

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



鈞濠集團

鈞濠集團有限公司*

GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Grand Field Group Holdings Limited (the “**Company**”) will be held at Suites 2701-08, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, on Friday, 26 April 2024 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as ordinary resolutions of the Company:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 10 April 2024 (the “**Circular**”).

ORDINARY RESOLUTIONS

1. “**THAT**:–

- (a) subject to and conditional upon the granting of the listing of, and permission to deal in, the Consolidated Shares and the compliance by the Company with all legal and other requirements under the Listing Rules and the laws of Bermuda applicable to the transactions contemplated under the Share Consolidation, with effect from the second business day after the date on which this resolution is passed by the shareholders of the Company or the above are fulfilled (whichever is later):
 - i. every twenty (20) issued and unissued Existing Shares of par value of HK\$0.01 each shall be consolidated into one (1) Consolidated Share of par value of HK0.20 each;

* *For identification purpose only*

- ii. all Consolidated Shares shall rank *pari passu* in all respects with each other in accordance with the bye-laws of the Company; and
 - iii. all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefits of the Company in such manner and on such terms as the Directors may think fit; and
- (b) any one Director be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Share Consolidation.”

2. **“THAT:–**

- (a) the conditional Subscription Agreement (a copy of which has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) entered into between the Company, as issuer, and Ms. Tsang, as subscriber, in relation to the subscription of the New Convertible Bond with the principal amount of not less than HK\$100,869,000 and not more than HK\$101,912,000 at the subscription price which will be fully settled on a dollar-for-dollar basis, by way of set-off of the outstanding principal amount of the Existing Convertible Bond together with all accrued and unpaid interests thereunder (including the interest accrued under the Standstill Agreement, if entered into) on the Completion Date (details of which were disclosed in the Circular, a copy of which is marked “B” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting), and the transactions contemplated thereunder including but not limited to the issue of New Convertible Bond under the Subscription Agreement which are convertible into ordinary shares of the Company at the initial conversion price of HK\$2.6 per Consolidated Share (subject to adjustment as set out in the New Convertible Bond, from time to time, if any) to Ms. Tsang, and the allotment and issue of the Conversion Shares upon conversion of the New Convertible Bond be and are hereby approved, confirmed and ratified;

- (b) any one Director be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the Director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement and any of the transactions contemplated thereunder; and
- (c) the Directors be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Conversion Shares.”

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

Hong Kong, 10 April 2024

As at the date of this announcement, the Board comprises four executive Directors, namely, Mr. Ma Xuemian, Mr. Kwok Siu Bun, Ms. Chow Kwai Wa Charmaine and Ms. Kwok Siu Wa Alison and three independent non-executive Directors, namely, Mr. Hui Pui Wai Kimber, Mr. Liu Chaodong and Mr. Tsui Matthew Mo Kan.

Notes:

1. Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him, if he is a holder of two or more shares, he may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company but he must be present in person at the Meeting to represent the member. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at <https://www.hkexnews.hk>. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, shall be delivered to the office of the Company’s branch share registrar office and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and delivery of a form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.

3. In the case of joint holders of any share of the Company, if more than one of such joint holders be present at the Meeting either personally or by proxy, the vote of the senior who tenders a vote, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
4. The resolutions proposed to be approved at the Meeting will be voted by way of poll.
5. In order to be eligible to attend and vote at the Meeting, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar office and transfer office in Hong Kong, Tricor Secretaries Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration not later than 4:30 p.m. on Tuesday, 23 April 2024.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at <https://www.gfghl.com> and the Stock Exchange at <https://www.hkexnews.hk> to notify members of the date, time and place of the rescheduled meeting.