



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 October 2013

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Grand Field Group Holdings Limited

Date Submitted 4 November 2013

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>115</u>	Description :	<u>Grand Field Group</u>	
			No. of ordinary shares	Par value (<i>State currency</i>)
				Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	<u>5,000,000,000</u>		<u>HK\$0.02</u>	<u>HK\$100,000,000.00</u>
Increase/(decrease)	<u>N/A</u>			<u>N/A</u>
Balance at close of the month	<u>5,000,000,000</u>		<u>HK\$0.02</u>	<u>HK\$100,000,000.00</u>
(2) Stock code :	<u>N/A</u>	Description :	<u>N/A</u>	
			No. of ordinary shares	Par value (<i>State currency</i>)
				Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____		_____	_____
Increase/(decrease)	_____			_____
Balance at close of the month	_____		_____	_____

2. Preference Shares

Stock code :	N/A	Description :	N/A	
	No. of preference shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	_____	_____	_____	
Increase/(decrease)	_____	_____	_____	
Balance at close of the month	_____	_____	_____	

3. Other Classes of Shares

Stock code :	N/A	Description :	N/A	
	No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding month	_____	_____	_____	
Increase/(decrease)	_____	_____	_____	
Balance at close of the month	_____	_____	_____	

Total authorised share capital at the end of the month
(State currency) :

HK\$100,000,000.00

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	<u>2,516,810,000</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>21,258,278</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>2,538,068,278</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable	Movement during the month				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Granted	Exercised	Cancelled	Lapsed		
1. _____ _____ _____ _____ _____						
(Note 1)						
2. _____ _____ _____ _____ _____						
(Note 1)						
3. _____ _____ _____ _____ _____						
(Note 1)						
			Total A. (Ordinary shares)		<u>N/A</u>	
			(Preference shares)		<u>N/A</u>	
			(Other class)		<u>N/A</u>	
Total funds raised during the month from exercise of options (State currency)				<u>N/A</u>		

Warrants to Issue Shares of the Issuer which are to be Listed

Description of warrants (Date of expiry - dd/mm/yyyy)	Currency of nominal value	Nominal value at close of preceding month	Exercised during the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
(/ /)						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
				Total B. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
2. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
3. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
4. N/A						
Stock code (if listed)						
Class of shares issuable (<i>Note 1</i>)						
Subscription price						
EGM approval date (if applicable) (dd/mm/yyyy)		(/ /)				
				Total C. (Ordinary shares)	N/A	
				(Preference shares)	N/A	
				(Other class)	N/A	

Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
<p>1. <u>See Remark 1 on page 10</u></p> <p>(/ /) shares (Note 1)</p>		(See Remark 1 on page 10)
<p>2. <u>On 3 September 2013, the Company announced that (i) 10,000,000 remuneration shares will be issued and allotted to Chanceton Capital Partners Limited (“Chanceton Capital”) at an issue price of HK\$0.151 per remuneration share 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; and (ii) 11,258,278 remuneration 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 remuneration share for the legal advisory services provided by Simon Ho & Co., Solicitors. On 4 October 2013, the Company announced the completion of the issued of remuneration shares. For details, please refer to the Company’s announcement dated 3 September 2013, 13 September 2013 and 4 October 2013.</u></p> <p>(/ /) shares (Note 1)</p>	21,258,278	
<p>3. N/A</p> <p>(/ /) shares (Note 1)</p>		
<p>Total D. (Ordinary shares)</p> <p>(Preference shares)</p> <p>(Other class)</p>	<p>21,258,278</p> <p>N/A</p> <p>N/A</p>	

Other Movements in Issued Share Capital

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1.	Rights issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) N/A	(/ /) N/A
2.	Open offer	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) N/A	(/ /) N/A
3.	Placing	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) N/A	(/ /) N/A
4.	Bonus issue		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) N/A	(/ /) N/A

For Main Board and GEM listed issuers

Type of Issue				No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
5.	Scrip dividend	At price : State currency _____	<p>Class of shares issuable _____ (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	N/A	N/A
6.	Repurchase of shares		<p>Class of shares repurchased (<i>Note 1</i>) _____</p> <p>Cancellation date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	N/A	N/A
7.	Redemption of shares		<p>Class of shares redeemed (<i>Note 1</i>) _____</p> <p>Redemption date : (/ /) (dd/mm/yyyy)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	N/A	N/A
8.	Consideration issue	At price : State currency _____	<p>Class of shares issuable _____ (<i>Note 1</i>)</p> <p>Issue and allotment date : (dd/mm/yyyy) (/ /)</p> <p>EGM approval date: (/ /) (dd/mm/yyyy)</p>	N/A	N/A

For Main Board and GEM listed issuers

Type of Issue		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
9. Capital reorganisation	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) N/A	(/ /) N/A
10. Other (Please specify)	At price : State currency _____ Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) N/A	(/ /) N/A
		Total E. (Ordinary shares)	<u>N/A</u>
		(Preference shares)	<u>N/A</u>
		(Other class)	<u>N/A</u>

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>21,258,278</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above ("Movements in Issued Share Capital").)</i>		

Remarks (if any):

1. On 30 August 2013, the Company entered into a settlement agreement with Thrive Season Limited, pursuant to which, Thrive Season Limited has conditionally agreed to subscribe for and the Company has conditionally agreed to issue convertible bonds in the principal amount of HK\$30,055,703, representing the outstanding amount of a drawn-down loan. On 7 October 2013, the Company announced the completion of the issued of convertible bonds. Upon full conversion of the convertible bonds at the initial conversion price of HK\$0.156 per conversion share, 192,664,762 new shares will be issued. For details, please refer to the Company's announcement dated 30 August 2013 and 7 October 2013.

Submitted by: **Ms Kwok Siu Wa, Alison**

Title: **Executive Director**
(Director, Secretary or other duly authorised officer)

Notes :

1. State the class of shares (e.g. ordinary, preference or other).
2. If there is insufficient space, please append the prescribed continuation sheet.