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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or the action to be taken, you should consult your licensed securities broker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in GreaterChina Professional Services Limited (the "Company"), you should at once hand this circular to the purchaser or transferee or to the bank, licensed securities broker or other agent through whom the sale was effected for transmission to the purchaser or transferee.

This circular, for which the directors of the Company (the "Directors") collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange 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: (i) the information contained in this circular is accurate and complete in all material aspects and not misleading or deceptive; (ii) there are no other matters the omission of which would make any statement in this circular misleading; and (iii) all opinions expressed in this circular have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.

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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 RE-ELECTION OF DIRECTORS; CHANGE OF DATE OF ANNUAL GENERAL MEETING AND SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING

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Capitalised terms used in the lower portion of this cover page and page(i) of this circular shall have the same respective meanings of those defined in the "Definitions" section of this circular.

This circular should be read in conjunction with the June 2014 Circular.

The AGM was originally scheduled to be held at 10:30 a.m. on Wednesday, 6 August 2014. In light of the recent appointment of two INEDs and the change of chairman of the Board, the AGM is rescheduled for Friday, 26 September 2014 at 10:30 a.m. at Room 2703, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong. The supplemental notice convening the AGM on Friday, 26 September 2014 at 10:30 a.m. is set out on pages 8 to 10 of this circular.

The Second Proxy Form, which contains, amongst others, the additional resolutions to be put forward at the AGM, is enclosed with this circular. The Second Proxy Form shall supersede the First Proxy Form which was enclosed with the June 2014 Circular.

Shareholders who intend to appoint a proxy to attend the AGM but are yet to lodge the First Proxy Form with the the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not preclude you from subsequently attending and voting in person at the AGM or any adjournment thereof should you so wish.

*This circular will remain on the "Latest Company Announcements" page of the GEM website at [www.hkgem.com](http://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>.*

29 July 2014

\* For identification purpose only

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## CHARACTERISTICS OF THE GEM

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GEM has been positioned as a market designed to accommodate 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. The greater risk profile and other characteristics of GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on GEM, 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.

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*This circular is prepared in both English and Chinese. In the event of inconsistency, the English text of this circular shall prevail.*

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## DEFINITIONS

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

“AGM”	the annual general meeting of the Company originally scheduled to be held at 10:30 a.m. on Wednesday, 6 August 2014, which is now rescheduled for 10:30 a.m. on Friday, 26 September 2014 at Room 2703, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong or any adjournment thereof
“Articles of Association”	the articles of association of the Company
“Board”	the board of Directors
“Company”	GreaterChina Professional Services Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on GEM (stock code: 8193)
“Director(s)”	the director(s) of the Company
“First Proxy Form”	means the form of proxy enclosed with the June 2014 Circular and the June 2014 AGM Notice
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“June 2014 AGM Notice”	the notice of the annual general meeting of the Company dated 30 June 2014
“June 2014 Circular”	the circular of the Company dated June 2014, which contains, amongst others, the June 2014 AGM Notice

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## DEFINITIONS

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“Latest Practicable Date”	24 July 2014, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained herein
“SFO”	the Securities and Futures Ordinance (Chapter 571 of Laws of Hong Kong)
“Second Proxy Form”	means the new proxy form for the AGM, which contains, amongst others, the additional resolutions to be put forward at the AGM, and is enclosed with this circular and the supplemental notice of the AGM
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

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## LETTER FROM THE BOARD

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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)

*Executive Director:*

Mr. Ip Kwok Kwong (*Managing Director*)

*Independent Non-Executive Directors:*

Mr. Tso Ping Cheong, Brian (*Chairman*)

Mr. Yip Chung Wai, David

Ms. Ng See Wai, Rowena

*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

29 July 2014

*To the Shareholders*

Dear Sirs,

**PROPOSED RE-ELECTION OF DIRECTORS;  
CHANGE OF DATE OF ANNUAL GENERAL MEETING  
AND  
SUPPLEMENTAL NOTICE OF ANNUAL GENERAL MEETING**

#### INTRODUCTION

Reference is made to the June 2014 AGM Circular and the June 2014 AGM Notice, which sets out the date, time and venue of the AGM originally scheduled to be held on Wednesday, 6 August 2014 and contains the resolutions to be considered and approved at the AGM. In light of the appointment of two independent non-executive directors of the Company (“INEDs”) by the Board on 2 July 2014, the Board hereby proposes the re-election of the said INEDs at the AGM for Shareholders’ consideration and approval in accordance with the relevant provisions of the laws, regulations and the Articles of Association.

\* For identification purpose only

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## LETTER FROM THE BOARD

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The AGM is now rescheduled to be held on Friday, 26 September 2014 at 10:30 a.m. at Room 2703, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong to consider and approve the proposed re-election of the two recently appointed INEDs in addition to the resolutions contained in the June 2014 AGM Notice. The additional resolutions are contained in the supplemental notice of AGM, which is set out on pages 8 to 10 of this circular.

The purpose of this circular is to give you (a) the information regarding the additional resolutions to be proposed at the AGM relating to the re-election of the two recently appointed INEDs; and (b) the supplemental notice of the AGM.

### RE-ELECTION OF DIRECTORS

Reference is made to the announcement of the Company dated 2 July 2014 relating to the appointment of Mr. Tso Ping Cheong, Brian (“Mr. Tso”) and Mr. Yip Chung Wai, David (“Mr. Yip”) as INEDs to fill the casual vacancies arising from the resignation of Mr. Au-Yang Cheong Yan, Peter and Mr. Wu Chi Keung.

Article 83(3) of the Articles of Association provides that the Directors shall have the power from time to time and at any time to appoint any person as a Director either to fill a casual vacancy on the Board or as an addition to the existing Board. Any Director appointed by the Board to fill a casual vacancy shall hold office until the first general meeting of members after his appointment and be subject to re-election at such meeting and shall then be eligible for re-election. In addition, pursuant to code provision A.4.2 of the Corporate Governance Code as set out in Appendix 15 to the GEM Listing Rules, all directors appointed to fill a casual vacancy should be subject to election by shareholders at the first general meeting after appointment. Accordingly, Mr. Tso and Mr. Yip will retire from office at the AGM.

The above retiring Directors, being eligible, have offered themselves for re-election at the AGM. The biographical details of each of them are set out in Appendix I to this circular in accordance with the relevant requirements under the GEM Listing Rules.

The Company has received confirmation in writing from each Mr. Tso and Mr. Yip in respect of his independence and the Board considers that each Mr. Tso and Mr. Yip meets the independence guidelines set out in Rule 5.09 of the GEM Listing Rules and they will continue to bring independent and objective prospective to the Company’s affairs.

The Board, upon the recommendation of the nomination committee of the Company, has proposed the re-election of Mr. Tso and Mr. Yip as INEDs. Such proposal will be put forward at the AGM for Shareholders’ consideration and approval by way of ordinary resolutions.

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## LETTER FROM THE BOARD

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### AGM AND PROXY ARRANGEMENT

A supplemental notice of the AGM which contains, amongst others, the additional resolutions is set out on pages 8 to 10 of this circular. The AGM is rescheduled to be held on Friday, 26 September 2014 at 10:30 a.m. at Room 2703, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong.

Apart from the proposed additional resolutions set on in the supplemental notice of the AGM, please refer to the June 2014 Circular for detailed information in respect of other resolutions to be put forward at the AGM, eligibility for attending the AGM, appointment of proxy and other relevant matters.

The Second Proxy Form for the AGM, which contains, amongst others, the additional resolutions to be put forward at the AGM, is enclosed with this circular. The Second Proxy Form shall supersede the First Proxy Form which was enclosed with the June 2014 Circular.

Shareholders who intend to appoint a proxy to attend the AGM but yet to lodge the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be).

For the avoidance of doubt, Shareholders who have already lodged the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong should pay attention to the relevant information under Note (4) to the supplemental notice of the AGM.

Completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude you from attending and voting in person at the AGM or its adjourned meeting should you so wish.

Yours faithfully,  
By Order of the Board  
**GreaterChina Professional Services Limited**  
**Ip Kwok Kwong**  
*Managing Director*



*The following are the biographical details of the two recently appointed INEDs proposed to be re-elected at the AGM.*

**Mr. Tso Ping Cheong, Brain**

Mr. Tso, aged 34, was appointed as an INED with effect from 2 July 2014 and is the chairman of the Board and the Audit Committee and a member of each of the Remuneration Committee and the Nomination Committee of the Company. He graduated from the Hong Kong Polytechnic University with a bachelor's degree of arts in accountancy in November 2003 and obtained a master's degree of corporate governance from the same university in October 2013. Mr. Tso has over 10 years of experience in accounting and financial management. From September 2003 to November 2008, Mr. Tso worked at Ernst & Young, a multinational accounting firm, with his last position as manager. From December 2008 to May 2010, Mr. Tso was the financial controller of Greenheart Group Limited (formerly known as Omnicorp Limited), a company listed on the Stock Exchange. From May 2010 to August 2012, Mr. Tso was the senior vice president of Maxdo Project Management Company Limited. Since January 2013, Mr. Tso has been the sole proprietor of Teton CPA Company, an accounting firm. Mr. Tso is currently a practising member of the Hong Kong Institute of Certified Public Accountants and a fellow member of The Association of Chartered Certified Accountants.

**Mr. Yip Chung Wai, David**

Mr. Yip, aged 50, was appointed as an INED with effect from 2 July 2014 and is the chairman of the Nomination Committee and a member of each of the Audit Committee and the Remuneration Committee of the Company. He obtained a Master's Degree in Business Administration from the University of Hull in the United Kingdom. Mr. Yip is presently the managing director of Zhong Ze Investment Limited. He had previously served in China Billion Resources Limited, a company listed on the Stock Exchange, as an executive director, the chief executive officer and an authorised representative. During the past 20 years, Mr. Yip has worked for different sizable financial groups and corporations in Hong Kong with senior positions. Mr. Yip is well experienced in corporate finance and fund management matters and has also orchestrated in structuring mergers and acquisitions deals during his time in the investments and banking areas.

Save as disclosed above, Mr. Tso and Mr. Yip did not hold any directorship in any other listed public company (whether in Hong Kong or overseas) during the last three years and do not hold any other position in the Company or any members of the Company and its subsidiaries. Further, they do not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the latest Practicable Date, Mr. Tso and Mr. Yip did not have any interests in the shares, underlying shares or debentures of the Company or its associated corporations within the meaning of Part XV of the SFO.

Each of Mr. Tso and Mr. Yip has entered into a letter of appointment with the Company for a term of one and a half years till 31 December 2015, subject to termination in certain circumstances as stipulated therein. Their terms of office are also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles of Association. Pursuant to the letter of appointment, each of Mr. Tso and Mr. Yip is entitled to an annual fee of HK\$90,000 per annum, which was determined by reference to their duties and responsibilities with the Company and the prevailing market conditions.

Save as disclosed above, there are no other matters concerning Mr. Tso and Mr. Yip that need to be brought to the attention of the Shareholders nor any information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

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## SUPPLEMENTAL NOTICE OF THE AGM

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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)**

Reference is made to the notice of the annual general meeting (“AGM”) of GreaterChina Professional Services Limited (the “Company”) dated 30 June 2014 (the “June 2014 AGM Notice”), which contains the resolutions to be considered thereat, originally scheduled to be held on Wednesday, 6 August 2014.

In light of the appointment of Mr. Tso Ping Cheong, Brian (“Mr. Tso”) and Mr. Yip Chung Wai, David (“Mr. Yip”) as independent non-executive directors of the Company with effect from 2 July 2014 and pursuant to the provisions of the Articles of Association of the Company and the Corporate Governance Code as set out in Appendix 15 to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, Mr. Tso and Mr. Yip will retire from office at the AGM and, being eligible for re-election, have offered themselves for re-election.

Unless otherwise stated, capitalized terms used in this supplemental notice shall have the same respective meanings as those defined in the AGM notice dated 30 June 2014.

**SUPPLEMENTAL NOTICE IS HEREBY GIVEN THAT** the AGM of the Company is rescheduled to be held at 10:30 a.m. on Friday, 26 September 2014 at Room 2703, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong for the businesses set out in the June 2014 AGM Notice and the following additional ordinary business:

#### **AS ORDINARY RESOLUTIONS:**

5. (A) To re-elect Mr. Tso Ping Cheong, Brian as an independent non-executive director of the Company; and
- (B) To re-elect Mr. Yip Chung Wai, David as an independent non-executive director of the Company.

By Order of the Board  
**GreaterChina Professional Services Limited**  
**Fung Mei Ling**  
*Company Secretary*

Hong Kong, 29 July 2014

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## SUPPLEMENTAL NOTICE OF THE AGM

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

Room 2703, 27th Floor

Shui On Centre

6-8 Harbour Road

Wanchai

Hong Kong

*Notes:*

1. Please refer to the Company's circular dated 30 June 2014 (the "June 2014 Circular") and the June 2014 AGM Notice for detailed information in respect of other resolutions to be put forward at the AGM, eligibility for attending the AGM, appointment of proxy and other relevant matters.
2. Since the form of proxy enclosed with the June 2014 Circular and the June 2014 AGM Notice (the "First Proxy Form") does not contain the additional resolutions as set out in this supplemental notice, a new form of proxy (the "Second Proxy Form") has been prepared and is enclosed with this supplemental notice. The Second Proxy Form is also published on the respective websites of The Stock Exchange of Hong Kong Limited ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.gca.com.hk](http://www.gca.com.hk)).
3. Shareholders who intend to appoint a proxy to attend the AGM but are yet to lodge the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, should complete the accompanying Second Proxy Form in accordance with the instructions printed thereon and return it to Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). In this case, the First Proxy Form should no longer be lodged with the Company's branch share registrar and transfer office.
4. Shareholders who have already lodged the First Proxy Form with the Company's branch share registrar and transfer office should note that:
  - (i) If no Second Proxy Form is lodged with the Company's branch share registrar and transfer office, the First Proxy Form, if duly completed, will be treated as a valid proxy form lodged by the shareholder. In addition to the resolutions as set out in the June 2014 AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in this supplemental notice;
  - (ii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office of not less than 48 hours before the time appointed for holding the AGM, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form, if duly completed, will be treated as a valid proxy form; and

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## SUPPLEMENTAL NOTICE OF THE AGM

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- (iii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office of less than 48 hours appointed for holding the AGM, the Second Proxy Form will be treated as an invalid form of proxy and the First Proxy Form previously lodged by the shareholder will not be revoked. The First Proxy Form, if duly completed, will be treated as a valid proxy form. In addition to the resolutions as set out in the June 2014 AGM Notice and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions as set out in this supplemental notice.
5. Shareholders are reminded that completion and return of the First Proxy Form and/or the Second Proxy Form will not preclude them from attending and voting in person at the AGM or any adjourned meeting thereof should they so wish.
6. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the June 2014 AGM Notice and this supplemental notice will be decided by way of a poll.
7. If a tropical cyclone warning signal No. 8 or above is expected to be hoisted or a black rainstorm warning signal is expected to be in force at any time between 8:00 a.m. and 5:00 p.m. on the date of the AGM, the AGM will be postponed and Members will be informed of the date, time and venue of the postponed AGM by a further supplementary notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled at or before 8:00 a.m. on the date of the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.

After considering their own situations, Members should decide on their own whether or not they would attend the AGM under any bad weather condition and if they do so, they are advised to exercise care and caution.

*This notice is prepared in both English and Chinese. In the event of inconsistency, the English text of this circular shall prevail.*