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鈞豪集團有限公司*

GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of shareholders of the Company will be held at Crystal Room 2, Level B3, Holiday Inn Golden Mile, 50 Nathan Road, Tsim Sha Tsui, Kowloon, Hong Kong on Wednesday, 19 April 2017 at 10:00 a.m., as special business, to consider and, if thought fit, pass with or without amendments the following resolution as Ordinary Resolution:

1. **“THAT:**

- (a) the conditional sale and purchase agreement dated 24 February 2017 (the **“Agreement”**, details of which are disclosed in the circular of the Company dated 30 March 2017 (the **“Circular”**)) entered into between Grand Field Group Holdings Limited (the **“Company”**), Surplus Full Development Limited as purchaser (the **“Purchaser”**) and Mr. Tsang and Ms. Tsang, as vendors (the **“Vendors”**) in relation to, among other matters, the sale and purchase of the entire equity interest of Intra Asia Limited, for a total consideration of HK\$207,000,000 (a copy of the Agreement is marked **“A”** and produced to the meeting and signed by the chairman of the Meeting (the **“Chairman”**) for identification purpose) and the transactions contemplated thereunder be and are hereby ratified, confirmed and approved;
- (b) the issuance of the Convertible Bonds (as defined in the Circular) by the Company of up to an aggregate principal amount of HK\$137,000,000 pursuant to the terms of the Agreement be and are hereby approved;

* *For identification purpose only*

- (c) the allotment and issue of the Conversion Shares (as defined in the Circular) (subject to adjustment) in the capital of the Company upon the exercise of the conversion rights attached to the Convertible Bonds be and are hereby approved; and the directors of the Company be and are hereby authorized to allot and issue the Convertible Bonds and the Conversion Shares accordingly;
- (d) the allotment and issue of the Consideration Shares (as defined in the Circular) credited as fully paid at the Issue Price (as defined in the Circular) to Vendors and/or their respective nominee(s) in accordance with the terms and conditions of the Agreement and the transactions contemplated thereunder be and is hereby approved; and
- (e) any one director of the Company be and is hereby generally and unconditionally authorized to do all such acts and things, to sign and execute all such documents for and on behalf of the Company as they may consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Acquisition and the transactions contemplated thereunder, including but not limited to the allotment and issue of the Convertible Bonds, the Conversion Shares and the Consideration Shares.”

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

Hong Kong, 30 March 2017

Registered Office in Bermuda:

Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

Head Office and Principal Place of Business:

Unit 1004B, 10/F,
Tower 5, China Hong Kong City,
33 Canton Road, Tsim Sha Tsui,
Kowloon, Hong Kong

Notes:

1. A form of proxy for use at the SGM is enclosed herewith.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his/her attorney duly authorised in writing or if the appointor is a corporation, either under its seal or under the hand of any officer, attorney or other person authorised to sign the same.
3. A member who is the holder of two or more shares of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more than one proxy to attend and vote in his or her stead (subject to the provisions of the bye-laws of the Company). A proxy need not be a member of the Company. If more than one proxy is so appointed, the appointment shall specify the number of shares in respect of which each proxy is so appointed.
4. In order to be valid, the form of proxy should be completed and signed in accordance with the instructions printed thereon and be returned to the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, being not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
5. Completion and return of the form of proxy will not preclude members from attending and voting in person at the SGM convened by the above notice or at any adjourned meeting thereof should they so wish, and in such event, the form of proxy shall be deemed to be revoked.
6. Shareholders who are entitled to vote at the SGM are those whose names appear as Shareholders on the register of members of the Company as at the close of business on Tuesday, 11 April 2017. In order to be entitled to vote at the SGM, all completed transfer documents, accompanied by relevant share certificates, must be lodged with the Company's branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited of Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, for registration no later than 4:30 p.m. on Tuesday, 11 April 2017.

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 and Ms. Kwok Siu Wa Alison; one non-executive Director, namely, Ms. Tsang Tsz Tung Debbie (with Mr. Kwok Siu Bun as alternative); and three independent non-executive Directors, namely, Mr. Hui Pui Wai Kimber, Mr. Liu Chaodong and Ms. Chui Wai Hung.