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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)**

### **RESULTS OF THE OPEN OFFER**

#### **AND**

### **ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

#### **RESULTS OF THE OPEN OFFER**

The Board announces that the Open Offer has become unconditional at 4:00 p.m. on Monday, 25 August 2014.

As at 4:00 p.m. on Wednesday, 20 August 2014, being the Latest Acceptance Time, a total of 3 valid acceptances in respect of 80,020,000 Offer Shares for provisional allotment under the Open Offer have been received, representing approximately 31.7% of the total number of the Offer Shares available for subscription under the Open Offer. Based on the results of the Open Offer, the Open Offer was under-subscribed by 172,300,000 Offer Shares. In accordance with the Underwriting Agreement, the Subscribers have subscribed for all the Under-subscribed Offer Shares, representing approximately 68.3% of the total number of the Offer Shares available for subscription under the Open Offer and approximately 22.8% of the issued share capital of the Company of 756,960,000 Shares as enlarged by the 252,320,000 Offer Shares.

#### **ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

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 upon full exercise of the subscription rights attaching to the outstanding Share Options shall be adjusted immediately after completion of the Open Offer.

Reference is made to the prospectus of GreaterChina Professional Services Limited (the “**Company**”) dated 6 August 2014 (the “**Prospectus**”) in connection with the Open Offer. All capitalised terms used herein shall, unless otherwise defined, have the same meanings as those defined in the Prospectus.

\* for identification purpose only

## RESULTS OF THE OPEN OFFER

The Board announces that all of the conditions set out in the Underwriting Agreement have been fulfilled and the Underwriting Agreement has not been terminated in accordance with its terms. Accordingly, the Open Offer has become unconditional at 4:00 p.m. on Monday, 25 August 2014.

As at 4:00 p.m. on Wednesday, 20 August 2014, being the Latest Acceptance Time, a total of 3 valid acceptances in respect of 80,020,000 Offer Shares for provisional allotment under the Open Offer have been received, representing approximately 31.7% of the total number of the Offer Shares available for subscription under the Open Offer.

Based on the results of the Open Offer, the Open Offer was under-subscribed by 172,300,000 Offer Shares (the “**Under-subscribed Offer Shares**”). In accordance with the Underwriting Agreement, the subscribers procured by the Underwriter (the “**Subscribers**”) have subscribed for all the Under-subscribed Offer Shares, representing approximately 68.3% of the total number of the Offer Shares available for subscription under the Open Offer and approximately 22.8% of the issued share capital of the Company of 756,960,000 Shares as enlarged by the 252,320,000 Offer Shares. To the best of the Directors’ knowledge, information and belief, having made all reasonable enquires, the Subscribers are independent third parties and not acting in concert (within the meaning of the Code on Takeovers and Mergers of Hong Kong) with any connected person of the Group and their respective associates. None of the Subscribers has become substantial Shareholders immediately after completion of the Open Offer.

## EFFECT OF THE OPEN OFFER ON SHAREHOLDINGS IN THE COMPANY

The table below shows the effect of shareholding of the Company immediately prior to and after completion of the Open Offer:

	<b>Immediately prior to completion of the Open Offer</b>		<b>Immediately after completion of the Open Offer</b>	
	<i>Number of Shares</i>	<i>%</i>	<i>Number of Shares</i>	<i>%</i>
Mr. Ip Kwok Kwong ( <i>Note 1</i> )	305,850,000	60.61	310,850,000	41.07
Mr. Au-Yang Cheong Yan, Peter ( <i>Note 2</i> )	200,000	0.04	100,000	0.01
Mr. Wu Chi Keung ( <i>Note 2</i> )	200,000	0.04	300,000	0.04
The Subscribers	—	—	172,300,000	22.76
Other public Shareholders	<u>198,390,000</u>	<u>39.31</u>	<u>273,410,000</u>	<u>36.12</u>
Total	<u>504,640,000</u>	<u>100</u>	<u>756,960,000</u>	<u>100</u>

*Notes:*

- 310,850,000 Shares were held by Brilliant One Holdings Limited which was wholly-owned by GCA Professional, formerly known as Genius Ideas International Ltd. GCA Professional was owned as to 51% by Smart Pick. Smart Pick was owned as to 89.61% by GC Holdings Limited which was wholly-owned by Mr. Ip Kwok Kwong, an executive Director.
- Mr. Au-Yang Cheong Yan, Peter and Mr. Wu Chi Keung resigned as the independent non-executive Directors with effect from 2 July 2014.

## **DESPATCH OF SHARE CERTIFICATES FOR THE OFFER SHARES**

Share certificates for the fully-paid Offer Shares will be posted on or before Thursday, 28 August 2014 to those entitled thereto by ordinary post at their own risk.

Dealings in the fully-paid Offer Shares are expected to commence on the Stock Exchange at 9:00 a.m. on Friday, 29 August 2014.

## **CHANGE IN BOARD LOT SIZE AND ARRANGEMENT ON ODD LOT TRADING**

The proposed change of the board lot size for trading in the Shares on GEM from 5,000 Shares to 15,000 Shares will become effective from Friday, 29 August 2014.

In order to facilitate the trading of odd lots (if any) of the Shares arising from the Open Offer and the change in board lot size of the Shares, the Company has appointed Emperor Securities Limited as an agent to provide matching services to the Shareholders who wish to top up or sell their holdings of odd lots of the Shares during the period from Friday, 29 August 2014 to Friday, 19 September 2014 (both dates inclusive). Holders of Shares in odd lots represented by the existing share certificates for the Shares who wish to take advantage of this facility either to dispose of their odd lots of the Shares or to top up their odd lots to a full new board lot may directly or through their broker contact Mr. Eric Leung of Emperor Securities Limited at 23–24/F, Emperor Group Centre, 288 Hennessy Road, Wanchai, Hong Kong (telephone: (852) 2836 2652 and facsimile: (852) 2893 1540) during such period. Holders of Shares in odd lots should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. The Shareholders are recommended to consult their professional advisers if they are in doubt about the above facility.

## **ADJUSTMENTS TO THE OUTSTANDING SHARE OPTIONS**

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 upon full exercise of the subscription rights attaching to the outstanding Share Options shall be adjusted in the following manner as a result of the Open Offer:

	<b>Immediately prior to completion of the Open Offer</b>		<b>Immediately after completion of the Open Offer</b>	
	<b>Number of outstanding Share Options</b>	<b>Exercise price HK\$</b>	<b>Adjusted number of outstanding Share Options</b>	<b>Adjusted exercise price HK\$</b>
Share Option Scheme	2,370,000	0.20	2,914,459	0.16

The above adjustments in relation to the outstanding Share Options will be effective on Thursday, 28 August 2014. The auditor of the Company, RSM Nelson Wheeler, Certified Public Accountants, has reviewed and agreed with the adjustments to the outstanding Share Options granted under the Share Option Scheme.

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

Hong Kong, 27 August 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 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 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 in this announcement misleading.*

*This announcement will remain on the website of GEM 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).*