

Unless otherwise defined, terms and expressions used in this announcement shall have the same meanings as those defined in the prospectus dated 25 May 2011 (the “**Prospectus**”) issued by GreaterChina Professional Services Limited (the “**Company**”).

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This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for securities of the Company. Potential investors should read the Prospectus for detailed information about the Placing before deciding whether or not to invest in the Placing Shares thereby being offered.

GREATERCHINA PROFESSIONAL SERVICES LIMITED

漢華專業服務有限公司*

(incorporated in the Cayman Islands with limited liability)

LISTING ON THE GROWTH ENTERPRISE MARKET OF THE STOCK EXCHANGE OF HONG KONG LIMITED BY WAY OF PLACING

Number of Placing Shares : 125,000,000 Placing Shares

**Placing Price : HK\$0.72 per Share (payable in full on
application, plus brokerage of 1%, SFC
transaction levy of 0.003% and Stock
Exchange trading fee of 0.005%)**

Nominal value : HK\$0.01 each

Stock code : 8193

Joint Sponsors

VINCO 城高

Grand Vinco Capital Limited

(wholly owned subsidiary of Vinco Financial Group Limited)



**英皇融資有限公司
Emperor Capital Limited**

Joint Lead Managers

**新鴻基金融集團
SUN HUNG KAI FINANCIAL**

Sun Hung Kai International Limited

VINCO 城高

Grand Vinco Capital Limited

(wholly owned subsidiary of Vinco Financial Group Limited)

Co-Manager



**英皇證券(香港)有限公司
Emperor Securities Limited**

* For identification purpose only

- The 125,000,000 Placing Shares offered by the Company under the Placing have been oversubscribed moderately by approximately 4.79 times.
- 125,000,000 Placing Shares have been conditionally allocated to a total of 146 professional, institutional or other investors.
- The Directors confirm that all the places under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.
- The Directors confirm that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be beneficially owned by the three largest public Shareholders.
- Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 31 May 2011.
- **Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.**

PLACING PRICE AND USE OF PROCEEDS

Based on the Placing Price of HK\$0.72 per Placing Share, the total net proceeds from the Placing are estimated to be approximately HK\$78 million. The net proceeds from the Placing will be applied for such purposes as set forth in the Prospectus.

LEVEL OF INDICATIONS OF INTERESTS UNDER THE PLACING

The 125,000,000 Placing Shares offered by the Company under the Placing have been oversubscribed moderately by approximately 4.79 times.

RESULTS OF ALLOCATION

Pursuant to the Placing, 125,000,000 Placing Shares have been conditionally allocated to a total of 146 selected investors. The distribution of the Placing Shares is set out below:

	Aggregate number of Placing Shares allocated	Approximate percentage to the total number of Placing Shares allocated	Approximate percentage of shareholding to the enlarged issued share capital of the Company immediately after completion of the Placing and the Capitalisation Issue
Top placee	25,000,000	20.00%	5.00%
Top 5 placees	80,655,000	64.52%	16.13%
Top 10 placees	101,155,000	80.92%	20.23%
Top 25 placees	116,155,000	92.92%	23.23%

Number of Placing Shares allocated	Number of placees
5,000 to 100,000	102
100,001 to 500,000	22
500,001 to 1,000,000	8
1,000,001 to 2,000,000	4
2,000,001 to 5,000,000	4
5,000,001 and above	6

The Directors confirm that all the placees under the Placing are independent of and not connected with the Company and any of the Directors, chief executive, Controlling Shareholders, substantial shareholders or significant shareholders (as defined under the GEM Listing Rules) of the Company or any of its subsidiaries, and their respective associates or any person or group of persons as stated in Rule 10.12(4) of the GEM Listing Rules or any nominees of the foregoing.

Investors should be aware that the concentration of Shareholders may affect the liquidity of the Shares. Consequently, Shareholders and potential investors are advised to exercise caution when dealing in the Shares.

MINIMUM PUBLIC FLOAT REQUIREMENT

Pursuant to Rule 11.23(7) of the GEM Listing Rules, the Company is required to maintain a public float of not less than 25% of its total issued share capital at the time of Listing and at all times thereafter. Pursuant to Rule 11.23(8) of the GEM Listing Rules, the three largest public Shareholders shall not beneficially own more than 50% of the Shares in public hands at the time of Listing. The Directors confirm that, immediately after completion of the Placing and the Capitalisation Issue, the public float of the Company will be 25% of the enlarged issued share capital of the Company, and not more than 50% of the Shares in public hands at the time of Listing will be beneficially owned by the three largest public Shareholders.

DEPOSIT OF SHARE CERTIFICATES INTO CCASS

Subject to the granting of the listing of, and permission to deal in, the Shares on GEM and the compliance with the stock admission requirements of HKSCC, the Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the Listing Date (i.e. 31 May 2011) or on any other date as may be determined by HKSCC. Settlement of transactions between participants of the Stock Exchange is required to take place in CCASS on the second Business Day after any trading day. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

All necessary arrangements have been made for the shares to be admitted into CCASS.

No receipt will be issued for application monies paid. The Company will not issue temporary documents of title.

The share certificates issued in respect of the Placing Shares will be deposited into CCASS on Monday, 30 May 2011 for credit to the respective CCASS participants' stock accounts or investor participants' stock accounts of the Underwriters, the placees or their agents (as the case may be). Prospective investors should note that the Placing is conditional upon, inter alia, the obligations of the Underwriters under the Underwriting Agreement becoming unconditional (including, if relevant, as a result of the waiver of any condition(s) by the Joint Lead Managers for themselves and on behalf of the Joint Sponsors and the Underwriters) and the Underwriting Agreement not being terminated in accordance with its terms or otherwise prior to 8:00 a.m. on the Listing Date. The Joint Lead Managers (for themselves and on behalf of the Joint Sponsors and the Underwriters) are entitled to terminate the Underwriting Agreement by notice in writing to the Company, upon the occurrence of any of the events set forth under the paragraph headed "Grounds for termination" in the section headed "Underwriting" in the Prospectus at any time prior to 8:00 a.m. (Hong Kong time) on the Listing Date. In the event that the Underwriting Agreement is terminated, the Placing will lapse and the subscription money will be refunded to the placees or the Underwriters without interest and the Stock Exchange will be notified immediately. Notice of the lapse of the Placing will be published by the Company on the GEM website (www.hkgem.com) and the Company's website (www.gca.com.hk) on the next Business Day following the date of such lapse.

COMMENCEMENT OF DEALINGS

Dealings in the Shares on GEM are expected to commence at 9:00 a.m. on Tuesday, 31 May 2011. If there is any change to the expected timetable, an announcement will be published immediately by the Company on the GEM website (www.hkgem.com) and the Company's website (www.gca.com.hk). The Shares will be traded in board lot of 5,000 Shares. The GEM stock code for the Shares is 8193.

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

Hong Kong, 30 May 2011

As at the date of this announcement, the executive Directors are Mr. Ip Kwok Kwong (Managing Director) and Mr. Leung Siu Hong and the independent non-executive Directors are Mr. Au-Yang Cheong Yan Peter (Chairman), Mr. Wan Kam To and Mr. Wu Chi Keung.

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, (i) the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive and (ii) there are no other matters the omission of which would make any statement in this announcement misleading.

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