meaning as defined in the Second Circular unless the context otherwise requires.

The board of directors (the “**Board**”) of the Company announces that on 14 June 2018, the Company received conversion notice from a Noteholder in respect of the exercise of the conversion rights attached to the 2014 Convertible Note and 2015 Convertible Note in an aggregate principal amount of HK\$7,644,106.09 at the Conversion Price of HK\$0.24 per Share (the “**Conversion**”). As a result of the Conversion, on 15 June 2018, the Company allotted and issued 31,850,442 Shares (the “**Conversion Shares**”) in aggregate to the Noteholder. The Conversion Shares ranks pari passu with all the existing Shares at the date of allotment and among themselves in all respects.

The issued share capital of the Company has been increased to 6,903,769,621 Shares upon allotment and issue of the Conversion Shares.

SHAREHOLDING STRUCTURE OF THE COMPANY

The shareholding structure of the Company (i) immediately before the Conversion; and (ii) upon completion of the Conversion and as at the date of this announcement is set out below:

	Immediately before the Conversion		Upon completion of the Conversion and as at the date of this announcement	
	No. of Shares	Approximately %	No. of Shares	Approximately %
Eastern Spring Global Limited (<i>Note 1</i>)	1,427,750,000	20.78%	1,427,750,000	20.68%
Mr. Yang Dayong (<i>Note 2</i>)	614,826,000	8.95%	614,826,000	8.91%
<i>Public Shareholders</i>				
Noteholder	–	–	31,850,442	0.46%
Other public shareholders	4,829,343,179	70.27%	4,829,343,179	69.95%
	<u>6,871,919,179</u>	<u>100.00%</u>	<u>6,903,769,621</u>	<u>100.00%</u>

Notes:

- (1) Mr. Liu Kequan, an executive Director and the chairman of the Board, is the beneficial owner of the entire issued shares capital of Eastern Spring Global Limited.
- (2) Mr. Yang Dayong, an executive Director and the chief executive officer of the Company, is the beneficial owner of the entire issued capital of Eternally Sunny Limited. The interests include (i) 612,810,000 shares held by Eternally Sunny Limited and (ii) 2,016,000 shares held by Mrs. Yang, being the spouse of Mr. Yang.

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

Hong Kong, 15 June 2018

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