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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 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,
AND
NOTICE OF ANNUAL GENERAL MEETING**

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

A notice convening an AGM of the Company to be held at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong on Wednesday, 2 September 2015, at 10:30 a.m. is set out on pages 15 to 19 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 and transfer office, 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 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 GEM mean that it is a market more suited to professional and other sophisticated investors.

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

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DEFINITIONS

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

“2014 AGM”	the annual general meeting of the Company held on 26 September 2014
“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 Wednesday, 2 September 2015, at 10:30 a.m. or its adjournment
“AGM Notice”	the notice convening the AGM set out on pages 15 to 19 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 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
“GEM”	the Growth Enterprise Market of the Stock Exchange
“GEM Listing Rules”	the Rules Governing the Listing of Securities on GEM, as amended, supplemented or otherwise modified from time to time
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“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 not exceeding 20% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“Latest Practicable Date”	30 July 2015, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information in this circular
“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 up to a maximum of 10% of the aggregate number of Shares in issue as at the date of passing of the relevant resolution at the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of nominal value of HK\$0.01 each in the share capital of the Company
“Shareholder(s)”	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
“%”	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

3 August 2015

To the Shareholders

Dear Sir or Madam,

**GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES,
RE-ELECTION OF RETIRING DIRECTORS,
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) and the re-election of retiring Directors.

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 2014 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 issue and allot 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 issued and allotted pursuant to the Issue Mandate is limited to a maximum of 20% of the aggregate number of Shares in issue at the date of passing of the proposed resolution of the Issue

* *For identification purpose only*

LETTER FROM THE BOARD

Mandate at the AGM. On the basis that 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 171,593,720 Shares being issued and allotted 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 2014 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.

RE-ELECTION OF RETIRING DIRECTORS

As at the Latest Practicable Date, the Board comprises Mr. Ip Kwok Kwong, Mr. Yip Chung Wai, David 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 as independent non-executive Directors.

Pursuant to article 83(3) of the Articles, each of Mr. Wu Di, Ms. Ma Lin, Mr. Chu Siu Lun, Ivan and Mr. So Chung Shing shall retire from office as Directors at the AGM and being eligible, have offered themselves for re-election at the AGM.

Pursuant to articles 84(1) and (2) of the Articles, Mr. Tso Ping Cheong, Brian shall retire from office as Director by rotation at the AGM and being eligible, has offered himself for re-election at the AGM.

LETTER FROM THE BOARD

The nomination committee of 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 A.5.2 of Appendix 15 to the GEM Listing Rules and confirmed that all independent non-executive Directors, namely Mr. Tso Ping Cheong, Brian, Mr. Chu Siu Lun, Ivan and Mr. So Chung Shing remain independent. Upon the nomination of the Nomination Committee, the Board has recommended Mr. Wu Di, Ms. Ma Lin, Mr. Tso Ping Cheong, Brian, Mr. Chu Siu Lun, Ivan and Mr. So Chung Shing stand for re-election as Directors at the AGM. Each of the retiring Directors abstained from voting 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.

ANNUAL GENERAL MEETING AND PROXY ARRANGEMENT

The AGM Notice is set out on pages 15 to 19 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 and the re-election of Retiring Directors 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 and transfer office, 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 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.

RECOMMENDATION

The Directors believe that the ordinary resolutions in relation to the Issue Mandate (including the extension of the Issue Mandate), the Repurchase Mandate and the re-election of the Retiring Directors 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 15 to 19 of this circular.

LETTER FROM THE BOARD

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 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 85,796,860 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 as a whole. 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. SOURCE OF FUNDS

In repurchasing Shares, the Company will only apply funds legally available for such purpose in accordance with its memorandum of association, the Articles, the GEM Listing Rules, the Companies Law and other applicable laws of the Cayman Islands. The Company will not repurchase the Shares on GEM for consideration other than cash or for settlement otherwise than in accordance with the trading rules of the Stock Exchange.

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 2015, 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 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) 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.

As at the Latest Practicable Date, Mr. Ip Kwok Kwong ("Mr. Ip"), an executive Director and the managing Director together with companies controlled by him, is interested in 310,850,000 Shares, representing approximately 36.27% of the issued share capital of the Company. The 310,850,000 Shares are owned by Brilliant One Holdings Limited ("Brilliant One") which is wholly-owned by GCA Professional Services Group Limited ("GCA Professional"), formerly known as Genius Ideas International Ltd. GCA Professional is owned as to 51% by Smart Pick Investments Limited ("Smart Pick") and 49% by Easy Gain Development Limited ("Easy Gain"). Smart Pick is owned as to 10.39% by Easy Gain which is wholly-owned by Mr. Wong Chi Keung ("Mr. Wong") and 89.61% by GC Holdings Limited which is wholly-owned by Mr. Ip.

In the event that the Repurchase Mandate is exercised in full, the shareholding interest in the Company of Brilliant One and the deemed shareholding interest in the Company of Mr. Ip and Mr. Wong will increase to approximately 40.26%. Hence, each of Brilliant One, Mr. Ip and Mr. Wong 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 in any period of twelve months additional Shares carrying more than 2% of the voting rights.

As at the Latest Practicable Date, the Directors have no intention to exercise any of the Repurchase Mandate to such an extent as would result in any of the takeover obligations abovementioned.

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

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, or has he/she/it undertaken not to do so in the event that the Repurchase Mandate is approved and exercised.

10. SHARE PRICES

The highest and lowest prices at which the Shares have been traded on 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>
2014		
July	0.620	0.263
August	0.720	0.360
September	0.870	0.560
October	0.820	0.570
November	0.800	0.640
December	0.800	0.670
2015		
January	0.790	0.650
February	0.720	0.630
March	0.670	0.420
April	0.640	0.470
May	0.990	0.500
June	1.030	0.500
July (up to and including the Latest Practicable Date)	0.760	0.265

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

(1) Mr. Wu Di (鄔迪) (“Mr. Wu”)

Mr. Wu, aged 34, was appointed as a non-executive Director on 20 November 2014 and redesignated as an executive Director on 20 July 2015. He is also a director of a subsidiary of the Company. Save as disclosed herein, Mr. Wu does not hold any position with the Company or other members of the Group. Mr. Wu is a holder of a bachelor’s degree in business administration from the Dongbei University of Finance and Economics (東北財經大學) in the People’s Republic of China (the “PRC”). He has more than 12 years of experience in strategic planning, corporate management and business development aspects. He has worked for various corporations and held management positions.

Mr. Wu has entered into a service contract with the Company for a term of three years with effect from 20 July 2015, 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. Pursuant to the service contract, Mr. Wu is entitled to an annual fee of HK\$312,000, which was determined by reference to his duties and responsibilities with the Company and the market conditions. His emolument for the year ended 31 March 2015 (the “Year 2015”) was approximately HK\$55,000. Such emolument will be determined annually by the remuneration committee of the Company (the “Remuneration Committee”) by reference to his relevant experience, responsibilities, the time devoted to the Group and the prevailing market conditions.

Save as disclosed above, Mr. Wu has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Wu does 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 does 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. Wu 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) Ms. Ma Lin (馬琳) (“Ms. Ma”)

Ms. Ma, aged 28, was appointed as a non-executive Director on 17 April 2015. She is a holder of a bachelor’s degree from Xie Jin Film & Television Art College of the Shanghai Normal University in the PRC. She has more than 6 years of experience in the field of marketing and has experience in event and project management. Ms. Ma does not hold any other position with the Company or other members of the Group.

Ms. Ma has entered into a letter of appointment with the Company for a term of three years with effect from 17 April 2015, 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. Pursuant to the letter of appointment, Ms. Ma is entitled to an annual fee of HK\$204,000, which was determined by reference to her duties and responsibilities with the Company and the market conditions and is subject to the review of the Remuneration Committee annually.

Save as disclosed above, Ms. Ma has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Ms. Ma does 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 does 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 Ms. Ma 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. Tso Ping Cheong, Brian (曹炳昌) (“Mr. Tso”)

Mr. Tso, aged 35, was appointed as an independent non-executive Director on 2 July 2014. He is an authorised representative and the chairman of the audit committee of the Company (the “Audit Committee”) and a member of each of the Remuneration Committee and the nomination committee of the Company (the “Nomination Committee”). Saved as disclosed herein, Mr. Tso does not hold any position with the Company or other members of the Group. Mr. Tso holds a bachelor’s degree in accountancy and a master’s degree in corporate governance from The Hong Kong Polytechnic University. He is a practising member of the Hong Kong Institute of Certified Public Accountants, a fellow member of the Association of Chartered Certified Accountants in England, an associate of The Institute of Chartered Secretaries and Administrators in England and a member of The Hong Kong Institute of Chartered Secretaries. Mr. Tso has over 10 years of experience in accounting and financial management. From September 2003 to November 2008, he worked in Ernst & Young with his last position as a manager. From December 2008 to May 2010, he was the financial controller of Greenheart Group Limited (Stock code: 0094) (formerly known as Omnicorp Limited), the shares of which are listed on the main board of the Stock Exchange. From May 2010 to August 2012, he was the senior vice president of Maxdo Project Management Company Limited. Since January 2013, he has been the sole proprietor of Teton CPA Company, a certified public accountants firm in Hong Kong. Mr. Tso is an independent non-executive director of Newtree Group Holdings Limited (Stock code: 1323) and the company secretary of China Infrastructure Investment Limited (Stock code: 600), both of which are listed on the main board of the Stock

Exchange. He is also an independent non-executive director of Larry Jewelry International Company Limited (Stock code: 8351) and Guru Online (Holdings) Limited (Stock code: 8121), both of which are listed on GEM.

Mr. Tso has entered into a letter of appointment with the Company for a term of one and a half years till 31 December 2015, 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. Pursuant to the letter of appointment, Mr. Tso is entitled to an annual fee of HK\$90,000, which was determined by reference to his duties and responsibilities with the Company and the market conditions. His emolument for the Year 2015 was approximately HK\$67,000. 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.

Save as disclosed above, Mr. Tso has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Tso does 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 does 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. Tso 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.

(4) Mr. Chu Siu Lun, Ivan (朱兆麟) (“Mr. Chu”)

Mr. Chu, aged 34, was appointed as an independent non-executive Director on 1 March 2015. He is the chairman of the Remuneration Committee and a member of each of the Audit Committee and the Nomination Committee. Saved as disclosed herein, Mr. Chu does not hold any position with the Company or any members of the Group. Mr. Chu graduated from the Bolton Institute of Higher Education (now the University of Bolton) in England with a bachelor of arts in business studies in 2004 and obtained a master’s degree of science in finance from the National University of Ireland in 2013. He is a fellow member of the Institute of Financial Accountants, United Kingdom and a fellow member of Institute of Public Accountants, Australia. Mr. Chu has over 8 years of experience in finance and accounting advisory and worked for various corporations with senior positions. He has been a director of HUDA Asia Investments Limited since September 2007 and the founder and an executive director of Hong Kong Sustainable Development Research Institute since January 2012. For the period from February 2012 to March 2014, Mr. Chu was an independent director of China-Biotics, Inc., the shares of which were listed on Nasdaq. Besides, during the period from July

2011 to February 2015, he was also an independent non-executive director of CNC Holdings Limited (Stock code: 8356) (formerly known as Tsun Yip Holdings Limited), the shares of which are listed on GEM.

Mr. Chu has entered into a letter of appointment with the Company for a term of one year till 31 March 2016, 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. Pursuant to the letter of appointment, Mr. Chu is entitled to an annual fee of HK\$90,000, which was determined by reference to his duties and responsibilities with the Company and the market conditions. His emolument for the Year 2015 was approximately HK\$7,000. 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.

Save as disclosed above, Mr. Chu has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. Chu does 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 does 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. Chu 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.

(5) Mr. So Chung Shing (蘇仲成) (“Mr. So”)

Mr. So Chung Shing, aged 38, 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 and the Remuneration Committee. Save as disclosed herein, Mr. So does not hold any position with the Company or other members of the Group. Mr. So graduated from Lingnan University, Hong Kong with a bachelor’s degree in risk management and business administration. He then obtained a graduate certificate of Technology Management from the University of Queensland in Australia. Mr. So has over 15 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 shares of which are listed on GEM.

Mr. So has entered into a letter of appointment with the Company for a term of three years with effect from 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. Pursuant to the letter of appointment, Mr. So is entitled to an annual fee of HK\$90,000, which was determined by reference to his duties and responsibilities with the Company and the market conditions. His emolument for the Year 2015 was approximately HK\$33,000. 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.

Save as disclosed above, Mr. So has not held other directorship in any public companies, the securities of which are listed on any securities market in Hong Kong or overseas in the last three years.

As at the Latest Practicable Date, Mr. So does 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 does 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 10:30 a.m. on Wednesday, 2 September 2015 at Room 2703, 27th Floor, Shui On Centre, 6–8 Harbour Road, Wanchai, Hong Kong for the following purposes:

1. To consider and adopt the audited financial statements of the Company and the reports of the directors (the “Directors”) and the independent auditor (the “Independent Auditor”) of the Company for the year ended 31 March 2015.
2. (A) To re-elect Mr. Tso Ping Cheong, Brian as an independent non-executive Director (the “INED”);
(B) To re-elect Ms. Ma Lin as a non-executive Director;
(C) To re-elect Mr. Wu Di as an executive Director;
(D) To re-elect Mr. Chu Siu Lun, Ivan as an INED;
(E) To re-elect Mr. So Chung Shing as an INED; and
(F) To authorise the board of Directors (the “Board”) to fix the Directors’ remuneration for the year ending 31 March 2016.
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 authorize 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”) 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 (as defined below) 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 (as defined below);
- (c) the aggregate number of Share 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 by the Articles of Association or any applicable law of the Cayman Islands to be held; 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 rights to subscribe for Shares open for a period fixed by the Directors to 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 outside 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 administered 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 purchased 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 by the articles of association of the Company, the Companies Law, or any applicable laws of the Cayman Islands to be held; 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.”

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

Hong Kong, 3 August 2015

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

NOTICE OF ANNUAL GENERAL MEETING

Notes:

1. A 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 more than one Share more than one) proxy to attend and, subject to the provisions of the Articles of Association, to vote on his/her/its behalf. 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 and class of Shares in respect of which each such proxy is so appointed.
2. 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 Company’s branch share registrar and transfer office 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 adjourned meeting should he/she/it so wish.
3. 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 were 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 of the Company in respect of such Share(s) shall alone be entitled to vote in respect thereof.
4. For determining Members’ entitlement to attend and vote at the AGM, the register of Members will be closed on Monday, 31 August 2015 to Wednesday, 2 September 2015 (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 and transfer office 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 Friday, 28 August 2015.
5. 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.
6. In relation to 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.
7. In relation to 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 as a whole. 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 3 August 2015.
8. According to 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.
9. Subject to the following, 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 9:00 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 an announcement posted on the respective websites of the Company and Hong Kong Exchanges and Clearing Limited.

If a tropical cyclone warning signal No. 8 or above or a black rainstorm warning signal is lowered or cancelled 3 hours before the time appointed for holding the AGM and where conditions permit, the AGM will be held as scheduled.

The AGM will be held as scheduled when an amber or red rainstorm warning signal is in force. 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.