

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.



鈞濠集團有限公司*

GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

**(1) POLL RESULTS OF SPECIAL GENERAL MEETING
HELD ON 8 APRIL 2014; AND
(2) ADJUSTMENT TO THE OUTSTANDING
CONVERTIBLE BONDS**

The Board is pleased to announce that the ordinary resolution as set out in the Notice dated 21 March 2014 was duly passed by the Shareholders at the SGM held on 8 April 2014 by way of poll.

Reference is made to the circular (the “**Circular**”) and the notice (the “**Notice**”) of the special general meeting (the “**SGM**”) of the Company dated 21 March 2014. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular and the Notice unless the context requires otherwise.

* For identification purpose only

POLL RESULTS OF THE SGM

The Board is pleased to announce that the resolution set out in the Notice was duly passed by way of poll at the SGM held on 8 April 2014. The poll results are as follows:

ORDINARY RESOLUTION	No. of Votes (Approximate %)	
	For	Against
To approve the capital reorganisation comprising the share consolidation of every five (5) issued and unissued shares of par value HK\$0.02 each in the share capital of the Company into one (1) share (the “ Consolidated Share ”) of par value HK\$0.10 and the capital increase to increase the authorised share capital of the Company be increased from HK\$100,000,000 divided into 1,000,000,000 Consolidated Shares of par value of HK\$0.10 each to HK\$500,000,000 divided into 5,000,000,000 Consolidated Shares of par value of HK\$0.10 each.**	1,546,777,064 (63.47%)	890,140,000 (36.53%)

** *The description of the above resolution is by way of summary only, full texts of the resolution are set out in the Notice.*

As more than 50% of the votes were cast in favour of the resolution, the said resolution was duly passed as an ordinary resolution of the Company.

As at the date of the SGM, the total issued share capital of the Company was 3,807,102,417 Shares. No Shareholder was required to abstain from voting at the SGM. The total number Shares entitling the Shareholders to attend and vote for or against the resolution at the SGM was 3,807,102,417 Shares and there was no Shareholder who was entitled to attend the SGM but was only entitled to vote against the resolution. No Shareholder has indicated in the Circular that he/she/it intends to vote against the ordinary resolution or to abstain from voting at the SGM.

The Company’s Hong Kong branch share registrar, namely Tricor Secretaries Limited, was appointed as the scrutineer at the SGM for the purpose of vote-taking.

ADJUSTMENT TO THE OUTSTANDING CONVERTIBLE BONDS

As a result of the Capital Reorganisation becoming effective and pursuant to the terms and conditions of the Convertible Bonds, the conversion price of the Convertible Bonds will be adjusted from HK\$0.122 per Conversion Share to HK\$0.608 per Conversion Share. The maximum number of Conversion Shares to be allotted and issued upon the exercise of conversion rights attached to the outstanding Convertible Bonds will be adjusted from 247,113,500 Shares to 49,433,722 Shares.

The independent financial advisor, Greater China Paxwell Limited, has reviewed and confirmed in writing the Convertible Bonds adjustments.

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

Hong Kong, 8 April, 2014

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, Anne and Ms. Kwok Siu Wa, Alison; and three independent non-executive Directors, namely Mr. David Chi-ping Chow, Mr. Liu Chaodong and Ms. Chui Wai Hung.