



香港交易所

Monthly Return of Equity Issuer on Movements in Securities
For the month ended (dd/mm/yyyy) : 31 March 2014

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer Grand Field Group Holdings Limited

 Date Submitted 3 April 2014
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 <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	_____	_____		_____	_____

3. Other Classes of Shares

Stock code :	N/A		Description :	N/A	
	No. of other classes of 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	_____	_____		_____	_____

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>2,538,068,278</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Increase/ (decrease) during the month	<u>1,269,034,139</u>	<u>N/A</u>	<u>N/A</u>	<u>N/A</u>
Balance at close of the month	<u>3,807,102,417</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. <u>Convertible Bonds</u>						
	HK\$	30,055,703	Nil	30,055,703	Nil	247,113,500
Stock code (if listed)	_____					
Class of shares issuable <i>(Note 1)</i>	Ordinary shares					
Subscription price	HK\$0.122					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
2. <u>N/A</u>						
Stock code (if listed)	_____					
Class of shares issuable <i>(Note 1)</i>	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
3. <u>N/A</u>						
Stock code (if listed)	_____					
Class of shares issuable <i>(Note 1)</i>	_____					
Subscription price	_____					
EGM approval date (if applicable) (dd/mm/yyyy)	(/ /)					
4. <u>N/A</u>						
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
1. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
2. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
3. N/A <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>	N/A <hr/> N/A <hr/> N/A	

Other Movements in Issued Share Capital

Other Movements in Issued Share Capital				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	
Type of Issue						
1.	Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	N/A	N/A
2.	Open offer (Remarks 1)	At price : State currency <u>HK\$ 0.04</u>	Class of shares issuable (Note 1) <u>Ordinary Share</u> Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(10/03/2014) (/ /)	1,269,034,139	N/A
3.	Placing	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	N/A	N/A
4.	Bonus issue		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /) (/ /)	N/A	N/A

For Main Board and GEM listed issuers

				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
Type of Issue					
5.	Scrip dividend	At price : State currency	<p>Class of shares issuable (Note 1) _____</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 (Note 1) _____</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 (Note 1) _____</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 (Note 1) _____</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) 1,269,034,139	(Preference shares) N/A
			(Other class) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	1,269,034,139
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
<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 17 January 2014, the Company announced that it proposed to raise not less than approximately HK\$50.76 million and not more than approximately HK\$54.61 million before expenses by issuing not less than 1,269,034,139 offer shares and not more than 1,365,366,520 offer shares to the qualifying shareholders on the basis of one (1) offer share for every two (2) existing shares held on 12 February 2014. The open offer is only available to qualifying shareholders and would not be extended to non-qualifying shareholders. As at 28 February 2014, a total of 51 valid acceptances of Offer Shares had been received for a total of 1,120,646,179 Offer Shares, representing approximately 88.31% of the total number of the Offer Shares available for subscription under the Open Offer. As a result of the under-subscription of the Open Offer, the underwriter of the open offer (the "Underwriter") was required to subscribe or procure subscription for the untaken 148,387,960 Offer Shares, representing approximately 11.69% of the total number of Offer Shares available for subscription under the open offer. In this regard, pursuant to the underwriting agreement, the Underwriter has procured subscribers, who are independent third parties, to subscribe for all the untaken Offer Shares. For details, please refer to the Company's announcements dated 17 January 2014, 30 January 2014, 14 February 2014 and 7 March 2014 and the prospectus of the Company dated 14 February 2014.

2. On 14 March 2014, the Company announced that it proposed to implement the capital reorganisation subject to approval by the shareholders that the share consolidation on the basis that every five (5) issued and unissued existing shares of HK\$0.02 each will be consolidated into one (1) consolidated share of HK\$0.10 each. For details, please refer to the Company's announcements dated 14 March 2014 and circular dated 21 March 2014.

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.*