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鈞濠集團有限公司*

GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

ISSUE OF REMUNERATION SHARES

SETTLEMENT OF PROFESSIONAL FEE BY MEANS OF ISSUE OF REMUNERATION SHARES

Chanceton Capital has been the financial adviser to the Company in respect of the provision of continuing financial advisory service to the Company. For the corporate resumption advisory service provided by Chanceton Capital and continuing financial advisory service to be provided to the Company by Chanceton Capital for the period starting from 4 September 2013 to 31 March 2014, the financial advisory fee will be satisfied by the issuance and allotment of 10,000,000 Remuneration Shares to Chanceton Capital at an issue price of HK\$0.151 per Remuneration Share.

Simon Ho & Co., solicitors have been the legal adviser to the Company in respect of the provision of legal advisory services to the Company. For the said legal advisory services provided to the Company by Simon Ho & Co., solicitors, the legal advisory fee will be satisfied by the issuance and allotment of 11,258,278 Remuneration Shares to Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., solicitors at an issue price of HK\$0.151 per Remuneration Share.

Chanceton Capital is a subsidiary of Chanceton Financial Group Limited, the shares of which are listed on the GEM of the Stock Exchange. To the best knowledge, information and belief of the Directors and having all reasonable enquiries, both Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., solicitors and Chanceton Capital are Independent Third Parties. As at the date of this announcement, neither Chanceton Capital nor Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., solicitors and/or their respective associates owns any Shares apart from

* *For identification purposes only*

that Mr. Wong Vai Nang's associates own 500,000 Shares. Upon issuance and allotment of the Remuneration Shares, Chanceton Capital and Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., solicitors will be interested in 10,000,000 Shares and 11,758,278 Shares respectively, representing approximately 0.40% and 0.47% of the existing issued shares of the Company of 2,516,810,000 and approximately 0.39% and 0.46% of the Company's issued shares of 2,538,068,278 as enlarged by the issue of Remuneration Shares respectively. The issue price of the Remuneration Shares is HK\$0.151 per Remuneration Share, representing a discount of approximately 11.18% of the closing price of HK\$0.170 per Share as at the date of this announcement, and a discount of approximately 19.68% of the average closing price of approximately HK\$0.188 per Shares for the last five trading days prior to the date of this announcement.

Lock up

Chanceton Capital and Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., solicitors undertake not to dispose of their respective Remuneration Shares for a period of six months from the date of issuance and allotment of the Remuneration Shares. In addition, the Remuneration Shares are subject to certain anti-dilutive measures as agreed with Chanceton Capital and Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., solicitors, respectively.

Reasons for the issue of Remuneration Shares

The Board, having considered the financial status of the Company and with a view to minimise the cash outlay of the Company, is of the view that the issue of Remuneration Shares is in the interests of the Company and the Shareholders as a whole.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE-MONTH PERIOD

There has not been any fund raising exercise effected by the Company in the twelve months immediately preceding the date of this announcement.

General Mandate

Prior to the date of the Remuneration Shares, the Company has utilized the power to issue the Convertible Bonds with principal amount of HK\$30,055,703 which attached the conversion rights to convert 192,664,762 new Shares to Thrive Season for loan settlement as disclosed in the announcement of the Company dated 30 August 2013 pursuant to the general mandate granted on 10 June 2013 that has the power to issue up to 503,362,000 Shares under such mandate thereafter. Accordingly, the issue of the Remuneration Shares are not subject to the Shareholders' approval.

Condition

The issue of Remuneration Shares is conditional upon the Stock Exchange granting listing of and permission to deal in all of the Remuneration Shares.

CHANGES OF SHAREHOLDING STRUCTURE

The changes of the shareholding structure of the Company as a result of the issue of Remuneration Shares are as follows:

	As at the date of this announcement		Immediately after the issue and allotment of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds in full (for illustrative purpose only)		Immediately after the issue and allotment of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds in full and upon issue and allotment of the Remuneration Shares (for illustrative purpose only)	
	<i>Number of Shares</i>	<i>% (Approx.)</i>	<i>Number of Shares</i>	<i>% (Approx.)</i>	<i>Number of Shares</i>	<i>% (Approx.)</i>
Hongkong Zhongxing Group Co., Limited (Note 2)	579,470,000	23.02	579,470,000	21.39	579,470,000	21.22
Rhenfield Development Corp. (Note 3)	479,050,000	19.03	479,050,000	17.68	479,050,000	17.54
Kwok Wai Man, Nancy (Note 3)	14,170,000	0.56	14,170,000	0.52	14,170,000	0.52
Tsang Wai Lun, Wayland (Note 3)	64,210,000	2.55	64,210,000	2.37	64,210,000	2.35
Public:						
Thrive Season	–	–	192,664,762	7.11	192,664,762	7.06
Chanceton Capital	–	–	–	–	10,000,000	0.37
Wong Vai Nang, sole proprietor of Simon Ho & Co., solicitors and/or his associates	500,000	0.02	500,000	0.02	11,758,278	0.43
Other public Shareholders	1,379,410,000	54.82	1,379,410,000	50.91	1,379,410,000	50.51
Total	2,516,810,000	100.00	2,709,474,762	100.00	2,730,733,040	100.00

Note(s):

1. On the assumption that there are no other changes in the issued share capital of the Company.
2. Hongkong Zhongxing Group Co., Limited is wholly-owned by Mr. Li Yi. He is deemed to be interested in 579,470,000 Shares pursuant to the Part XV of the SFO.
3. Rhenfield Development Corp. is owned by Ms. Kwok Wai Man, Nancy (“Ms. Kwok”) and Mr. Tsang Wai Lun, Wayland (“Mr. Tsang”) in equal shares. Mr. Tsang and Ms. Kwok are deemed to be interested in 479,050,000 shares of the Company pursuant to the Part XV of the SFO. Mr. Tsang personally held 64,210,000 Shares while Ms. Kwok, spouse of Mr. Tsang, personally held 14,170,000 Shares. By virtue of the SFO, Mr. Tsang and Ms. Kwok are both deemed to be interested in 78,380,000 Shares. In conclusion, both Mr. Tsang and Ms. Kwok have an aggregate interest of 557,430,000 Shares, representing approximately 22.14% of the shareholding of the Company.

The Company is principally engaged in investment holding. The Group is principally engaged in property development, property management and investment.

Application will be made by the Company to the Stock Exchange for the grant of the listing of, and permission to deal in, the Remuneration Shares.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following expressions shall have the following meaning:

“associates”	has the meaning ascribed to this term under the Listing Rules
“Board”	the board of Directors
“Chanceton Capital”	Chanceton Capital Partners Limited, a corporation licensed to carry out type 6 (advising on corporate finance) regulated activity under the Securities and Futures Ordinance and the financial adviser to the Company in respect of the corporate resumption advisory service and continuing financial advisory service

“Company”	Grand Field Group Holdings Limited (stock code: 115), a company incorporated in the Cayman Islands with limited liability and the issued Shares of which are listed on the of the Stock Exchange
“Convertible Bonds”	the convertible bonds in the principal amount of HK\$30,055,703 issued by the Company pursuant to the Settlement Agreement
“Directors”	directors (including the independent non-executive directors) of the Company
“GEM”	the Growth Enterprise Market of the Stock Exchange
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Third Parties”	third parties independent to the Company and its connected person(s) (as defined under the Listing Rules)
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Remuneration Shares”	an aggregate of 21,258,278 new Shares, of which 10,000,000 Shares will be issued and allotted to Chanceton Capital at an issue price of HK\$0.151 and 11,258,278 Shares will be issued and allotted to Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., solicitors at an issue price of HK\$0.151 per Share

“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong
“Share(s)”	ordinary share(s) of HK\$0.02 each in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Settlement Agreement”	the conditional agreement dated 30 August 2013 and entered into between the Company and Thrive Season in relation to the issue of Convertible Bonds for the settlement of the Drawn-Down Loan
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Thrive Season”	Thrive Season Limited, a company incorporated in the British Virgin Islands
“HK\$”	Hong Kong dollars, the lawful currency for the time being of Hong Kong
“%”	per cent

By order of the Board
Grandfield Group Holdings Limited
Ma Xuemian
Chairman

Hong Kong, 3 September 2013

As at the date of this announcement, the board of Directors comprises four executive Directors, namely Mr. Ma Xuemian, Mr. Kwok Siu Bun, Ms. Chow Kwai Wa, Anne, and Ms. Kwok Siu Wa, Alison; two non-executive Directors, namely Mr. Lim Francis and Mr. Chen Mudong (with Mr. Lim Francis as alternate); and three independent non-executive Directors, namely Mr. David Chi-ping Chow (with Mr. Lim Francis as alternate), Mr. Liu Chaodong and Ms. Chui Wai Hung.