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If you have sold or transferred all your shares in GreaterChina Professional Services Limited, you should at once hand this circular 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 the transferee.

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GREATERCHINA PROFESSIONAL SERVICES LIMITED

漢華專業服務有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

PROPOSED SHARE CONSOLIDATION, PROPOSED CHANGE OF COMPANY NAME AND NOTICE OF EXTRAORDINARY GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the EGM of the Company to be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 14 January 2019 at 11:00 a.m. is set out on pages 12 to 14 of this circular. Whether or not you are able to attend the meeting in person, you are requested to complete and return the accompanying form of proxy to the Company’s Hong Kong branch share registrar, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event no later than 48 hours before the time appointed for holding the EGM (i.e. 11:00 a.m. on Saturday, 12 January 2019 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM of the Company or any adjourned meeting thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

This circular with a form of proxy will remain on the “Latest Company Announcements” page of the GEM website at www.hkgem.com for at least 7 days from the date of its posting and on the website of the Company at <http://www.gca.com.hk>.

* For identification purpose only

CHARACTERISTICS OF GEM

GEM has been positioned as a market designed to accommodate small and mid-sized companies to which a higher investment risk may be attached than other companies listed on the Stock Exchange. Prospective investors should be aware of the potential risks of investing in such companies and should make the decision to invest only after due and careful consideration.

Given that the companies listed on GEM are generally small and mid-sized companies, there is a risk that securities traded on GEM may be more susceptible to high market volatility than securities traded on the Main Board of the Stock Exchange and no assurance is given that there will be a liquid market in the securities traded on GEM.

CONTENTS

	<i>Page</i>
DEFINITIONS	1
EXPECTED TIMETABLE	3
LETTER FROM THE BOARD	5
NOTICE OF EXTRAORDINARY GENERAL MEETING	13

DEFINITIONS

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

“Board”	the board of Directors
“Business Day”	a day (other than a Saturday, Sunday and any day on which a tropical cyclone warning no. 8 or above is hoisted or on which a “black” rainstorm warning is hoisted between 9:00 a.m. and 5:00 p.m.) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours
“CCASS”	the Central Clearing and Settlement System established and operated by HKSCC
“Change of Company Name”	the change of the English name of the Company from “GreaterChina Professional Services Limited” to “Asia-Pac Financial Investment Company Limited”, and to adopt the Chinese name of “亞太金融投資有限公司” as the dual foreign name of the Company in place of the existing Chinese name “漢華專業服務有限公司” which has been used for identification purpose only
“Company”	GreaterChina Professional Services Limited, a company with limited liability incorporated under the laws of Cayman Islands, the Shares of which are listed on GEM
“Consolidated Share(s)”	ordinary share(s) with a par value of HK\$0.10 each in the share capital of Company upon the Share Consolidation becoming effective
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 14 January 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, approving, among other things, the Share Consolidation and Change of Company Name
“GEM”	GEM operated by the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“Group”	collectively, the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“HKSCC”	Hong Kong Securities Clearing Company Limited
“Hong Kong”	Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	20 December 2018, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Listing Committee”	has the meaning ascribed thereto under the GEM Listing Rules
“Share(s)”	ordinary share(s) with a par value of HK\$0.01 each in the share capital of the Company before the Share Consolidation becoming effective
“Shareholder(s)”	the holder(s) of the Share(s) and/or the Consolidated Share(s), as the case may be
“Share Consolidation”	the proposed consolidation of every ten (10) issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company into one (1) Consolidated Share of par value of HK\$0.10 each
“Share Option(s)”	share option(s) granted under the Share Option Scheme entitling the holders thereof to subscribe for Share(s)
“Share Option Scheme”	the share option scheme adopted by the Company on 18 May 2011
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

This circular has been printed in English and Chinese. In the event of any inconsistency, the English text of this circular shall prevail over its Chinese text.

EXPECTED TIMETABLE

The expected timetable for the Share Consolidation is set out below.

Event	Time and Date
Latest time for lodging share transfer in order to qualify for EGM voting entitlement	4:30 p.m. on Tuesday, 8 January 2019
Closure of the register of members for the purpose of determining members who are entitled to attend the EGM	Wednesday, 9 January 2019 to Monday, 14 January 2019 (both day inclusive)
Latest date and time for lodging the proxy form for the EGM.....	11:00 a.m. on Saturday, 12 January 2019
Date and time of the EGM.....	11:00 a.m. on Monday, 14 January 2019
Announcement of results of the EGM	Monday, 14 January 2019
 The following events are conditional upon the fulfilment of the conditions for the implementation of the Share Consolidation as set out in this circular. 	
Effective date of the Share Consolidation.....	Tuesday, 15 January 2019
First day of free exchange of existing share certificates for new share certificates	Tuesday, 15 January 2019
Dealings in Consolidated Shares commences.....	9:00 a.m. on Tuesday, 15 January 2019
Original counter for trading in Shares in board lots of 5,000 Shares (in the form of existing share certificates) temporarily closes	9:00 a.m. on Tuesday, 15 January 2019
Temporary counter for trading in Consolidated Shares in board lot of 500 Consolidated Shares (in the form of existing share certificates) opens	9:00 a.m. on Tuesday, 15 January 2019
Original counter for trading in Consolidated Shares in board lot of 5,000 Consolidated Shares (in the form of new share certificates) re-opens	9:00 a.m. on Tuesday, 29 January 2019

EXPECTED TIMETABLE

Event	Time and Date
Parallel trading in the Shares and Consolidated Shares (in the form of existing share certificates and new share certificates) commences	9:00 a.m. on Tuesday, 29 January 2019
Designated broker starts to stand in the market to provide matching services for odd lots of Consolidated Shares.....	9:00 a.m. on Tuesday, 29 January 2019
Temporary counter for trading in Consolidated Shares in board lot of 500 Consolidated Shares (in the form of existing share certificates) closes.....	4:00 p.m. on Thursday, 21 February 2019
Parallel trading in Consolidated Shares (in the form of new share certificates and existing share certificates) ends.....	4:00 p.m. on Thursday, 21 February 2019
Designated broker ceases to stand in the market to provide matching services for odd lots of Consolidated Shares.....	4:00 p.m. on Thursday, 21 February 2019
Last day for free exchange of existing share certificates for new share certificates	Monday, 25 February 2019

Note: All times and dates in this circular refer to Hong Kong local times and dates. Dates or deadlines specified in the expected timetable above are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to the Shareholders as and when appropriate.

LETTER FROM THE BOARD

GREATERCHINA PROFESSIONAL SERVICES LIMITED

漢華專業服務有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

Executive Directors:

Mr. Ip Kwok Kwong (*Managing Director*)
Mr. Wu Di

Independent non-executive Directors:

Mr. Cheung Ka Chun
Mr. So Kwok Yun
Mr. Tang Wai Kee

Registered Office:

Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

*Head Office and Principal Place
of Business in Hong Kong:*

Room 2703, 27th Floor
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

20 December 2018

To the Shareholders

Dear Sir or Madam,

**PROPOSED SHARE CONSOLIDATION,
PROPOSED CHANGE OF COMPANY NAME
AND
NOTICE OF EXTRAORDINARY GENERAL MEETING**

INTRODUCTION

Reference is made to the announcements of the Company dated 13 December 2018 in relation to, among other things, the Share Consolidation and Change of Company Name. The purpose of this circular is to provide you among other things, details of (i) the Share Consolidation, (ii) Change of Company Name and (iii) the notice of the EGM to be convened.

PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every ten (10) issued and unissued Shares of par value of HK\$0.01 each in the share capital of the Company will be consolidated into one (1) Consolidated Share of par value of HK\$0.10 each.

* *For identification purpose only*

LETTER FROM THE BOARD

Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$100,000,000 divided into 10,000,000,000 Shares of par value of HK\$0.01 each, of which 5,829,558,600 Shares have been issued as fully paid or credited as fully paid. Assuming that no further Shares are allotted, issued or repurchased between the Latest Practicable Date and the date of the EGM, upon the Share Consolidation becoming effective, the authorised share capital of the Company shall become HK\$100,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK\$0.10 each, of which 582,955,860 Consolidated Shares will be in issue.

Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank *pari passu* in all respects with each other. The Share Consolidation will not result in any change in the rights of the Shareholders.

Other than the expenses to be incurred in relation to the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled.

Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the EGM to approve the Share Consolidation;
- (ii) the Listing Committee of the Stock Exchange granting the approval for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- (iii) The compliance with all relevant procedures and requirements under the applicable laws of the Cayman Islands and the GEM Listing Rules to effect the Share Consolidation.

The Share Consolidation will become effective on the next Business Day immediately following the fulfilment of the above conditions.

Listing application

An application had been made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, upon the Share Consolidation being effective, the Consolidated Shares will be

LETTER FROM THE BOARD

accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

No part of the share capital of the Company is listed or dealt in on any other stock exchange other than the Stock Exchange and no such listing or permission to deal is being or is proposed to be sought.

OTHER ARRANGEMENTS

Board lot size

The Shares are currently traded on the Stock Exchange in the board lots of 5,000 Shares. Upon the Share Consolidation becoming effective, the board lot size for trading in the Consolidated Shares will remain as 5,000 Consolidated Shares.

Fractional entitlement to Consolidated Shares

Fractional Consolidated Shares, if any, will be disregarded and will not be issued to the Shareholders but all such Fractional Consolidated Shares will be aggregated and, if possible, sold for the benefits of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Shares regardless of the number of existing share certificates held by such holder.

Arrangement on odd lot trading

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares, the Company will appoint Infast Brokerage Limited, as an agent to provide matching services, on a best effort basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to dispose of their holding of odd lots of the Consolidated Shares. Shareholders who wish to take advantage of this facility should contact Infast Brokerage Limited at 18/F, 8 Lyndhurst Terrace, Nos. 2-10 Lyndhurst Terrace, Central, Hong Kong (telephone number: (852) 2853 1818) from Tuesday, 29 January 2019 to Thursday, 21 February 2019.

Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.

LETTER FROM THE BOARD

Free exchange of certificates for Consolidated Shares

Subject to the Share Consolidation becoming effective, which is currently expected to be Tuesday, 15 January 2019, being the Business Day immediately after the date of the EGM, Shareholders may on or after Tuesday, 15 January 2019 and until Monday, 25 February 2019 (both days inclusive), submit their existing share certificates for the Shares in gold colour to the Company's branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong to exchange for new share certificates for the Consolidated Shares in blue colour at the expense of the Company.

Thereafter, existing share certificates for the Shares will be accepted for exchange only on payment of a fee of HK\$2.50 (or such other amount as may from time to time be specified by the Stock Exchange) by the Shareholders for each new share certificate for the Consolidated Shares issued or each existing share certificate for the Shares submitted for cancellation, whichever is higher.

The existing share certificates will only be valid for delivery, trading and settlement purposes for the period up to 4:00 p.m. on Thursday, 21 February 2019 and thereafter will not be accepted for delivery, trading and settlement purposes. However, the existing share certificates will continue to be good evidence of title to the Consolidated Shares on the basis of ten (10) Shares for one (1) Consolidated Share.

Adjustments in relation to other securities of the Company

As at the Latest Practicable Date, there are outstanding Share Options for subscription of an aggregate of 486,709,400 Shares under the Share Option Scheme. The Share Consolidation may lead to adjustments to the exercise price and/or the number of Consolidated Shares falling to be issued upon exercise of the outstanding Share Options pursuant to the terms and conditions of the Share Option Scheme and the GEM Listing Rules. The Company will make further announcement(s) on such adjustments as and when appropriate.

Save for the aforesaid, the Company has no other outstanding options, warrants or securities in issue which are convertible or exchangeable into Shares as at the Latest Practicable Date.

REASONS FOR THE SHARE CONSOLIDATION

Pursuant to Rule 17.76 of the GEM Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the issuer may be required either to change the trading method or to proceed with a consolidation or splitting of its securities. The "Guide on Trading Arrangements for Selected Types of Corporate Actions" issued by the Hong Kong Exchanges and Clearing Limited on 28 November 2008 and updated on 3 July 2018 has further stated that (i) market price of the shares at a level less than HK\$0.1 will be considered as trading at extremity as referred to under Rule 17.76 of the GEM Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected value per board lot should be greater than HK\$2,000.

LETTER FROM THE BOARD

In view of the recent trading price of the Shares at a level less than HK\$0.1 and the value per board lot being less than HK\$2,000, the Board proposes to implement the Share Consolidation in order to comply with the trading requirements under the GEM Listing Rules. The highest and lowest prices at which the Shares were traded on GEM during each of the previous six months were as follows:

2018	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
July	0.054	0.038
August	0.045	0.038
September	0.044	0.037
October	0.041	0.035
November	0.039	0.035
December (up to the Latest Practicable Date)	0.045	0.036

Based on the closing price of HK\$0.04 per Share as quoted on the Stock Exchange as at the Latest Practicable Date, the theoretical market price per Consolidated Share, assuming the Share Consolidation had already become effective, would be HK\$2,000 per Consolidated Share.

When determining the basis of the Share Consolidation, the Company has taken into account the following: (i) the effect of the Company's potential equity issuing in the coming 12 months; (ii) the highest and lowest prices at which the Shares were traded on GEM during each of the previous six months; and (iii) the market price of the Shares should be higher than HK\$0.1 and the expected board lot value should be higher than HK\$2,000 in order to comply with the trading requirements under the GEM Listing Rules.

The Share Consolidation will increase the nominal value of the Shares, and is expected to bring about a corresponding upward adjustment in the trading price per board lot of the Consolidated Shares. The Board considers that the Share Consolidation would maintain the trading amount for each board lot at a reasonable level in order to attract more investors.

Save for the professional fees and printing charges for the implementation of the Share Consolidation, the implementation of the Share Consolidation will not alter the underlying assets, business operation, management or financial position of the Company and the interests and rights of the Shareholders.

Subject to prevailing market conditions, the Group may consider fund raising activities to replenish its general working capital and/or to finance any potential business opportunities after completion of the Share Consolidation. As at the Latest Practicable Date, there is not any understanding, agreement or arrangement, for any such fund raising activity in the coming 12 months nor is there any plan or conclusion for the format of any such corporate actions or arrangements for such fund raising. As at the Latest Practicable Date, save for the aforesaid and the Share Consolidation, the Company does not have any intention to carry out other corporate actions or arrangements that may affect the trading in the Shares (including share consolidation, share subdivision and change in board lot size) in the coming 12 months.

LETTER FROM THE BOARD

In view of the above, the Directors are of the view that the Share Consolidation is fair and reasonable and in the interests of the Company and the Shareholders as a whole.

PROPOSED CHANGE OF COMPANY NAME

The Board announced on 13 December 2018 that it proposed to change the English name of the Company from “GreaterChina Professional Services Limited” to “Asia-Pac Financial Investment Company Limited”, and to adopt the Chinese name of “亞太金融投資有限公司” as the dual foreign name of the Company in place of the existing Chinese name “漢華專業服務有限公司” which has been used for identification purpose only, subject to the conditions set out below being fulfilled.

Conditions for the proposed Change of Company Name

The Change of Company name is subject to the following conditions:

- i. the passing of the necessary special resolution by the Shareholders at the EGM to approve the Change of Company Name; and
- ii. the Registrar of Companies in the Cayman Islands granting approval for the Change of Company Name.

Subject to the satisfaction of the conditions set out above, the Change of Company Name will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English name and the dual foreign name in Chinese of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands in place of the former English name. The Registrar of Companies in the Cayman Islands will issue a certificate of incorporation on change of name.

The Company will then carry out all necessary filing procedures with the Companies Registry in Hong Kong under Part 16 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong).

Reasons for the Change of Company Name

The principal business of the Company is investment holding. The Group’s principal activities are (i) asset advisory services and asset appraisal; (ii) corporate services and consultancy, (iii) media advertising, and (iv) financial services. The Board considers that the new English name and the dual foreign name in Chinese of the Company will promote the Company’s corporate image which will benefit the Company’s future business development. Therefore, the Board considers that the Change of Company Name is in the best interests of the Company and the Shareholders as a whole.

Effect of the Change of Company Name

The Change of Company Name will not affect any of the rights of the Shareholders of the Company or the Company’s daily business operation and its financial position.

LETTER FROM THE BOARD

All existing share certificates in issue (including the existing share certificates and the post-Consolidated Share certificates) bearing the present name of the Company shall, upon the Change of Company Name becoming effective, continue to be evidence of legal title to such shares. There will not be any arrangement for free exchange of the existing share certificates of the Company for new share certificates under the new name of the Company. New share certificates of the Company will be issued under the new name of the Company after the proposed Change of Company Name has become effective and will be in pink colour.

Once the Change of Company Name becomes effective and subject to the confirmation of Stock Exchange, the Board intends to change the English and Chinese stock short names of the Company for trading in the Shares on the Stock Exchange accordingly. The Company will make further announcement regarding the effective date of the Change of Company name and the new stock short names.

EGM

A notice convening the EGM to be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong, on Monday, 14 January 2019 at 11:00 a.m. is set out on pages 12 to 14 of this circular. At the EGM, ordinary resolution in respect of proposed Share Consolidation and special resolution in respect of the proposed Change of Company Name will be proposed to the Shareholders.

To the best knowledge of the Directors, no Shareholders have a material interest in the proposed Share Consolidation and proposed Change of Company Name and accordingly, no Shareholders will have to abstain from voting at the EGM.

Whether or not you are able to attend the EGM, you are requested to complete and return the form of proxy accompanying this circular in accordance with the instructions printed thereon as soon as possible and in any event no later than 48 hours before the time appointed for the holding of the EGM (i.e. 11:00 a.m. on Saturday, 12 January 2019 (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the EGM or any adjournment thereof should you so wish, and in such event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any votes of the shareholders at a general meeting must be taken by poll. Accordingly, all resolutions set out in the EGM notice to be considered and, if thought fit, passed at the EGM shall be voted by way of poll by the Shareholders. The Company will announce the results of the poll in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the GEM 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.

RECOMMENDATION

The Directors consider that the Share Consolidation and Change of Company Name are in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolutions at the EGM.

By order of the Board
GreaterChina Professional Services Limited
Ip Kwok Kwong
Executive Director and Managing Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

GREATERCHINA PROFESSIONAL SERVICES LIMITED

漢華專業服務有限公司*

(Incorporated in the Cayman Islands with limited liability)

(Stock code: 8193)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of GreaterChina Professional Services Limited (the “**Company**”) will be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 14 January 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions of the Company:

ORDINARY RESOLUTION

1. “**THAT** subject to and conditional upon the granting of approval by the Listing Committee of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) of the listing of, and permission to deal in, the issued shares of the Company consolidated in the manner as set out in paragraph (a) (i) of this resolution below (the “**Share Consolidation**”):
 - (a) with effect from the first business day immediately following the date on which this resolution is passed or the above condition is fulfilled (whichever is later):
 - (i) every ten (10) issued and unissued ordinary shares with par value of HK\$0.01 each in the share capital of the Company be consolidated into one (1) consolidated share (each a “**Consolidated Share**”) with par value of HK\$0.10 each, such Consolidated Shares shall rank pari passu in all respects with each other and have the rights and privileges and be subject to the restrictions as contained in the articles of association of the Company;
 - (ii) fractional Consolidated Shares will be disregarded and not issued to the shareholders of the Company but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit for the Company; and
 - (iii) any one or more of the directors of the Company be and is/are hereby authorised to do all such acts and things and execute all such documents, including under seal where applicable, as he/they consider necessary, desirable or expedient to give effect to the foregoing arrangement for the Share Consolidation.”

* *For identification purpose only*

NOTICE OF EXTRAORDINARY GENERAL MEETING

SPECIAL RESOLUTION

2. **“THAT** subject to and conditional upon the approval of the Registrar of Companies in the Cayman Islands being obtained in relation to the Proposed Change of Company Name, the English name of the Company be changed from “GreaterChina Professional Services Limited” to “Asia-Pac Financial Investment Company Limited” and the Chinese name “亞太金融投資有限公司” be adopted as the dual foreign name of the Company in place of the existing Chinese name “漢華專業服務有限公司” which has been used for identification purpose only (the **“Proposed Change of Company Name”**), with effect from the date of entry of the new English name and the dual foreign name in Chinese on the register of companies maintained by the Registrar of Companies in the Cayman Islands; and any one or more of the directors of the Company be and is/are hereby authorised generally to do such acts and things and execute all documents (whether by hand, under seal or as a deed) or make such arrangements as he/they may consider necessary or expedient to effect the Proposed Change of Company Name and the transactions contemplated thereunder.

By order of the Board
GreaterChina Professional Services Limited
Ip Kwok Kwong
Executive Director and Managing Director

Hong Kong, 20 December 2018

*Head Office and Principal Place
of Business in Hong Kong:*
Room 2703, 27th Floor
Shui On Centre
6–8 Harbour Road
Wanchai
Hong Kong

Registered Office:
Cricket Square, Hutchins Drive
P.O. Box 2681, Grand Cayman
KY1-1111, Cayman Islands

Notes:

1. The resolutions at the Meeting will be taken by poll pursuant to the Rules Governing the Listing of Securities on GEM of The Stock Exchange of Hong Kong Limited (the **“GEM Listing Rules”**) and the results of the poll will be published on the websites of The Stock Exchange of Hong Kong Limited and the Company in accordance with the GEM Listing Rules.
2. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxies to attend and vote instead of him/her/it. A proxy need not be a member of the Company.
3. A form of proxy for use at the Meeting is enclosed. Whether or not you intend to attend the Meeting in person, you are encouraged to complete and return the enclosed form of proxy in accordance with the instructions printed thereon.
4. To be valid, a form of proxy and the power of attorney or other authority (if any) under which it is signed, or a notarially certified copy of such power and authority must be deposited at the office of the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited, at Level 22, Hopewell Centre, 183

NOTICE OF EXTRAORDINARY GENERAL MEETING

Queen's Road East, Hong Kong, no later than 48 hours before the time appointed for the holding of the extraordinary general meeting (i.e. 11:00 a.m. on Saturday, 12 January 2019 (Hong Kong time)) or any adjournment thereof.

5. In the case of joint holders of any shares in the Company any one of such joint holders may vote at the Meeting, either in person or by proxy, in respect of such shares as if he was solely entitled thereto, but if more than one of such joint holders are present at the meeting, either personally or by proxy, that one of the said persons so present whose name stand first on the register of members in respect of such shares shall be accepted to the exclusion of the votes of the other joint registered holders.
6. The Company's register of members will be closed from Wednesday, 9 January 2019 to Monday, 14 January 2019 (both dates inclusive) to determine the qualification for attendance and voting at the EGM. All transfers of shares of the Company accompanied by the relevant share certificates must be lodged with the Hong Kong branch share registrar of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 8 January 2019.
7. In compliance with Rules 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the Notice will be taken by a poll.

As at the date of this notice, the board of directors of the Company comprises Mr. Ip Kwok Kwong (Managing Director) and Mr. Wu Di as executive directors; and Mr. Cheung Ka Chun, Mr. So Kwok Yun and Mr. Tang Wai Kee as independent non-executive directors.