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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)**

### **NOTICE OF THE EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN THAT** the extraordinary general meeting of GreaterChina Professional Services Limited (the “**Company**”) will be held at 10:00 a.m. on 14 September 2015 at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong (the “**Meeting**”) for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

#### **ORDINARY RESOLUTIONS**

1. “**THAT**

- (a) subject to and conditional upon the fulfilment of the conditions in the placing agreement dated 9 July 2015 entered into between the Company as issuer and Black Marble Securities Limited (formerly known as Yim Cheong Share Broking and Investment Company Limited) as placing agent in relation to the placing of a total of 2,600,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Placing Shares**”) at a placing price of HK\$0.1 per placing shares (the “**Placing Agreement**”) (a copy of which marked “A” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), the form and substance of the Placing Agreement be and is hereby approved, ratified and confirmed and any one director of the Company (“**Director**”) be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;
- (b) subject to and conditional upon the fulfilment of the conditions in the subscription agreement dated 9 July 2015 entered into between the Company as issuer and Laberie Holdings Limited as subscriber in relation to the subscription of 1,400,000,000 new ordinary shares of HK\$0.01 each in the share capital of the Company (the “**Subscription Shares**”) at a subscription price of HK\$0.1 per subscription shares (the “**Subscription Agreement**”) (a copy of which marked “B” has been produced to the Meeting and signed by the chairman of the Meeting for the purpose of identification), the form and substance of the Subscription

\* *For identification purpose only*

Agreement be and is hereby approved, ratified and confirmed and any one Director be and is hereby authorised to approve any changes and amendments thereto as he may consider necessary, desirable or appropriate;

- (c) all other transactions contemplated under the Placing Agreement and the Subscription Agreement be and are hereby approved and any one Director be and is hereby authorised to do all such acts and things, to sign and execute such documents or agreements or deeds on behalf of the Company and to do such other things and to take all such actions as he considers necessary, appropriate, desirable or expedient for the purposes of giving effect to or in connection with the Placing Agreement and the Subscription Agreement, the allotment and issue of the Placing Shares and the Subscription Shares and to agree to such variation, amendments or waiver of matters relating thereto as are, in the opinion of such Director, in the interests of the Company and its shareholders as a whole; and
- (d) conditional upon, among others, the GEM Listing Committee of The Stock Exchange of Hong Kong Limited granting the listing of, and permission to deal in, the Placing Shares and the Subscription Shares, the issue and allotment of the Placing Shares and the Subscription Shares, pursuant to and subject to the terms and conditions of the Placing Agreement and the Subscription Agreement respectively, be and are hereby approved.”

2. **“THAT**

- (a) the authorised share capital of the Company be increased from HK\$20,000,000 divided into 2,000,000,000 ordinary shares of HK\$0.01 each to HK\$100,000,000 divided into 10,000,000,000 ordinary shares of HK\$0.01 each by the creation of an additional 8,000,000,000 new ordinary shares of HK\$0.01 each (the **“Increase in Authorised Share Capital”**); and
- (b) any one Director be and is hereby authorised to do all such acts and things and execute all such documents which he considers necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving effect to the Increase in Authorised Share Capital.”

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

Hong Kong, 27 August 2015

*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. Any member of the Company entitled to attend and vote at the extraordinary general meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company but must be present in person at the meeting to represent the member. If more than one proxy is so appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
2. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a notarially certified copy of that power or authority, at the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the meeting or adjourned meeting. Completion and return of a form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof, should you so wish.

*As at the date of this announcement, the board of directors of the Company 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 of the Company 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 of the Company, 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](http://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](http://www.gca.com.hk).*