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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)

COMPLETION OF PLACING OF NEW SHARES UNDER SPECIFIC MANDATE AND SUBSCRIPTION OF NEW SHARES UNDER SPECIFIC MANDATE

The Board is pleased to announce that the Placing was completed on 15 October 2015 in accordance with the Placing Agreement. An aggregate of 2,600,000,000 Placing Shares have been successfully placed to not less than six Places at the Placing Prices of HK\$0.1 per Placing Share.

The Board further announces that all conditions of the Subscription had been fulfilled and completion of the Subscription took place on 15 October 2015 whereby 1,400,000,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price of HK\$0.1 per Subscription Share.

References are made to the announcements of GreaterChina Professional Services Limited (the “**Company**”) dated 10 July 2015, 14 September 2015, 30 September 2015 and the circular of the Company dated 27 August 2015 (the “**Circular**”) in relation to, among other matters, the Placing and the Subscription under the Specific Mandate. Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

COMPLETION OF THE PLACING AND THE SUBSCRIPTION

The Board is pleased to announce that all the conditions precedent set out in the Placing Agreement had been fulfilled and the Placing Completion took place on 15 October 2015. An aggregate of 2,600,000,000 Placing Shares were successfully placed to not less than six Places, at the Placing Price of HK\$0.1 per Placing Share under the Specific Mandate.

* *For identification purpose only*

To the best of the Directors' knowledge, information and belief, having made all reasonable enquires, (i) the Placees and their respective ultimate beneficial owners are third parties independent of and not connected with the Company and its connected persons or their respective associates; and (ii) none of the Placees and their respective associates becomes a substantial Shareholder upon the Placing Completion.

The Board further announces that all the conditions precedent set out in the Subscription Agreement had been fulfilled and the Subscription Completion took place simultaneously with the Placing Completion on 15 October 2015. 1,400,000,000 Subscription Shares were allotted and issued to the Subscriber at the Subscription Price of HK\$0.1 per Subscription Share under the Specific Mandate. Upon the Subscription Completion, the Subscriber becomes a substantial Shareholder.

The net proceeds from the Placing and the Subscription (after deducting related placing commissions, professional fees and related expenses) are approximately HK\$395.1 million. The net issue price per Share from the Placing and the Subscription is approximately HK\$0.099.

EFFECTS ON SHAREHOLDING STRUCTURE

The table below sets out the changes to the shareholding structure of the Company as a result of the completion of the Placing and the Subscription:

Name of Shareholder	Immediately before the completion of the Placing and the Subscription		Immediately after the completion of the Placing and the Subscription	
	Number of Shares	%	Number of Shares	%
Mr. Ip Kwok Kwong (<i>Note</i>)	310,850,000	36.23	310,850,000	6.40
Placees	—	—	2,600,000,000	53.52
Subscriber	—	—	1,400,000,000	28.82
Other public Shareholders	<u>547,118,600</u>	<u>63.77</u>	<u>547,118,600</u>	<u>11.26</u>
Total	<u>857,968,600</u>	<u>100.00</u>	<u>4,857,968,600</u>	<u>100.00</u>

Note: 310,850,000 Shares were held by Brilliant One Holdings Limited (“**Brilliant One**”) which was wholly-owned by GCA Professional Services Group Limited, formerly known as Genius Ideas International Ltd. GCA Professional Services Group Limited was owned as to 51% by Smart Pick Investments Limited. Smart Pick Investments Limited was owned as to 89.61% by GC Holdings Limited which was wholly-owned by Mr. Ip Kwok Kwong, an executive Director. As disclosed in the Company’s announcement dated 4 August 2015, an aggregate of 310,850,000 Shares (the “**Pledged Shares**”) held by Brilliant One have been pledged on 8 July 2015 in favour of an independent third party (the “**Lender**”) as a security for a loan facility of HK\$58,000,000 (the “**Loan Facility**”) provided by the Lender to Brilliant One. The Company confirmed that the Loan Facility is unrelated to the Group and none of the net proceeds from the Placing and the Subscription will be used to repay the Loan Facility.

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

Hong Kong, 15 October 2015

As at the date of this announcement, the Board comprises Mr. Ip Kwok Kwong (Managing Director), Mr. Yip Chung Wai, David and Mr. Wu Di as executive Directors; Ms. Ma Lin as non-executive Director; Mr. Tso Ping Cheong, Brian (Chairman), Mr. Chu Siu Lun, Ivan and Mr. So Chung Shing as independent non-executive Directors.

This announcement, 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 announcement 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 announcement misleading.

This announcement will remain on the “Latest Company Announcements” page of the website of GEM (www.hkgem.com) for at least 7 days from its date of publication and on the website of the Company at www.gca.com.hk.