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If you have sold or transferred all your shares in GreaterChina Professional Services Limited, you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

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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)

GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES, RE-ELECTION OF RETIRING DIRECTORS, REFRESHMENT OF SCHEME MANDATE LIMIT AND NOTICE OF ANNUAL GENERAL MEETING

Capitalised terms used in the lower portion of this cover page and the inside cover page of this circular shall have the same respective meanings as those defined in the section headed “Definitions” of this circular.

A notice convening the AGM to be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 26 September 2016 at 10:00 a.m. is set out on pages 16 to 21 of this circular.

If you are not able to attend and vote at the AGM, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the office of the Company’s Hong Kong branch share registrar, 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 later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or its adjournment should you so wish and in such event, the instrument appointing the proxy shall be deemed to be revoked.

This circular with a form of proxy will remain on the “Latest Company Announcements” page of the GEM website at 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>.

* For identification purpose only

CHARACTERISTICS OF THE GEM

The 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 the GEM mean that it is a market more suited to professional and other sophisticated investors.

Given the emerging nature of companies listed on the GEM, there is a risk that securities traded on the 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 the GEM.

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DEFINITIONS

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

“2015 AGM”	the annual general meeting of the Company held on 2 September 2015
“AGM”	the annual general meeting of the Company to be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 26 September 2016 at 10:00 a.m. or its adjournment
“AGM Notice”	the notice convening the AGM set out on pages 16 to 21 of this circular
“Articles”	the articles of association of the Company, as amended, supplemented or otherwise modified from time to time
“Board”	the board of Directors
“close associate(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Companies Law”	the Companies Law, Chapter 22 (Law 3 of 1961, as consolidated and revised) of the Cayman Islands as amended, supplemented or otherwise modified from time to time
“Company”	GreaterChina Professional Services Limited, a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the GEM
“controlling shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“core connected person(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Director(s)”	the director(s) of the Company
“Eligible Participant(s)”	any full-time or part-time employees of the Company or its subsidiaries (including any executive, independent non-executive directors of the Company and/or any of its subsidiaries), adviser, consultant, service provider, agent, customer, partner or joint-venture partner to the Group who, in the absolute discretion of the Board, have contributed or may contribute to the Group, are eligible for Options under the Share Option Scheme
“GEM”	the Growth Enterprise Market of the Stock Exchange

DEFINITIONS

“GEM Listing Rules”	the Rules Governing the Listing of Securities on the GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and deal with the Shares as set out in resolutions 4(A) of the AGM Notice
“Latest Practicable Date”	19 August 2016, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“Nomination Committee”	the nomination committee of the Board
“Options”	the options granted under the Share Option Scheme to subscribe for Shares in accordance with the Share Option Scheme
“PRC”	the People’s Republic of China and for the purpose of this circular, excluding Hong Kong, the Macau Special Administrative Region and Taiwan
“Remuneration Committee”	the remuneration committee of the Board
“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase the Shares as set out in resolution 4(B) of the AGM Notice
“Scheme Mandate Limit”	the maximum number of Shares which may be allotted and issued upon the exercise of all Options which initially shall not in aggregate exceed 10% of the Shares in issue as at the date of adoption of the Share Option Scheme and thereafter, if refreshed shall not exceed 10% of the Shares in issue as at the date of approval of the refreshed limit by the Shareholders
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time

DEFINITIONS

“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Share Option Scheme”	the share option scheme adopted by the Company on 18 May 2011
“Shareholder(s)”	registered holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	having the meaning ascribed thereto under the GEM Listing Rules
“substantial shareholder(s)”	having the meaning ascribed thereto under the GEM Listing Rules
“Takeovers Code”	the Code on Takeovers and Mergers as amended, supplemented or otherwise modified from time to time and administered by the Securities and Futures Commission in Hong Kong
“Year 2016”	the year ended 31 March 2016
“%”	per cent.

LETTER FROM THE BOARD

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 Directors:

Mr. Ip Kwok Kwong (*Managing Director*)
Mr. Yip Chung Wai, David
Mr. Wu Di

Registered Office:

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

Non-executive Director:

Ms. Ma Lin

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

Room 2703, 27th Floor
Shui On Centre
6-8 Harbour Road
Wanchai
Hong Kong

Independent non-executive Directors:

Mr. Tso Ping Cheong, Brian (*Chairman*)
Mr. Chu Siu Lun, Ivan
Mr. So Chung Shing

25 August 2016

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
REFRESHMENT OF SCHEME MANDATE LIMIT
AND
NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

The purpose of this circular is to provide you with (a) the AGM Notice and (b) information in respect of the resolutions to be proposed at the AGM for the Repurchase Mandate, the Issue Mandate (including the extension of the Issue Mandate), the re-election of retiring Directors and the refreshment of the Scheme Mandate Limit.

ISSUE MANDATE

Given that the general mandate granted to the Directors to issue Shares pursuant to an ordinary resolution passed by the Shareholders at the 2015 AGM will lapse at the conclusion of the AGM, the ordinary resolutions will be proposed at the AGM in relation to the Issue Mandate and authorisation of the extension of the Issue Mandate to allot, issue and deal with the Shares repurchased by the Company under the Repurchase Mandate, details of which are set out in ordinary resolutions 4(A) and 4(C) of the AGM Notice. The Shares which may be allotted and issued pursuant to the Issue Mandate is limited to a maximum of 20% of the

* *For identification purpose only*

LETTER FROM THE BOARD

aggregate number of Shares in issue at the date of passing of the proposed resolution of the Issue Mandate at the AGM. On the basis that 4,857,968,600 Shares were in issue as at the Latest Practicable Date and no further Shares are issued and no Shares are repurchased and cancelled prior to the AGM, exercise in full of the Issue Mandate (without being extended by the number of Shares (if any) repurchased by the Company under the Repurchase Mandate) could result in up to 971,593,720 Shares being allotted and issued by the Company.

The Issue Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

Subject to and conditional on the passing of the ordinary resolutions in relation to the Issue Mandate and the Repurchase Mandate, an ordinary resolution will be proposed at the AGM to extend the Issue Mandate by adding to the Issue Mandate those Shares repurchased by the Company under the Repurchase Mandate provided that such extended amount shall not exceed 10% of the aggregate number of the Shares in issue on the date of passing of the resolution in relation to the Issue Mandate.

REPURCHASE MANDATE

Given that the general mandate granted to the Directors to repurchase Shares pursuant to an ordinary resolution passed by the Shareholders at the 2015 AGM will lapse at the conclusion of the AGM, an ordinary resolution will be proposed at the AGM in relation to the Repurchase Mandate, details of which are set out in ordinary resolution 4(B) of the AGM Notice. The Shares which may be repurchased pursuant to the Repurchase Mandate is limited to a maximum of 10% of the aggregate number of the Shares in issue at the date of passing of the proposed resolution of the Repurchase Mandate at the AGM. The Repurchase Mandate will remain in effect until the earliest of (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; and (iii) the passing of an ordinary resolution by the Shareholders in general meeting of the Company revoking or varying the authority given to the Directors.

An explanatory statement containing information regarding the Repurchase Mandate is set out in Appendix I to this circular.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprised Mr. Ip Kwok Kwong (“Mr. Ip”), Mr. Yip Chung Wai, David (“Mr. David Yip”) and Mr. Wu Di as executive Directors; Ms. Ma Lin as non-executive Director; Mr. Tso Ping Cheong, Brian, Mr. Chu Siu Lun, Ivan and Mr. So Chung Shing (“Mr. So”) as independent non-executive Directors.

Pursuant to articles 84(1) and (2) of the Articles, Mr. Ip, Mr. David Yip and Mr. So shall retire from office as Directors by rotation at the AGM and being eligible, offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

The Nomination Committee has assessed and reviewed each of the independent non-executive Directors' annual written confirmation of independence based on the independence criteria as set out in Rule 5.09 to the GEM Listing Rules and confirmed that all independent non-executive Directors, including Mr. So remain independent. Upon the nomination of the Nomination Committee, the Board has recommended Mr. Ip, Mr. David Yip and Mr. So to stand for re-election as Directors at the AGM. For good corporate governance, each of the retiring Directors abstained from voting at the relevant Board meeting on the respective propositions of their recommendations for re-election by the Shareholders.

Particulars of the Directors who offer themselves for re-election (the "Retiring Directors") are set out in Appendix II to this circular.

REFRESHMENT OF SCHEME MANDATE LIMIT

The Company conditionally adopted the Share Option Scheme on 18 May 2011 (the "Adoption Date"), whereby the Board was authorised to grant Options to Eligible Participants. The purpose of the Share Option Scheme is to enable the Company to grant Options to Eligible Participants as incentives or rewards for their contribution to the Group.

Under the Share Option Scheme, the Scheme Mandate Limit was set at 10% of the Shares in issue as at the Adoption Date in compliance with the GEM Listing Rules. Subject to Shareholders' approval in general meeting, the Company may refresh the Scheme Mandate Limit provided that the total number of Shares available for issue under Options which may be granted under the Share Option Scheme and any other schemes of the Group in these circumstances must not exceed 10% of the issued share capital of the Company as at the date of passing of the relevant resolution.

Since the Adoption Date and up to the Latest Practicable Date, there has been no refreshment of the Scheme Mandate Limit. The existing Scheme Mandate Limit under the Share Option Scheme, being 10% of the Shares in issue on the Adoption Date, enables the Directors to grant Options to Eligible Participants to subscribe for up to 50,000,000 Shares.

As at the Latest Practicable Date, Options carrying rights to subscribe for a total of 36,420,000 Shares were granted in accordance with the terms of the Share Option Scheme since its adoption, of which, 5,648,600 Options were exercised, 3,061,400 Options were lapsed and 28,255,100 Options (after adjusted by the effect of open offer as announced by the Company on 27 August 2014) remained outstanding, representing approximately 0.58% of the Shares in issue as at the Latest Practicable Date.

During the period from the Adoption Date to the Latest Practicable Date, 252,320,000 offer Shares, 100,000,000 consideration Shares, 2,600,000,000 placing Shares and 1,400,000,000 subscription Shares were allotted and issued, details of which were announced by the Company on 25 August 2014, 28 August 2014 and 15 October 2015 respectively, which together with the Shares allotted and issued pursuant to exercise of share options under the Share Option Scheme, resulted the number of issued Shares increased significantly from 500,000,000 Shares as at the Adoption Date to 4,857,968,600 Shares as at the Latest Practicable Date. As a result, assuming no further issue or repurchase of Shares prior to the AGM, upon the refreshment of the Scheme Mandate Limit by the Shareholders at the AGM,

LETTER FROM THE BOARD

the Company may grant Options entitling holders thereof to subscribe for up to a maximum number of 485,796,860 Shares, representing approximately 10% of the issued share capital of the Company as at the date of the AGM. No Options may be granted if this will result in the number of Shares which may be issued upon exercise of all Options granted and yet to be exercised under the Share Option Scheme and any other share option scheme of the Company exceeds 30% of the Shares in issue from time to time.

The proposed refreshment of the Scheme Mandate Limit is conditional upon:

- (i) the passing of an ordinary resolution by the Shareholders at the AGM to approve the refreshment of the Scheme Mandate Limit; and
- (ii) the GEM listing committee of the Stock Exchange granting the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any Option that may be granted under the Scheme Mandate Limit as refreshed.

Application will be made to the GEM listing committee of the Stock Exchange for the granting of the listing of, and permission to deal in, the Shares which may be issued upon the exercise of any Option granted under the Scheme Mandate Limit as refreshed.

The Directors consider that the refreshment of the Scheme Mandate Limit is in the interests of the Company and the Shareholders as a whole as it enables the Company to reward and motivate its employees and other selected Eligible Participants under the Share Option Scheme. The refreshment of the Scheme Mandate Limit is in line with the purpose of the Share Option Scheme.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 16 to 21 of this circular. At the AGM, ordinary resolutions in respect of, among others, the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate, the re-election of retiring Directors and the refreshment of the Scheme Mandate Limit will be proposed.

A form of proxy for use in connection with the AGM is enclosed with this circular. In order to be valid, the form of proxy must be completed and signed in accordance with the instructions printed thereon and deposited at the Company's Hong Kong branch share registrar, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, together with a power of attorney or other authority, if any, under which it is signed or a certified copy of such power or authority, not later than 48 hours before the time appointed for holding the AGM or its adjournment. Completion and return of the form of proxy will not preclude any Shareholder from attending and voting in person at the AGM or its adjournment should he/she/it so wish. In that event, the form of proxy shall be deemed to be revoked.

Pursuant to Rule 17.47(4) of the GEM Listing Rules, any vote of the Shareholders at a general meeting must be taken by poll. Therefore, all resolutions as set out in the AGM Notice to be proposed at the AGM shall be voted by poll. An announcement on the results of the vote by poll will be made by the Company after the AGM in the manner prescribed under Rule 17.47(5) of the GEM Listing Rules.

LETTER FROM THE BOARD

RECOMMENDATION

The Directors believe that the ordinary resolutions in relation to the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate, the re-election of the Retiring Directors and the refreshment of the Scheme Mandate Limit are in the interests of the Company and the Shareholders as a whole and therefore recommend the Shareholders to vote in favour of all the relevant resolutions to be proposed at the AGM as set out in the AGM Notice on pages 16 to 21 of this circular.

RESPONSIBILITY STATEMENT

This circular, 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, the information contained in this circular 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 circular misleading.

Yours faithfully,
By order of the Board
GreaterChina Professional Services Limited
Ip Kwok Kwong
Executive Director and Managing Director

This appendix serves as an explanatory statement, as required by Rule 13.08 of the GEM Listing Rules, to be sent to the Shareholders to enable them to make an informed decision on whether to vote for or against the ordinary resolution in relation to the Repurchase Mandate.

1. SHARE CAPITAL

As at the Latest Practicable Date, the issued share capital of the Company comprised 4,857,968,600 Shares.

Subject to the passing of the ordinary resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued and no Shares are repurchased and cancelled after the Latest Practicable Date and up to the date of the AGM, the Directors would be authorised to repurchase up to a maximum of 485,796,860 Shares, representing 10% of the issued Shares as at the AGM date up to (i) the conclusion of the next annual general meeting of the Company; (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of the Cayman Islands; or (iii) the revocation or variation of the Repurchase Mandate by an ordinary resolution of the Shareholders in a general meeting of the Company, whichever occurs first.

2. REASONS FOR REPURCHASE

The Directors consider that the Repurchase Mandate is in the interests of the Company and the Shareholders to have a general authority from the Shareholders to enable the Directors to repurchase Shares on the market. An exercise of the Repurchase Mandate may, depending on the market conditions and funding arrangements at the time, lead to an enhancement of the net assets value per Share and/or the earnings per Share and will only be made when the Directors believe that such repurchase will benefit the Company and the Shareholders as a whole.

3. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Cayman Islands laws and the memorandum of association of the Company, the Articles and the GEM Listing Rules for such purpose.

4. IMPACT ON WORKING CAPITAL OR GEARING LEVEL

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital or gearing position of the Company compared with that as at 31 March 2016, being the date of its latest published audited consolidated financial statements. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. DIRECTORS AND THEIR CLOSE ASSOCIATES

To the best knowledge of the Directors having made all reasonable enquiries, none of the Directors nor their respective close associates have any present intention to sell to the Company or its subsidiaries any of the Shares in the event that the Repurchase Mandate is approved by the Shareholders.

6. DIRECTORS' UNDERTAKING

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the GEM Listing Rules, the Articles and the applicable laws of the Cayman Islands.

7. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. As a result, a Shareholder, or a group of Shareholders acting in concert (as defined in the Takeovers Code), depending on the level of increase of the shareholding, could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

If the Repurchase Mandate were exercised in full, the shareholding percentage of the substantial shareholders of the Company (based on the number of Shares they held as at the Latest Practicable Date) before and after such repurchase would be as follows:

Name of Shareholders	Number of Shares held	Approximate percentage of existing shareholding	Approximate percentage of shareholding if the Repurchase Mandate is exercised in full
Laberie Holdings Limited ("Laberie") (Note)	1,400,000,000	28.82%	32.02%
SEEC Media Group Limited ("SEEC Media") (Note)	1,400,000,000	28.82%	32.02%
中歐盛世資產管理(上海)有限公司	530,995,000	10.93%	12.14%

Note: Laberie was wholly owned by SEEC Media. By virtue of the SFO, SEEC Media is listed on the main board of the Stock Exchange and is deemed to be interested in all the Shares held by Laberie.

In the event that the Repurchase Mandate is exercised in full, the shareholding interest in the Company of Laberie and the deemed shareholdings interest in the Company of SEEC Media will increase to approximately the respective percentages shown in the last column of the table on page 10. Hence, each of Laberie and SEEC Media would be required under Rules 26 and 32 of the Takeovers Code to make a mandatory offer in respect of all the remaining issued Shares not owned by them as they will be regarded as having acquired 30% or more of the voting rights of the Company.

As at the Latest Practicable Date, the Directors had no intention to exercise any of the Repurchase Mandate to such an extent as would give rise to the above offer under the Takeovers Code. Save as aforesaid, the Directors are not aware of any consequences of repurchases which may result in the number of Shares in the hands of public falling below the minimum prescribed percentage of 25% as required by the GEM Listing Rules.

8. SHARES REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on GEM or otherwise) during the six months immediately prior to the Latest Practicable Date.

9. REPURCHASE OF SECURITIES FROM CONNECTED PARTIES

The GEM Listing Rules prohibit a company from knowingly purchasing securities on the Stock Exchange from a “core connected person”, that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates and a core connected person is prohibited from knowingly selling his/her/its securities to the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is approved by the Shareholders at the AGM.

10. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on the GEM during each of the previous twelve months before the Latest Practicable Date were as follows:

	Share Prices	
	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2015		
August	0.485	0.330
September	0.570	0.345
October	0.810	0.465
November	0.920	0.680
December	0.810	0.710
2016		
January	0.780	0.650
February	0.960	0.680
March	0.850	0.580
April	0.700	0.490
May	0.630	0.520
June	0.990	0.465
July	0.790	0.355
August (up to and including the Latest Practicable Date)	0.840	0.600

The following are the particulars of the Directors proposed to be re-elected at the AGM:

(1) Mr. Ip Kwok Kwong (“Mr. Ip”)

Mr. Ip, aged 55, is one of the founding directors of the Group and was appointed as an executive Director and the managing Director in December 2010. He is the compliance officer and an authorised representative of the Company. He is also a member of each of the Remuneration Committee and the Nomination Committee, and a director of certain subsidiaries of the Company. Mr. Ip is responsible for overall management and development including frontline co-ordination with clients, organisations as well as formulation of development strategy of the Group. Professionally, Mr. Ip is a Chartered Valuation Surveyor, a Registered Professional Surveyor (General Practice) under the Surveyors Registration Ordinance of Hong Kong and a Registered Business Valuer of the Hong Kong Business Valuation Forum. Mr. Ip was appointed as a committee member of the People’s Political Consultative Conference of Harbin, the PRC in the second half of 2011 after having received the Outstanding Entrepreneurship Award from the Enterprise Asia, a non-governmental organisation for entrepreneurship, in mid-2011. He is now a vice president of Asia Pacific Professional Managers Association.

Mr. Ip has entered into a service contract with the Company in May 2011 for a period of 3 years, and shall continue thereafter until terminated by not less than 3 months’ notice in writing served by either party on the other, subject to termination in certain circumstances as stipulated in the service contract. The term of office is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. He is presently entitled to a basic annual salary of HK\$3,540,000 as the executive Director and a year end bonus. Such emolument will be determined annually by the Remuneration Committee by reference to his relevant experience, responsibilities, the time devoted to the Group and the prevailing market conditions. His emolument for the Year 2016 was approximately HK\$4,172,000.

Save as disclosed above, Mr. Ip has not held other directorship in any public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. Ip was interested in 310,850,000 Shares, representing approximately 6.40% of the total issued share capital of the Company. The 310,850,000 Shares are owned as to approximately 6.40% by Brilliant One Holdings Limited, which is wholly owned by GCA Professional Services Group Limited (“GCA Professional”). GCA Professional is owned as to 51% by Smart Pick Investments Limited (“Smart Pick”). Smart Pick is owned as to 89.61% by GC Holdings Limited (“GC Holdings”). GC Holdings was wholly owned by Mr. Ip.

Save as disclosed above, there are no other matters relating to the re-election of Mr. Ip as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

(2) Mr. Yip Chung Wai, David (“Mr. David Yip”)

Mr. David Yip, aged 52, was appointed as an independent non-executive Director on 2 July 2014 and redesignated as an executive Director on 20 November 2014. He is a member of each of the Remuneration Committee and the Nomination Committee, and a director of certain subsidiaries of the Company. Mr. David Yip obtained a master’s degree in business administration from the University of Hull in the United Kingdom. During the past 20 years, Mr. David Yip has worked for different sizable financial groups and corporations in Hong Kong with senior positions. He 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. From September 2009 to October 2013, Mr. David Yip was an executive director and the chief executive officer of China Billion Resources Limited (Stock code: 274), the shares of which are listed on the main board of the Stock Exchange. From July to November 2014, he was an executive director of Legend Strategy International Holdings Group Company Limited (Stock code: 1355), the shares of which are listed on the main board of the Stock Exchange. From June 2015 to June 2016, he was an executive director of Sandmartin International Holdings Limited (Stock code: 482), the shares of which are listed on the main board of the Stock Exchange.

Mr. David Yip has entered into a service contract with the Company for a term of three years commencing on 20 November 2014, subject to termination in certain circumstances as stipulated in the service contract. The term of office is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. Mr. David Yip is entitled to an annual fee of HK\$300,000 per annum. Such emolument will be determined annually by the Remuneration Committee by reference to his relevant experience, responsibilities, the time devoted to the Group and the prevailing market conditions. His emolument for the Year 2016 was approximately HK\$315,000.

Save as disclosed above, Mr. David Yip has not held other directorship in any public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group and does not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

As at the Latest Practicable Date, Mr. David Yip held share options to subscribe for a total of 8,575,000 Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters relating to the re-election of Mr. David Yip as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

(3) Mr. So Chung Shing (“Mr. So”)

Mr. So, aged 39, was appointed as an independent non-executive Director on 20 November 2014. He is the chairman of the Nomination Committee and a member of each of the audit committee of the Board and the Remuneration Committee. Mr. So graduated from Lingnan University, Hong Kong with a bachelor of business administration majoring in risk management and insurance. He then obtained a graduate certificate of Technology Management from the University of Queensland in Australia. Mr. So has over 16 years of experience in technology development, finance and manufacturing and held executive positions at several international, large-scale enterprises and listed companies. From February 2011 to February 2013, Mr. So was an executive director of Suncorp Technologies Limited (Stock code: 1063), the shares of which are listed on the main board of the Stock Exchange. From September 2014 to February 2015, he was an independent non-executive director of Kong Shum Union Property Management (Holding) Limited (Stock code: 8181), the share of which are listed on the GEM.

Mr. So has entered into a letter of appointment with the Company for a term of three years commencing on 20 November 2014, subject to termination in certain circumstances as stipulated in the letter of appointment. The term of office is also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the Articles. He is presently entitled to a director’s fee of HK\$90,000 per annum. Such emolument will be determined annually by the Remuneration Committee by reference to his relevant experience, responsibilities, the time devoted to the Group and the prevailing market conditions. His emolument for the Year 2016 was approximately HK\$90,000.

Save as disclosed above, Mr. So has not held other directorship in any public company, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years and does not hold any other position within the Group.

As at the Latest Practicable Date, Mr. So did not have any interests or short position in shares, underlying shares and debentures of the Company or any of its associated corporations within the meaning of Part XV of the SFO and did not have any relationship with any directors, senior management, substantial shareholders or controlling shareholders of the Company.

Save as disclosed above, there are no other matters relating to the re-election of Mr. So as a Director that need to be brought to the attention of the Shareholders and there is no other information that should be disclosed pursuant to any of the requirements under Rule 17.50(2)(h) to (v) of the GEM Listing Rules.

NOTICE OF ANNUAL GENERAL MEETING

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 ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an annual general meeting of GreaterChina Professional Services Limited (the “Company” and the “AGM”, respectively) will be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Monday, 26 September 2016 at 10:00 a.m. for the following purposes:

1. To consider and adopt the audited consolidated financial statements of the Company for the year ended 31 March 2016 and the respective reports of the directors (the “Directors”) and the independent auditor (the “Independent Auditor”) of the Company thereon.
2. (A) To re-elect Mr. Ip Kwok Kwong as an executive Director;
(B) To re-elect Mr. Yip Chung Wai, David as an executive Director;
(C) To re-elect Mr. So Chung Shing as an independent non-executive Director; and
(D) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 March 2017.
3. To re-appoint ZHONGHUI ANDA CPA Limited (“ZHONGHUI ANDA”) as the Independent Auditor to hold office until the conclusion of the next annual general meeting and authorise the Board to fix its remuneration.
4. (A) **“THAT:**
 - (a) subject to paragraph (c) of this Resolution below, pursuant to the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares in the share capital of the Company (the “Shares”) or securities convertible into the Shares, or options or warrants for similar rights to subscribe for any Shares and to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers be and the same is hereby generally and unconditionally approved;

* *For identification purpose only*

NOTICE OF ANNUAL GENERAL MEETING

- (b) the approval in paragraph (a) of this Resolution above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options (including bonds, warrants and debentures convertible into or exchangeable for Shares) which might require the exercise of such powers during or after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) of this Resolution above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the share option scheme or similar arrangements of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company (the “Articles of Association”) in force from time to time; or (iv) and issue of Shares upon the exercise of rights of subscription, conversion or exchange under the terms of any warrants of the Company or any securities which are convertible into or exchange for Shares, shall not exceed the aggregate of:

- (aa) 20% of the aggregate number of the issued Shares as at the date of the passing of this Resolution; and

- (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company (the “Shareholders”)) the aggregate number of any Shares repurchased by the Company subsequent to the passing of this Resolution (up to a maximum equivalent to 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution),

and the authority pursuant to paragraph (a) of this Resolution above shall be limited accordingly; and

- (d) for the purposes of this Resolution:

“**Relevant Period**” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “AGM”);
 - (ii) the expiration of the period within which the next AGM is required to be held by the Articles of Association, the Companies Law, Cap 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands or any applicable laws of the Cayman Islands; and

NOTICE OF ANNUAL GENERAL MEETING

- (iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the Shareholders in general meeting.

“**Rights Issue**” means an offer of Shares, or offer or issue of warrants, options or other securities giving the rights to subscribe for Shares open for a period fixed by the Directors to the holders of Shares on the register on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange applicable to Hong Kong).”

(B) **“THAT:**

- (a) subject to paragraph (b) of this Resolution below, the exercise by the directors of the Company (the “Directors”) during the Relevant Period (as defined below) of all powers of the Company to purchase the shares in the share capital of the Company (the “Shares”) on The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong (the “Commission”) and the Stock Exchange under the Hong Kong Code on Share Buy-backs issued by the Commission for such purpose, and otherwise in accordance with the rules and regulations of the Commission, the Stock Exchange, the Companies Law, Cap. 22 (Law 3 of 1961, as consolidated or revised) of the Cayman Islands (the “Companies Law”) and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;
- (b) the aggregate number of Shares which may be repurchased by the Company pursuant to the approval in paragraph (a) of the Resolution above during the Relevant Period (as defined below) shall not exceed 10% of the aggregate number of the issued Shares as at the date of the passing of this Resolution and the authority pursuant to paragraph (a) of this Resolution shall be limited accordingly; and

NOTICE OF ANNUAL GENERAL MEETING

(c) for the purposes of this Resolution:

“Relevant Period” means the period from the date of the passing of this Resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company (the “AGM”);
- (ii) the expiration of the period within which the next AGM is required to be held by the articles of association of the Company, the Companies Law, or any applicable laws of the Cayman Islands; and
- (iii) the revocation or variation of the authority given to the Directors under this Resolution by an ordinary resolution of the shareholders of the Company in general meeting.”

(C) “**THAT** subject to the passing of resolutions numbered 4(A) and 4(B) as set out in the notice convening the annual general meeting of the Company of which this Resolution forms part (the “Notice”), the general mandate referred to in the Resolution numbered 4(A) as set out in the Notice be extended by the addition to the aggregate number of shares of the Company (the “Shares”) which may be allotted and issued or agreed to be allotted and issued by the directors of the Company pursuant to such general mandate of an amount representing the aggregate number of Shares repurchased by the Company pursuant to the mandate referred to in Resolution numbered 4(B) as set out in the Notice, provided that such amount shall not exceed 10% of the aggregate number of issued Shares as at the date of passing of this Resolution.”

(D) “**THAT** the refreshment of the existing scheme mandate limit in respect of the granting of options to subscribe for Shares under the share option scheme conditionally adopted by the Company on 18 May 2011 (the “Share Option Scheme”) provided that the total number of Shares which may be allotted and issued upon exercise of the options to be granted under the Share Option Scheme and any other share option schemes of the Company (excluding options previously granted, unexercised, cancelled, lapsed or exercised in accordance with the Share Option Scheme and any other share option schemes of the Company) (where such options hereinafter collectively referred to as “Options”) shall not exceed 10% of the aggregate number of Shares in issue as at the date of passing this Resolution (the “Refreshed Limit”) and subject to the GEM listing committee of the Stock Exchange granting the listing of and

NOTICE OF ANNUAL GENERAL MEETING

permission to deal in the Shares to be issued pursuant to the exercise of the Options to be granted under the Refreshed Limit and in compliance with the GEM Listing Rules, the Directors be and are hereby authorised, at their absolute discretion, to grant Options and to allot and issue Shares pursuant to the exercise of any Options up to the Refreshed Limit.”

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

Hong Kong, 25 August 2016

*Head Office and Principal Place of Business
in Hong Kong:*
Room 2703, 27th Floor
Shui On Centre
6–8 Harbour Road
Wanchai
Hong Kong

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

Notes:

1. Any member of the Company (the “Member”) entitled to attend and vote at the AGM convened by the Notice or its adjourned meeting (as the case may be) is entitled to appoint one (or, if he/she/it holds two or more Shares, more than one) proxy to attend and, on a poll, vote on his/her/its behalf subject to the provisions of the Articles of Association. A proxy need not be a Member but must be present in person at the AGM to represent the Member. If more than one proxy is so appointed, the appointment shall specify the number of Shares in respect of which each such proxy is so appointed.
2. A form of proxy for use in connection with the AGM is enclosed. If you are not able to attend and vote at the AGM in person, you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjournment should he/she/it so wish.
3. 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 offices of the Company’s branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 48 hours before the time appointed for holding the AGM or its adjourned meeting. Completion and return of a form of proxy will not preclude a Member from attending in person and voting at the AGM or its adjournment should he/she/it so wish.
4. Where there are joint holders of any Share, any one of such joint holders may vote at the AGM, either in person or by proxy, in respect of such Share as if he/she/it was solely entitled thereto; but should more than one of such joint holders be present at the AGM in person or by proxy, that one of the said joint holders so present whose name stands first on the register of Members in respect of such Share(s) shall alone be entitled to vote in respect thereof.

NOTICE OF ANNUAL GENERAL MEETING

5. For determining Members' entitlement to attend and vote at the AGM, the register of Members will be closed from Thursday, 22 September 2016 to Monday, 26 September 2016 (both dates inclusive), during which period no transfer of Shares will be effected. In order to qualify for attending the forthcoming AGM, all transfer documents, accompanied by the relevant share certificates, must be lodged with the Company's branch share registrar in Hong Kong, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Wednesday, 21 September 2016.
6. In relation to the proposed Resolution number 3 above, the Board concurs with the views of the audit committee of the Company and has recommended that ZHONGHUI ANDA be re-appointed as the Independent Auditor.
7. In relation to the proposed Resolutions numbered 4(A) and 4(C) above, approval is being sought from the Members for the grant to the Directors of a general mandate to authorise the allotment and issue of Shares under the Rules Governing the Listing of Securities on the Growth Enterprise Market of the Stock Exchange (the "GEM Listing Rules"). The Directors have no immediate plans to issue any new Shares other than the Shares which may shall to be issue under the share option scheme of the Company.
8. In relation to the proposed Resolution numbered 4(B) above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they consider appropriate for the benefit of the Members. An explanatory statement containing the information necessary to enable the Members to make an informed decision to vote on the proposed resolution as required by the GEM Listing Rules is set out in Appendix I to the circular of the Company dated 25 August 2016.
9. In compliance with Rule 17.47(4) of the GEM Listing Rules, voting on all proposed resolutions set out in the Notice will be taken by a poll.
10.
 - (a) Subject to paragraph (b) below, 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 supplemental notice posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.
 - (b) If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled three hours before the time fixed for the holding of the AGM and where conditions permit, the AGM will be held as scheduled.
 - (c) The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force.
 - (d) 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.