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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)

**SUPPLEMENTAL AGREEMENT
IN RELATION TO ISSUE OF CONVERTIBLE BONDS
FOR LOAN SETTLEMENT**

BACKGROUND

References are made to the announcements of Grand Field Group Holdings Limited (the “Company”) dated 26 March 2012, 22 February 2013 and 30 August 2013 (the “Announcements”) in relation to the issue of Convertible Bonds for loan settlement. Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise defined herein.

On 30 August 2013, the Company entered into the Settlement Agreement with Thrive Season, pursuant to which, Thrive Season has conditionally agreed to subscribe for and the Company has conditionally agreed to issue the Convertible Bonds in the principal amount of HK\$30,055,703 on and subject to the terms and conditions of the Settlement Agreement to settle the Drawn Down Loan.

On 2 October 2013 (after trading hours), the Company and Thrive Season entered into a supplemental agreement to amend certain terms of the Convertible Bonds under the Settlement Agreement (the “Supplemental Agreement”).

* *For identification purposes only*

The principal terms of the Supplemental Agreement are set out as follows:

THE SUPPLEMENTAL AGREEMENT

Date : 2 October 2013 (after trading hours)

Parties : the Company; and

Thrive Season

The amendments

It was provided that the existing sub-condition 5.3.1(h) under condition 5.3 of the terms and conditions of the Convertible Bonds in relation to the Conversion Price adjustment provisions, which stated that if the Company determines that an adjustment should be made to the Conversion Price as a result of one or more circumstances not referred to the prescribed triggering events including, among other things, upon occurrence of an alternation to the nominal value of the Shares as a result of consolidation, reclassification or subdivision, capitalisation of profits or reserves and rights issues of Shares or options over Shares at less than 90% of the then current market price of the Shares (the “Prescribed Triggering Events”), the Company shall, at its own expense and acting reasonably, request an authorized financial adviser to determine as soon as practicable (i) what adjustment (if any) to the Conversion Price is fair and reasonable to take account thereof, and (ii) the date on which such adjustment (if any) should take effect and upon such determination such adjustment (if any) shall be made and shall take effect in accordance with such determination.

The Company and Thrive Season agreed to amend condition 5.3 of the terms and conditions of the Convertible Bonds by cancelling sub-condition 5.3.1 (h) and inserting a new sub-condition under condition 5.3.1 of the Convertible Bonds (collectively, the “Amendments”) to the effect that:

- a. sub-condition 5.3.1(h) under condition 5.3 shall be cancelled; and
- b. if any adjustment to the initial Conversion Price of the Convertible Bonds has to be made in accordance with the terms and conditions of the Convertible Bonds including, among other things, the Prescribed Triggering Events, which resulted in any additional conversion Shares (the “Additional Conversion Shares”) has to be issued and allotted, while due to non-compliance in any applicable laws or regulations, inter alia, the

Listing Rules, that the Company is not able to issue and allot the Additional Conversion Shares (the “Shortfall”), the Company shall repay the amount of the Shortfall to the Bondholders in cash or any other settlement method as mutually agreed between the Company and the Bondholders (in accordance with the then prevailing market conditions and the working capital position of the Group and comply with all applicable laws or regulations, inter alia, the Listing Rules).

REASONS FOR AND BENEFITS OF THE AMENDMENTS

The Amendments have been arrived at after arm’s length negotiations between the Company and Thrive Season. The Board is of the view that the Amendments could provide the Bondholders with a better understanding on the Conversion Price adjustment provisions imposed on the Convertible Bonds and to give the Bondholders a clear explanation on the settlement method if any Shortfall arises in future. The Board is of the view that the Amendments are fair, reasonable and on normal commercial terms and are in the interest of the Company and the Shareholders as a whole.

OTHER

The Board would like to confirm that the rights to convert the Convertible Bonds shall not be exercised by the Bondholders if such conversion of the relevant Conversion Shares be in breach of the Listing Rules, the Takeovers Code or any applicable laws or regulations.

By Order of the Board
Grand Field Group Holdings Limited
Ma Xuemian
Chairman

Hong Kong, 2 October 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, Ms. Kwok Siu Wa, Alison and; 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.