

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market (GEM)

#### Company Information Sheet

The Stock Exchange of Hong Kong Limited takes no responsibility for the contents of this information sheet, makes no representation as to its accuracy or completeness and expressly disclaims any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this information sheet.

**Company name :** **GreaterChina Professional Services Limited**

**Stock code (ordinary shares): 8193**

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 1 December 2014.

#### **A. General**

Place of incorporation : The Cayman Islands  
Date of initial listing on GEM : 31 May 2011  
Name of Sponsor(s) : Grand Vinco Capital Limited

Names of directors :

*(please distinguish the status of the directors - Executive Directors*

*Executive, Non-Executive or Independent* Mr. Ip Kwok Kwong

*Non-Executive):* Mr. Yip Chung Wai, David

*Non-executive Director*

Mr. Wu Di

*Independent non-executive Directors*

Mr. Tso Ping Cheong, Brian

Ms. Ng See Wai, Rowena

Mr. So Chung Shing

Name(s) of substantial shareholder(s)  
(as such term is defined in rule 1.01 of the  
GEM Listing Rules) and their respective  
interests in the ordinary shares and other  
securities of the Company:

Brilliant One Holdings Limited (Note 1) (36.23%)  
GCA Professional Services Group Limited (formerly known as  
Genius Ideas International Ltd.) (Notes 1 & 2) (36.23%)  
Smart Pick Investments Limited (Notes 2 & 3) (36.23%)  
GC Holdings Limited (Notes 3 & 4) (36.23%)  
Mr. Ip Kwok Kwong (Note 5) (36.23%)

Notes:

1. Brilliant One Holdings Limited is wholly owned by GCA Professional Services Group Limited (formerly known as Genius Ideas International Ltd.).
2. GCA Professional Services Group Limited is owned as to 51% by Smart Pick Investments Limited and 49% by Easy Gain Development Limited.
3. Smart Pick Investments Limited is owned as to 89.61% by GC Holdings Limited and 10.39% by Easy Gain Development Limited.
4. GC Holdings Limited is wholly and beneficially owned by Mr. Ip Kwok Kwong.
5. 310,850,000 shares are held by Brilliant One Holdings Limited. Brilliant One Holdings Limited is wholly owned by GCA Professional Services Group Limited. GCA Professional Services Group Limited is owned as to 51% by Smart Pick Investments Limited. Smart Pick Investments Limited is owned as to 89.61% by GC Holdings Limited. GC Holdings Limited is wholly and beneficially owned by Mr. Ip Kwok Kwong.

Name(s) of company(ies) listed on GEM  
or the Main Board of the Stock Exchange  
within the same group as the Company : N/A

Financial year end date : 31 March

Registered address : Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

Head office and principal  
place of business : Room 2703, 27th Floor  
Shui On Centre  
6-8 Harbour Road  
Wanchai  
Hong Kong

Web-site address (if applicable) : [www.gca.com.hk](http://www.gca.com.hk)

Share registrar : Principal share registrar:  
Codan Trust Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman, KY1-1111  
Cayman Islands

Hong Kong branch share registrar:  
Tricor Investor Services Limited  
Level 22, Hopewell Centre  
183 Queen's Road East  
Hong Kong

Auditors : RSM Nelson Wheeler  
Certified Public Accountants  
29th Floor  
Caroline Centre  
Lee Gardens Two  
28 Yun Ping Road  
Hong Kong

***B. Business activities***

The Group provides integrated professional services to public and private companies and individual investors mainly in Hong Kong and the PRC, which services can be broadly categorised into two sectors, being (i) asset advisory services and asset appraisal and (ii) corporate services and consultancy.

***C. Ordinary shares***

Number of ordinary shares in issue : 857,968,600

Par value of ordinary shares in issue : HK\$0.01

Board lot size (in number of shares) : 15,000

Name of other stock exchange(s) on which  
ordinary shares are also listed : N/A

**D. Warrants**

Stock code	: N/A
Board lot size	: N/A
Expiry date	: N/A
Exercise price	: N/A
Conversion ratio <i>(Not applicable if the warrant is denominated in dollar value of conversion right)</i>	: N/A
No. of warrants outstanding	: N/A
No. of shares falling to be issued upon the exercise of outstanding warrants	: N/A

**E. Other securities**

Details of any other securities in issue.

9,850,000 options to subscribe for a total of 9,850,000 ordinary shares of HK\$0.01 each in the share capital of the Company (the “Shares”) were granted at an exercise price of HK\$0.20 per share with validity period till 17 May 2021. Pursuant to the terms of the share option scheme, the exercise price of the outstanding share options and the number of shares to be allotted and issued have been adjusted with effect from 28 August 2014 upon the open offer completed by the Company on 25 August 2014. As at the date of this form, the share options to subscribe for up to an aggregate of 1,832,700 (adjusted) Shares at an exercise price of HK\$0.1626 (adjusted) remain outstanding.

If there are any debt securities in issue that are guaranteed, please indicate name of guarantor.

N/A

## Responsibility statement

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

Ip Kwok Kwong  
*Executive Director*

Yip Chung Wai, David  
*Executive Director*

Wu Di  
*Non-executive Director*

Tso Ping Cheong, Brian  
*Independent non-executive Director*

Ng See Wai, Rowena  
*Independent non-executive Director*

So Chung Shing  
*Independent non-executive Director*

## NOTES

- 1 This information sheet must be signed by or pursuant to a power of attorney for and on behalf of each of the Directors of the Company.*
- 2 Pursuant to rule 17.52 of the GEM Listing Rules, the Company must submit to the Exchange (in the electronic format specified by the Exchange from time to time) for publication on the GEM website a revised information sheet, together with a hard copy duly signed by or on behalf of each of the Directors, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.*
- 3 Please send a copy of this form by facsimile transaction to Hong Kong Securities Clearing Company Limited (on 2815-9353) or such other number as may be prescribed from time to time at the same time as the original is submitted to the Exchange.*