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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 DISCLOSEABLE TRANSACTION IN RELATION TO ACQUISITION OF SHARES OF TARGET COMPANY**

Reference is made to the announcement of GreaterChina Professional Services Limited (the “**Company**”) dated 22 July 2015 (the “**Announcement**”) in respect of the acquisition of the Target Company. Unless otherwise specified, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcement.

The Board is pleased to announce that all the conditions precedent to the Completion have been satisfied and the Completion took place on 22 October 2015. Pursuant to the SPA, the Company shall issue promissory notes in the sum of HK\$34,000,000 (the “**Promissory Notes**”) to the Vendor on the Completion Date, i.e. 22 October 2015.

The principal terms of the Promissory Notes are as follows:

Issuer:	The Company
Principal amount:	HK\$34,000,000 (the “ <b>Principal Sum</b> ”)
Issue date:	Completion Date
Interest:	3% per annum on the outstanding Principal Sum, payable on the tenth Business Day from the first and second anniversary of the Completion Date respectively
Maturity:	The date falling on the tenth Business Day from the second anniversary of the Completion Date (the “ <b>Maturity Date</b> ”)
Repayment:	The Promissory Notes shall be due and repayable on the Maturity Date
Transferability:	The holder of the Promissory Notes may assign or transfer the Promissory Note(s) to any person (other than a connected person (as defined in the GEM Listing Rules) of the Company) subject to obtaining prior written consent of the Company

\* For identification purpose only

- Early redemption: The Company may redeem principal amounts of outstanding Promissory Note(s) in whole or in part at any time before the Maturity Date. The holder of the Promissory Note(s) shall not have the right to request the Company for early redemption of the Promissory Note(s) or any part of the Principal Sum
- Status: The Promissory Note(s) constitute general, unsecured and unsubordinated obligation of the Company and rank equally among themselves and pari passu with all other present and future unsecured and unsubordinated obligations of the Company.
- Application for listing: No application will be made by the Company to the GEM Listing Committee for the listing of the Promissory Notes.

The Directors are of the view that the terms of the Promissory Note(s) are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

Following the Completion, the Company indirectly holds (through the Purchaser) 49% of the total issued share capital of the Target Company as at the date of this announcement, and the Target Company will continue to be an associate company of the Company.

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

Hong Kong, 22 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.*