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## DEFINITIONS

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

“Accufocus Investments”	Accufocus Investments Limited, a company incorporated in the BVI on 5 July 2001 with limited liability
“Articles”	the articles of association of the Company adopted on 18 May 2011 and as amended from time to time
“Asset-Plus”	Asset-Plus Global Limited, a company incorporated in the BVI on 23 July 1997 with limited liability and an indirect wholly-owned subsidiary of the Company
“associate(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Beijing GCA”	漢華正立資本管理諮詢(北京)有限公司 transliterated as Hanhua Zhenli Zi Ben Zi Xun (Beijing) Co., Ltd., an indirect wholly-owned subsidiary of the Company incorporated on 23 February 2010 in the PRC
“Beijing Representative Office”	香港漢華評值有限公司北京代表處 transliterated as Hong Kong Greater China Appraisal Company Limited Beijing Representative Office, a representative office of Greater China Appraisal Limited established in Beijing
“Beijing Xincheng”	北京漢華信誠資產顧問有限公司 transliterated as Beijing Hanhua Xincheng Zi Chan Gu Wen Co., Ltd., a company incorporated in the PRC with limited liability
“Best Aim”	Best Aim Consultant Ltd., a company incorporated in the BVI on 2 February 2010 with limited liability and an indirect wholly-owned subsidiary of the Company
“Billion Great”	Billion Great Development Limited, a company incorporated in the BVI on 1 February 2010 with limited liability
“Board”	the board of Directors
“Brilliant One”	Brilliant One Holdings Limited, a company incorporated in the BVI on 29 July 2010 with limited liability
“Business Day”	a day (other than a Saturday or Sunday) on which licensed banks in Hong Kong are generally open for normal banking business
“BVI”	British Virgin Islands

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“Capitalisation Issue”	the issue of 374,999,000 Shares upon capitalisation of part of the share premium account of the Company referred to in the paragraph headed “Written resolutions of the sole Shareholder” under the section headed “Further information about the Company” in Appendix VI to this prospectus
“CAS”	The China Appraisal Society
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“CEPA”	Mainland and Hong Kong Closer Economic Partnership Arrangement
“Co-Manager”	Emperor Securities Limited, a wholly-owned subsidiary of Emperor Capital Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 717) and a licensed corporation for Type 1 (dealing in securities) and Type 4 (advising on securities) regulated activities under the SFO and one of the Underwriters
“Companies Law”	the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands
“Companies Ordinance”	the Companies Ordinance (Chapter 32 of the Laws of Hong Kong)
“Company”	GreaterChina Professional Services Limited (formerly known as GCA Group Limited), a company incorporated in the Cayman Islands on 3 December 2010 with limited liability
“connected person(s)”	has the meaning ascribed thereto under the GEM Listing Rules
“Controlling Shareholder(s)”	has the meaning ascribed thereto under the GEM Listing Rules and herein refers to Brilliant One, GCA Professional Services, Genius Ideas, Smart Pick, GC Holdings and Mr. Ip. Please also refer to the section headed “Controlling, substantial and significant Shareholders” in this prospectus
“Director(s)”	the director(s) of the Company
“Easy Gain”	Easy Gain Development Limited, a company incorporated in the BVI on 5 January 2010 with limited liability
“Emperor Capital”	Emperor Capital Limited, a wholly-owned subsidiary of Emperor Capital Group Limited, a company listed on the Main Board of the Stock Exchange (stock code: 717) and a licensed corporation for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO and one of the Joint Sponsors of the Listing

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“Famous Boom”	Famous Boom Group Limited, a company incorporated in the BVI on 22 August 2007 with limited liability
“Fidelia Investments”	Fidelia Investments Limited, a company incorporated in the BVI on 12 November 2010 with limited liability and a wholly-owned subsidiary of the Company
“GC Appraisal”	Greater China Appraisal Limited, a company incorporated in Hong Kong on 20 August 1997 with limited liability and an indirect wholly-owned subsidiary of the Company
“GCA Professional Services”	GCA Professional Services Group Limited (formerly known as G C Associates Limited), a company incorporated in Hong Kong on 11 January 2010 with limited liability
“GC Holdings”	GC Holdings Limited, a company incorporated in the BVI on 10 February 1998 with limited liability
“GCA Holdings”	GCA Holdings Limited, a company incorporated in Hong Kong on 20 August 2004 with limited liability and an indirect wholly-owned subsidiary of the Company
“GCCCS”	Greater China Corporate Consultancy & Services Limited, a company incorporated in Hong Kong on 15 November 2004 with limited liability and an indirect wholly-owned subsidiary of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“GEM website”	the internet website <a href="http://www.hkgem.com">www.hkgem.com</a> operated by the Stock Exchange for the purposes of GEM
“Genius Choice”	Genius Choice Investments Limited, a company incorporated in the BVI on 20 April 2000 with limited liability
“Genius Ideas”	Genius Ideas International Ltd., a company incorporated in the BVI on 5 January 2010 with limited liability
“GR Investment”	GR Investment Holdings Limited, a company incorporated in Hong Kong on 10 December 1991 with limited liability
“Greater China”	the PRC, Taiwan, Hong Kong and Macau
“Group”	the Company and its subsidiaries or, where the context so requires, in respect of the period before Company became the holding company of its present subsidiaries, such subsidiaries as if they were the Company’s subsidiaries at that time

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“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong” or “HK”	the Hong Kong Special Administrative Region of the PRC
“HKAS”	Hong Kong Accounting Standards
“HKFRS”	Hong Kong Financial Reporting Standards
“HKIS”	The Hong Kong Institute of Surveyors
“IFRS”	International Financial Reporting Standards
“Independent Third Party(ies)”	person(s) or company(ies) which is/are independent of and not connected with the Company and its connected person(s)
“IPO(s)”	initial public offering(s)
“Joint Lead Managers”	Vinco Capital and SHK International
“Joint Sponsors”	Vinco Capital and Emperor Capital, the joint sponsors of the Company in respect of the Listing
“Latest Practicable Date”	18 May 2011, being the latest practicable date prior to the printing of this prospectus for ascertaining certain information referred to in this prospectus
“Linkson”	Linkson Investment Limited, a company incorporated in Hong Kong on 3 December 1999 with limited liability and an indirect wholly-owned subsidiary of the Company
“Listing”	the listing of the Shares on GEM
“Listing Date”	the date on which the Shares first commence trading on GEM
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“M&A(s)”	merger(s) and acquisition(s)
“Macau”	the Macau Special Administrative Region of the PRC
“Main Board”	the securities market operated by the Stock Exchange under the Listing Rules prior to the establishment of GEM (excluding the options market) and which continues to be operated by the Stock Exchange in parallel with GEM and which, for the avoidance of doubt, excludes GEM
“Mr. Cheng”	Mr. Cheng Kam Por
“Mr. Ip”	Mr. Ip Kwok Kwong, the managing Director

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## DEFINITIONS

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“Mr. Leung”	Mr. Leung Siu Hong, an executive Director
“Mr. Wong”	Mr. Wong Chi Keung
“New Valiant”	New Valiant Limited, a company incorporated in the BVI on 28 July 2010 with limited liability and a wholly owned subsidiary of the Company
“Placing”	the conditional placing of the Placing Shares by the Company for cash at the Placing Price subject to the terms and conditions stated in this prospectus
“Placing Price”	the price for each Placing Share of HK\$0.72 (excluding brokerage, SFC transaction levy and Stock Exchange trading fee)
“Placing Shares”	125,000,000 Shares being offered by the Company for subscription under the Placing
“PRC”	the People’s Republic of China which, for the purposes of this prospectus and for geographical reference only, excludes Hong Kong, Macau and Taiwan
“Prosperity Investment”	Prosperity Investment Holdings Limited, a company incorporated in Bermuda with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange (stock code: 310)
“Reorganisation”	the reorganisation of the Group in preparation for the Listing, particulars of which are set out in the paragraph headed “Corporate reorganisation” in Appendix VI to this prospectus
“SFC”	The Securities and Futures Commission in Hong Kong
“SFO”	Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share Option Scheme”	the share option scheme conditionally approved and adopted by the Company on 18 May 2011, the principal terms of which are summarised in the paragraph headed “Share Option Scheme” in Appendix VI to this prospectus
“Share(s)”	share(s) of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“SHK International”	Sun Hung Kai International Limited, a licensed corporation for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being one of the Joint Lead Managers and Underwriters

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“Simply Joy”	Simply Joy Investments Limited, a company incorporated in the BVI on 10 November 2010 with limited liability
“Smart Pick”	Smart Pick Investments Limited, a company incorporated in the BVI on 5 January 2010 with limited liability
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Track Record Period”	the two years ended 31 March 2010 and the nine months ended 31 December 2010
“Underwriters”	the underwriters of the Placing whose names are set out in the paragraph headed “Underwriters” in the section headed “Underwriting” in this prospectus
“Underwriting Agreement”	the underwriting agreement dated 24 May 2011 made between the Company, the executive Directors, the Controlling Shareholders, the Joint Sponsors, the Joint Lead Managers and the Underwriters relating to the Placing, brief particulars of which are summarised in the section headed “Underwriting” in this prospectus
“US”	the United States of America
“Vinc Capital”	Grand Vinc Capital Limited, a wholly-owned subsidiary of Vinc Financial Group Limited, a company listed on GEM (stock code: 8340) and a licensed corporation for Type 1 (dealing in securities) and Type 6 (advising on corporate finance) regulated activities under the SFO, being one of the Joint Sponsors, Joint Lead Managers and Underwriters
“HK\$” and “cents”	the Hong Kong dollars and cents, the lawful currency of Hong Kong
“RMB”	Renminbi, the lawful currency of the PRC
“US\$” or “USD”	the US dollars, the lawful currency of the US
“%”	per cent.