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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)**

**CHANGE OF INDEPENDENT NON-EXECUTIVE DIRECTORS,  
CHAIRMAN OF THE BOARD  
AND  
MEMBERS OF AUDIT COMMITTEE, REMUNERATION  
COMMITTEE AND NOMINATION COMMITTEE**

The Board announces that with effect from 2 July 2014:

1. Mr. Au-Yang Cheong Yan, Peter has resigned as an independent non-executive director, the chairman of the Board, the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company;
2. Mr. Wu Chi Keung has resigned as an independent non-executive director, the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Company;
3. Mr. Tso Ping Cheong, Brian has been appointed as an independent non-executive director, the chairman of the Board, the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Company;
4. Mr. Yip Chung Wai, David has been appointed as an independent non-executive director, the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company; and
5. Ms. Ng See Wai, Rowena has been appointed as the chairman of the remuneration committee of the Company.

\* For identification purpose only

## **RESIGNATION OF INDEPENDENT NON-EXECUTIVE DIRECTORS, CHAIRMAN OF THE BOARD AND MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The board of directors (the “Board”) of GreaterChina Professional Services Limited (the “Company”) announces that with effect from 2 July 2014:

1. Mr. Au-Yang Cheong Yan, Peter (“Mr. Au-Yang”) has resigned as an independent non-executive director (“INED”), the chairman of the Board, the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company due to his other business commitments which require more of his dedications and after expiry of the term of three years pursuant to the letter of appointment entered into with the Company; and
2. Mr. Wu Chi Keung (“Mr. Wu”) has resigned as an INED, the chairman of the audit committee and the remuneration committee and a member of the nomination committee of the Company due to his other business commitments and after expiry of the terms of three years pursuant to the letter of appointment entered into with the Company.

Mr. Au-Yang and Mr. Wu has confirmed that they have no disagreement with the Board and there is no other matter which needs to be brought to the attention of the shareholders of the Company in relation to their resignations.

The Board would like to take this opportunity to express its sincere gratitude to Mr. Au-Yang and Mr. Wu for their valuable contributions to the Company during their tenure of office.

## **APPOINTMENT OF INDEPENDENT NON-EXECUTIVE DIRECTORS, CHAIRMAN OF THE BOARD AND MEMBERS OF AUDIT COMMITTEE, REMUNERATION COMMITTEE AND NOMINATION COMMITTEE**

The Board also announces that with effect from 2 July 2014:

1. Mr. Tso Ping Cheong, Brian (“Mr. Tso”) has been appointed as an INED, the chairman of the Board, the chairman of the audit committee and a member of the remuneration committee and the nomination committee of the Company; and
2. Mr. Yip Chung Wai, David (“Mr. Yip”) has been appointed as an INED, the chairman of the nomination committee and a member of the audit committee and the remuneration committee of the Company.

**Mr. Tso**

Mr. Tso, aged 34, graduated from the Hong Kong Polytechnic University in Hong Kong, with a bachelor's degree of arts in accountancy in November 2003 and obtained a master degree of corporate governance from the Hong Kong Polytechnic 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 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 HKICPA and a fellow member of The Association of Chartered Certified Accountants.

**Mr. Yip**

Mr. Yip, aged 50, obtained a Master Degree in Business Administration from 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 position. Mr. Yip is well experienced in corporate finance and fund management matters and he has also orchestrated in structuring mergers and acquisitions deals during his time in 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.

Mr. Tso and Mr. Yip do not hold any other position in the Company or any members of the Company and its subsidiaries and do not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company. As at the date of this announcement, Mr. Tso and Mr. Yip do not have any interests in the shares of the Company within the meaning of Part XV of the Securities and Future Ordinance.

Each of Mr. Tso and Mr. Yip 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 in the letter of appointment. 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 of the Company. 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 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 of the Company nor any information to be disclosed pursuant to Rule 17.50(2)(h) to (v) of Rules Governing the Listing of Securities on The Growth Enterprise Market of The Stock Exchange of Hong Kong Limited.

The Board would like to take this opportunity to express its warmest welcome to Mr. Tso and Mr. Yip in joining the Company.

## **APPOINTMENT OF CHAIRMAN OF REMUNERATION COMMITTEE**

The Board further announces that Ms. Ng See Wai, Rowena has been appointed as the chairman of the remuneration committee of the Company with effect from 2 July 2014.

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

Hong Kong, 2 July 2014

*As at the date of this announcement, the Board comprises one executive director, namely Mr. Ip Kwok Kwong and three independent non-executive directors, namely Ms. Ng See Wai, Rowena, Mr. Tso Ping Cheong, Brian and Mr. Yip Chung Wai, David.*

*This announcement, for which the directors of the Company collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market (the “GEM”) of The Stock Exchange of Hong Kong Limited (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 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 website of the GEM of the Stock Exchange at [www.hkgem.com](http://www.hkgem.com) on the “Latest Company Announcements” page for at least 7 days from the date of its posting. This announcement will also be published and remains on the website of the Company at [www.gca.com.hk](http://www.gca.com.hk).*