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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 the special general meeting (“**SGM**”) of Grand Field Group Holdings Limited (the “**Company**”) will be held at Suites 903-905, 9th Floor, Shui On Centre, 6-8, Harbour Road, Wanchai, Hong Kong on 14 February 2019 at 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolution, with or without amendments, as an ordinary resolution of the Company:

ORDINARY RESOLUTION

1. “**THAT:**

- (a) the conditional subscription agreement dated 16 November 2018 and the supplemental agreement dated 22 January 2019 (the “**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 among the Company (as issuer), Mr. Tsang Wai Lun Wayland and Ms. Tsang Tsz Nok Aleen (collectively known as the “**Subscribers**”) in relation to the settlement of amount in the sum of HK\$112,320,000 by the Company to the Subscribers (details were disclosed in the circular of the Company dated 25 January 2019 (the “**Circular**”), a copy of which is marked “**B**” and signed by the chairman of the SGM for identification purpose and has been tabled at the SGM) and the transactions contemplated thereunder including but not limited to the issue of 3% coupon convertible bonds in the principal amount of HK\$112,320,000 (the “**New Convertible Bonds**”) which are convertible into ordinary shares of the Company (the “**Conversion Shares**”) at the conversion price of HK\$0.123 per Conversion Share (subject to adjustment) to Ms. Tsang Tsz Nok Aleen pursuant to the Subscription Agreement, and the allotment and issue of the shares of HK\$0.10 each in the share capital of the Company upon conversion of the New Convertible Bonds be and are hereby generally and unconditionally approved, confirmed and ratified;

* *For identification purpose only*

- (b) any one director of the Company 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 including but not limited to the issue of the New Convertible Bonds; and
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Conversion Shares.”

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

Hong Kong, 25 January 2019

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 of the Company 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. The register of members of the Company will be closed from Monday, 11 February 2019 to Thursday, 14 February 2019 (both dates inclusive). No transfer of Shares will be registered during that period. 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 Friday, 8 February 2019.
7. 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 SGM, the SGM will be postponed. The Company will post an announcement on the websites of the Company at <http://www.gfghl.com> and the Stock Exchange at <http://www.hkexnews.hk> to notify members of the date, time and place of the rescheduled meeting.

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; one non-executive Director, namely, Ms. Tsang Tsz Tung Debbie (with Mr. Kwok Siu Bun as alternate); and three independent non-executive Directors, namely, Mr. Hui Pui Wai Kimber, Mr. Liu Chaodong and Mr. Wong Sze Lok.