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)

SECOND FORM OF PROXY FOR THE ANNUAL GENERAL MEETING RESCHEDULED TO BE HELD ON 26 SEPTEMBER 2014

I/We [note 1] ____

of ____,

being the registered holder(s) of [note 2] ______________________ ordinary shares of HK$0.01 each in the capital of GreaterChina Professional Services Limited (the "**Company**"), HEREBY APPOINT [note 3] THE CHAIRMAN OF THE MEETING, or ____

of ____

as my/our proxy to attend for me/us and on my/our behalf at the annual general meeting of the Company (the "**AGM**") rescheduled to be held at 10:30 a.m. on Friday, 26 September 2014 at Room 2703, 27th Floor, Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong (and at its adjournment) for the purpose of considering and, if thought fit, passing the resolutions as set out in the notice convening the said meeting and at such meeting (or at its adjournment) to vote for me/us and in my/our name(s) in respect of the resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

	ORDINARY RESOLUTIONS	FOR [note 4]	AGAINST [note 4]
1.	To receive, consider and adopt the audited financial statements for the year ended 31 March 2014 together with the report of the directors and the independent auditor's report thereon.		
2.	(A) To re-elect Mr. Ip Kwok Kwong as executive director of the Company;		
	(B) To re-elect Ms. Ng See Wai, Rowena as independent non-executive director of the Company; and		
	(C) To authorize the board of directors of the Company to fix the directors' remuneration.		
3.	To re-appoint RSM Nelson Wheeler as auditor of the Company and to authorize the board of directors of the Company to fix their remuneration.		
4.	(A) To grant a general mandate to the directors of the Company to allot, issue or otherwise deal with additional shares not exceeding 20% of the issued share capital of the Company.		
	(B) To grant a general mandate to the directors of the Company to repurchase the Company's shares not exceeding 10% of the issued share capital of the Company.		
	(C) To extend the general mandate granted to the directors of the Company to issue shares by the number of shares repurchased.		
5.	(A) To re-elect Mr. Tso Ping Cheong, Brian as independent non-executive director of the Company; and		
	(B) To re-elect Mr. Yip Chung Wai, David as independent non-executive director of the Company.		

Date: ______________________ 2014 Signature(s) [note 5]: ______________________

* *For identification purpose only*

Important: Since the form of proxy enclosed with the Company's circular and notice of the AGM dated 30 June 2014 (the "First Proxy Form") does not contain the additional resolutions No.5(A) and 5(B) as set out in the supplemental notice of the AGM, this form of proxy (the "Second Proxy Form") has been prepared and is enclosed with this supplemental notice. The Second Proxy Form is also published on the respective websites of The Stock Exchange of Hong Kong Limited (www.hkexnews.hk) and the Company (www.gca.com.hk).

Shareholders who intend to appoint a proxy to attend the AGM but yet to lodge the First Proxy Form with the Company's branch share registrar and transfer office in Hong Kong, Tricor Investor Services Limited, should complete the Second Proxy Form in accordance with the instructions printed thereon and return it to 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 less than 48 hours before the time appointed for holding the AGM or its adjournment (as the case may be). In this case, the First Proxy Form should no longer be lodged with the Company's branch share registrar and transfer office.

Shareholders who have already lodged the First Proxy Form with the Company's branch share registrar and transfer office should note that:

(i) If no Second Proxy Form is lodged with the Company's branch share registrar and transfer office, the First Proxy Form, if duly completed, will be treated as a valid proxy form lodged by the shareholder. In addition to the resolutions as set out in the AGM Notice dated 30 June 2014 and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions No. 5(A) and 5(B) as set out in the Second Proxy Form;

(ii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office of not less than 48 hours before the time appointed for holding the AGM, the Second Proxy Form, whether duly completed or not, will revoke and supersede the First Proxy Form previously lodged by the shareholder. The Second Proxy Form, if duly completed, will be treated as a valid proxy form; and

(iii) If the Second Proxy Form is lodged with the Company's branch share registrar and transfer office of less than 48 hours appointed for holdings the AGM, the Second Proxy Form will be treated as an invalid proxy form and the First Proxy Form previously lodged by the shareholder will not be revoked. The First Proxy Form, if duly completed, will be treated as a valid proxy form. In addition to the resolutions as set out in the AGM Notice dated 30 June 2014 and the First Proxy Form, the proxy duly appointed by the shareholder will be entitled to vote at his or her discretion or to abstain from voting on any resolution properly submitted to the AGM, including the additional resolutions No. 5(A) and 5(B) as set out in this Second Proxy Form.

Notes

1. Full name(s) and address(es) must be inserted in **BLOCK CAPITALS**. The names of all joint holders should be stated.
2. Please insert the number of shares registered in your name(s) to which the proxy relates. If no number is inserted, this Second Proxy Form will be deemed to relate to all the shares of the Company registered in your name(s).
3. If any proxy other than the chairman is preferred, please strike out "THE CHAIRMAN OF THE MEETING, or" and insert the name and address of the proxy desired in the space provided. **ANY ALTERATION MADE TO THIS SECOND PROXY FORM MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
4 **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE RELEVANT BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, TICK THE RELEVANT BOX MARKED "AGAINST".** Failure to tick either box will entitle your proxy to cast your vote or abstain at his discretion. Your proxy will also be entitled to vote or abstain at his discretion on any resolution properly put to the meeting other than those referred to in the notice convening the meeting.
5. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney authorised in writing or if the appointor is a corporation, either under seal or under the hand of an officer or attorney duly authorised.
6. Any member of the Company entitled to attend and vote at the meeting shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the meeting. In case of a recognised clearing house, it may authorise such person(s) as it thinks fit to act as its representative(s) of the meeting and vote in its stead. A proxy need not be a member of the Company.
7. This Second Proxy Form and the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the office of the Hong Kong branch share registrar and transfer office of the Company, Tricor Investor Services Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting or adjourned meeting at which the person named in this form proposes to vote, and in default this form of proxy shall not be treated as valid.
8. Where there are joint registered holders of any share, any one of such persons may vote at the meeting, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders be present at the meeting personally or by proxy, that one of the said persons so present whose name stands first on the register of members in respect of such share shall alone be entitled to vote in respect thereof.