
THIS PROSPECTUS IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt as to any aspect of this Prospectus or as to the action to be taken, you should consult your licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in Grand Field Group Holdings Limited ("Company"), you should at once hand this Prospectus and the accompanying form of proxy to the purchaser, the transferee or to the bank, licensed securities dealer, registered institution in securities, or other agent through whom the sale or transfer was effected for transmission to the purchaser or transferee.

A copy of each of the Prospectus Documents, together with the written consent referred to in the paragraph headed "Expert and Consent" in Appendix III to this prospectus, have been registered with the Registrar of Companies in Hong Kong as required by Section 342C of the Companies (Winding Up and Miscellaneous Provisions) Ordinance. Neither the Securities and Futures Commission nor the Registrar of Companies in Hong Kong takes any responsibility as to the contents of any of the Prospectus Documents.

Subject to the grant of the listing of and permission to deal in the Offer Shares on the Stock Exchange as well as compliance with the stock admission requirements of HKSCC, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Offer Shares on the Stock Exchange or such other dates as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

Hong Kong Exchanges Clearing Limited, The Stock Exchange of Hong Kong Limited and Hong Kong Securities Clearing Company Limited take no responsibility for the contents of this Prospectus, 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 Prospectus.



鈞濠集團有限公司*

GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

PROPOSED OPEN OFFER OF 816,518,044 OFFER SHARES ON THE BASIS OF ONE (1) OFFER SHARE FOR TWO (2) EXISTING SHARES HELD ON THE RECORD DATE

Underwriter to the Open Offer



**統一證券(香港)有限公司
PRESIDENT SECURITIES (HONG KONG) LTD.**

It should be noted that the Underwriting Agreement contains provisions granting the Underwriter the right to terminate the obligations of the Underwriter thereunder on the occurrence of certain events. These certain events are set out in the section headed "Termination of the Underwriting Agreement" on pages 21 to 23 of this Prospectus. If the Underwriting Agreement is terminated by the Underwriter or does not become unconditional on or 4:00 p.m. on Tuesday, 7 August 2018, the Open Offer will not proceed.

The latest time for acceptance of and payment for the Offer Shares is at 4:00 p.m. on Monday, 6 August 2018. The procedure for application and payment for the Offer Shares are set out on pages 15 to 17 of this Prospectus.

Shareholders should note that the Shares have been dealt in on an ex-entitlement basis commencing from Thursday, 12 July 2018 and that dealings in the Shares may take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled. Any dealings in the Shares up to the date on which all conditions of the Open Offer are fulfilled will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. Shareholders and potential investors of the Company should therefore exercise extreme caution when dealings in the Shares, and if they are in any doubt about their position, they should consult their own professional advisers.

The Open Offer is conditional, *inter alia*, upon the fulfillment of the conditions set out under the section headed "Conditions of the Open Offer" of this Prospectus.

Shareholders or other persons contemplating selling or purchasing Shares up to the date when the conditions of the Open Offer are fulfilled will bear the risk that the Open Offer may not become unconditional and may not proceed. Shareholders and the public are reminded to exercise caution when dealing in the securities of the Company.

23 July 2018

* For identification purpose only

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DEFINITIONS

In this Prospectus, unless the context otherwise requires, the following expressions have the following meanings:

“Announcements”	the Companys’ announcements dated 11 July 2018 and 27 June 2018 in relation to the Open Offer;
“Application Form(s)”	the form of application(s) to be used by the Qualifying Shareholders to apply for the Offer Shares;
“associates”	has the meaning ascribed thereto under the Listing Rules;
“Bondholder(s)”	holder(s) of the Convertible Bonds;
“Board”	the board of the Directors;
“Business Day”	any day (excluding a Saturday, Sunday, public holiday and any day on which a tropical cyclone warning no.8 or above or a “black” rainstorm warning signal is hoisted or remains hoisted in Hong Kong at any time between 9:00 a.m. and 12:00 noon and is not lowered or discontinued at or before 12:00 noon) on which licensed banks are generally open for business in Hong Kong throughout their normal business hours;
“CCASS”	the Central Clearing and Settlement System, established and operated by HKSCC;
“Company”	Grand Field Group Holdings Limited, a company incorporated in Bermuda with limited liability whose Shares are listed on the Main Board of the Stock Exchange;
“connected person(s)”	has the meaning ascribed thereto under the Listing Rules;
“Companies Ordinance”	the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the Laws of Hong Kong), as amended from time to time;
“Convertible Bonds”	the convertible bonds maturing on 28 October 2018 issued by the Company with outstanding principal amount of HK\$137,000,000 which are convertible into 606,194,690 Shares;
“Director(s)”	the director(s) of the Company;

DEFINITIONS

“EAF(s)”	the excess application form(s) for additional Offer Shares proposed to be subscribed by the Qualifying Shareholders in addition to their assured entitlement under the Open Offer;
“Group”	the Company and its subsidiaries;
“HKSCC”	Hong Kong Securities Clearing Company Limited;
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China;
“Independent Third Party(ies)”	any person(s) or company(ies) and their respective ultimate beneficial owner(s), to the best of the Directors’ knowledge, information and belief having made all reasonable enquiries, are third parties independent of the Company and its connected person(s) (as defined under the Listing Rules);
“Irrevocable Undertakings”	the irrevocable undertakings dated 27 June 2018 pursuant to which each member of the Substantial Shareholder Concert Group has given an irrevocable undertakings to each of the Company and the Underwriter that (i) he/she/it will take up all its entitlements (being an aggregate of 194,101,031 Offer Shares) under the Open Offer and will remain as the respective beneficial owner of the interested 388,202,063 Shares from the date of the Underwriting Agreement up to the date of completion of the Open Offer; (ii) he/she/it will not exercise any part of the conversion rights to the Convertible Bonds from the date of the Underwriting Agreement up to the date of completion of the Open Offer; and (iii) he/she/it will not exercise any of the rights attaching to the Share Options respectively owned by him/her/it from the date of the Underwriting Agreement to the completion of the Open Offer and will remain as the respective beneficial holder of the those Share Options at any time from the date of the Underwriting Agreement up to the date of completion of the Open Offer;

DEFINITIONS

“Last Trading Day”	27 June 2018, the last day on which the Shares were traded on the Stock Exchange immediately preceding the publication of the announcement of the Company dated 27 June 2018;
“Latest Practicable Date”	18 July 2018, being the latest practicable date for ascertaining certain information for inclusion in this Prospectus;
“Latest Time for Acceptance”	the latest time for acceptance for the Offer Shares at 4:00 p.m. (Hong Kong time) on Monday, 6 August 2018 or such other time as may be agreed between the Company and the Underwriter;
“Latest Time for Termination”	the latest time for terminating the Underwriting Agreement at 4:00 p.m. (Hong Kong time) on Tuesday, 7 August 2018, being the first Business Day after the Latest Time for Acceptance;
“Listing Committee”	the Listing Committee of the Stock Exchange;
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange;
“Main Board”	Main Board of the Stock Exchange (excludes the option market) operated by the Stock Exchange;
“Mr. Tsang”	Mr. Tsang Wai Lun Wayland;
“Ms. Kwok”	Ms. Kwok Wai Man Nancy, spouse of Mr. Tsang;
“Non-Qualifying Shareholder(s)”	the Overseas Shareholder(s) whose address is/are in a place(s) outside Hong Kong where, the Directors, based on legal opinions provided by legal advisers of the Company, consider it is necessary or expedient on account either of the legal restrictions under the laws of the relevant place or the requirements of the relevant regulatory body or stock exchange in that place not to offer the Offer Shares to such Shareholders;
“Offer Shares”	816,518,044 new Shares to be allotted and issued pursuant to the Open Offer;

DEFINITIONS

“Open Offer”	the proposed issue of the Offer Shares at the Subscription Price on the basis of one (1) Offer Share for every two (2) existing Shares held on the Record Date;
“Overseas Letter”	a letter from the Company to the Non-Qualifying Shareholders explaining the circumstances in which the Non-Qualifying Shareholders are not permitted to participate in the Open Offer;
“Overseas Shareholders”	Shareholder(s) whose registered address(s) (as shown in the register of members of the Company on the Record Date) are outside Hong Kong;
“PRC”	the People’s Republic of China;
“Prospectus”	this document containing details of the Open Offer to be dispatched to the Shareholders;
“Prospectus Documents”	the Prospectus, the Application Form(s) and the EAF(s);
“Prospectus Posting Date”	Monday, 23 July 2018 or such later date as may be agreed between the Underwriter and the Company for the despatch of the Prospectus Documents to the Qualifying Shareholders (or the Prospectus only in case of Non-Qualifying Shareholder(s));
“Qualifying Shareholders”	Shareholders whose names appear on the register of members of the Company on the Record Date, other than the Non-Qualifying Shareholders;
“Record Date”	Friday, 20 July 2018, or such other date as may be agreed between the Company and the Underwriter for determining entitlements to the Open Offer;
“Registrar”	Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong, the Hong Kong branch share registrar and transfer office of the Company;

DEFINITIONS

“Rhenfield”	Rhenfield Development Corp., a company incorporated in the British Virgin Islands with limited liability, one of the substantial shareholders (as defined under the Listing Rules) of the Company;
“SFO”	Securities and Futures Ordinance, Chapter 571 of the Laws of Hong Kong;
“Share(s)”	the ordinary share(s) of HK\$0.1 each in the issued share capital of the Company;
“Shareholder(s)”	the holder(s) of the issued Shares;
“Share Options”	the share options granted by the Company;
“Shenzhen Zongke”	Shenzhen Zongke Real Estate Co., Ltd.* (深圳棕科置業有限公司), an indirect non-wholly owned subsidiary of the Company;
“Shenzhen Zongke Yunduan Building Project”	a commercial and residential property project by Shenzhen Zongke at Longgang District of Shenzhen with total gross floor area of 180,944.79m ² ;
“Stock Exchange”	The Stock Exchange of Hong Kong Limited;
“Subscription Price”	the price of HK\$0.120 per Offer Share;
“Substantial Shareholder Concert Group”	Rhenfield, its beneficial owner, and parties acting in concert with any of them (including Mr. Tsang, Ms. Kwok, Ms. Tsang Tsz Tung Debbie and Ms. Tsang Tsz Nok, Aleen);
“Takeovers Code”	the Hong Kong Code on Takeovers and Mergers;
“Underwriter”	President Securities (Hong Kong) Limited, a licensed corporation to carry on type 1 (dealing in securities), type 4 (advising on securities), type 6 (advising on corporate finance) and type 9 (assets management) regulated activities under the SFO and is the underwriter to the Company under the Open Offer;

* For identification purpose only

DEFINITIONS

“Underwriting Agreement”	the underwriting agreement dated 27 June 2018 in relation to the Open Offer entered into between the Company and the Underwriter;
“Underwritten Shares”	all the Offer Shares (excluding the Offer Shares undertaken by the Substantial Shareholder Concert Group under the Irrevocable Undertakings) which are fully underwritten by the Underwriter on the terms and subject to the conditions set out in the Underwriting Agreement;
“Untaken Shares”	the Offer Shares which have not been taken up by the Qualifying Shareholders;
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong;
“RMB”	Renminbi, the lawful currency of the PRC;
“m ² ”	square metre; and
“%”	per cent.

For the purpose of this Prospectus, unless specified otherwise, the translation of RMB into HK\$ is based on the approximate exchange rate of RMB1.00 equal to HK\$1.18. Such translation should not be construed as a representation that the amount in question has been, could have been or could be converted at any particular rate or at all.

EXPECTED TIMETABLE

All times and dates stated in this Prospectus refer to Hong Kong local times and dates. Dates or deadlines specified in expected timetables below stated in this Prospectus are indicative only and may be extended or varied by the Company. Any changes to the expected timetable will be published or notified to Shareholders as and when appropriate.

2018

(Hong Kong time)

Latest Time for Acceptance	4:00 p.m. on Monday, 6 August
Latest Time for Termination by the Underwriter	4:00 p.m. on Tuesday, 7 August
Announcement of the results of the Open Offer and excess application	Monday, 13 August
Despatch of share certificates for Offer Shares	Tuesday, 14 August
Despatch of refund cheques if the Open Offer is terminated	Tuesday, 14 August
Expected first day of dealings in fully-paid Offer Shares on the Stock Exchange	9:00 a.m. on Wednesday, 15 August
Designated broker to stand into the market to provide matching services for odd lot of Shares	Wednesday, 15 August
The last day for the designated broker to provide matching services for odd lot of Shares	Wednesday, 5 September

EXPECTED TIMETABLE

EFFECT OF BAD WEATHER ON THE LATEST TIME FOR ACCEPTANCE OF AND PAYMENT FOR OFFER SHARES

The Latest Time for Acceptance of and payment for Offer Shares will not take place if there is:

- (a) a tropical cyclone warning signal number 8 or above, or
- (b) a “black” rainstorm warning signal
 - (i). in force in Hong Kong at any local time before 12:00 noon and no longer in force after 12:00 noon on 6 August 2018. Instead the Latest Time for Acceptance will be extended to 5:00 p.m. on the same Business Day; or
 - (ii). in force in Hong Kong at any local time between 12:00 noon and 4:00 p.m. on 6 August, 2018. Instead, the Latest Time for Acceptance for the Offer Shares will be rescheduled to 4:00 p.m. on the next Business Day which does not have either of those warning signal in force at any time between 9:00 a.m. and 4:00 p.m..

If the Latest Time for Acceptance for the Offer Shares does not take place on 6 August 2018, the dates mentioned in the section headed “Expected timetable” in this Prospectus may be affected. An announcement will be made by the Company in such event as soon as practicable.

LETTER FROM THE BOARD



鈞濠集團有限公司*
GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

Executive Directors:

Mr. Ma Xuemian (*Chairman*)
Mr. Kwok Siu Bun
Ms. Chow Kwai Wa Anne
Ms. Kwok Siu Wa Alison

Registered Office in Bermuda:

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

Non executive Director:

Ms. Tsang Tsz Tung Debbie
(*with Mr. Kwok Siu Bun as alternate*)

*Head Office and Principal place of business
in Hong Kong:*

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

Independent Non-executive Directors:

Mr. Hui Pui Wai Kimber
Mr. Liu Chaodong
Mr. Wong Sze Lok

23 July 2018

*To the Shareholders and for information only,
the Non-Qualifying Shareholders*

Dear Sir or Madam,

**OPEN OFFER OF 816,518,044 OFFER SHARES
ON THE BASIS OF
ONE (1) OFFER SHARE FOR EVERY TWO (2) EXISTING SHARES
HELD ON THE RECORD DATE**

INTRODUCTION

Reference is made to the Announcements in relation to, among other things, the Open Offer. On 27 June 2018, the Company announced that it proposed to raise not less than approximately HK\$97.98 million and not more than approximately HK\$108.06 million before expenses by issuing not less than 816,518,044 Offer Shares and not more than 900,508,521 Offer Shares to the Qualifying Shareholders on the basis of one (1) Offer Share for every two (2) existing Shares held on the Record Date. The Open Offer is only available to the Qualifying Shareholders and will not be extended to the Non-Qualifying Shareholders.

* *For identification purpose only*

LETTER FROM THE BOARD

The purpose of this Prospectus is to provide you with, among other things, further details of (i) the Open Offer including its procedures for application and payment for the Offer Shares; (ii) financial information of the Group; and (iii) general information of the Group.

THE OPEN OFFER

Issue statistics

Basis of the Open Offer:	one (1) Offer Share for every two (2) existing Shares held on the Record Date
Subscription Price:	HK\$0.120 per Offer Share
Number of Shares in issue as at the Latest Practicable Date:	1,633,036,088 Shares
Number of Offer Shares:	816,518,044 Offer Shares
Number of Offer Shares undertaken by the Underwriter:	622,417,013 Offer Shares (being the total number of 816,518,044 Offer Shares less the 194,101,031 Offer Shares to be subscribed by the Substantial Shareholder Concert Group pursuant to the Irrevocable Undertakings)
Number of enlarged Shares in issue upon completion of the Open Offer:	2,449,554,132 Shares (based on the number of Shares in issue as at the Latest Practicable Date)

Offer Shares

As at the Latest Practicable Date and the Record Date, there were 187,378,882 outstanding Share Options granted by the Company and accepted by the grantees carrying rights to subscribe for a total of 187,378,882 new Shares. In addition, there were outstanding Convertible Bonds in the aggregate principal amount of HK\$137,000,000 that are convertible into 606,194,690 Shares. Save as and except for the Share Options and the Convertible Bonds, the Company has no other outstanding convertible securities, options or warrants in issue which confer any right to subscribe for, convert or exchange into Shares.

As there were 1,633,036,088 Shares in issue at the Record Date, the 816,518,044 Offer Shares represent 50% of the Company's total number of issued Shares and will represent approximately 33.33% of the Company's total number of issued Shares as enlarged by the Open Offer.

LETTER FROM THE BOARD

Subscription Price

The Subscription Price is HK\$0.120 per Offer Share, payable in full upon application.

The Subscription Price represents:

- (a) a discount of approximately 33.70% to the closing price of HK\$0.181 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (b) a discount of approximately 25.47% to the theoretical ex-entitlement price of HK\$0.161 based on the closing price of HK\$0.161 per Share as quoted on the Stock Exchange on the Last Trading Day;
- (c) a discount of approximately 35.48% to the average closing price of approximately HK\$0.186 per Share for the last five consecutive trading days up to and including the Last Trading Day; and
- (d) a discount of approximately 4% to the closing price of HK\$0.125 per Share as at the Latest Practicable Date.

The Subscription Price was determined after arm's length negotiations between the Company and the Underwriter with reference to, among others, the prevailing market price of the Shares. The Company is aware that the Share price has been in general, showing a decreasing trend for the consecutive two years since July 2016 and that the trading volume of the Shares was thin. As such, the Company considered it would not be attractive for the Shareholders to participate in the Open Offer if no attractive price is offered to the Shareholders. In order to increase attractiveness for the Shareholders to actively participate in the Open Offer, it is the Company's consideration to offer a more attractive price to the Shareholders. The Directors consider that each Qualifying Shareholder will be entitled to subscribe for the Offer Shares at the same Subscription Price in proportion to his/her/its shareholding held on the Record Date and the terms of the Open Offer, including the Subscription Price which has been set as a discount to the recent closing prices of the Shares with an objective of encouraging existing Shareholders to take up their entitlements so as to share in the potential growth of the Company, to be fair and reasonable and in the best interests of the Company and the Shareholders as a whole.

The net price per Offer Share will be approximately HK\$0.116 and the aggregate nominal value of the Offer Shares will be HK\$81,651,804.40.

LETTER FROM THE BOARD

Basis of entitlement

The basis of the entitlement shall be one (1) Offer Share for every two (2) existing Shares held on the Record Date, being 816,518,044 Offer Shares at the Subscription Price. Acceptance for all or any part of a Qualifying Shareholder's entitlement should be made by completing the Application Form and lodging the same with a remittance for the Offer Shares being applied for with the Registrar on or before the Latest Time for Acceptance.

Qualifying Shareholders

The Open Offer is only available to the Qualifying Shareholders. The Company will send (a) the Prospectus Documents to the Qualifying Shareholders; and (b) the Overseas Letter together with the Prospectus, for information only, to the Non-Qualifying Shareholders on the Prospectus Posting Date.

Beneficial owners with their Shares held by a nominee company whose name appears on the register of members of the Company should note that the Board will regard such nominee company as a single Shareholder.

Qualifying Shareholders who take up their pro-rata entitlement in full will not suffer any dilution to their interests in the Company. If a Qualifying Shareholder does not take up any of his/her/its entitlement under the Open Offer, his/her/its proportionate shareholding in the Company will be diluted.

The entitlements to the Offer Shares are not transferable or capable of renunciation and there will not be any trading in the entitlements on the Stock Exchange.

Closure of register of members

The register of members of the Company had been closed from Monday, 16 July 2018 to Friday, 20 July 2018 (both days inclusive) for determination of the Qualifying Shareholders to the Open Offer as at the Record Date. No transfer of Shares had been registered during this book closure period. Shareholders whose names were registered in the register of members of the Company on the Record Date will be entitled to participate in the Open Offer.

Rights of Overseas Shareholders

The Prospectus Documents are not intended to be registered under the applicable securities legislation of any jurisdiction other than Hong Kong.

As at the Record Date, according to the register of members of the Company, there were 53 Overseas Shareholders on the Record Date with registered address located in the United States of America, the United Kingdom, Japan, Australia, Macau, New Zealand, Nigeria, and Philippines, who collectively held an aggregate of 34,371 Shares, representing approximately 0.002% of the total number of Shares in issue.

LETTER FROM THE BOARD

Pursuant to Rule 13.36(2)(a) of the Listing Rules, the Board has made enquiries regarding the legal restrictions under the applicable securities legislation of the relevant jurisdictions and the requirements of the relevant regulatory body or stock exchange with respect to the offer of the Offer Shares to such Overseas Shareholders.

Based on the advice and replies provided by the relevant foreign legal advisers, the Directors are of the view that (i) it is inexpedient to extend the Open Offer to the Overseas Shareholders in the United States of America, Philippines and New Zealand, due to the time and costs involved in the registration of this Prospectus and/or compliance with the applicable legal or regulatory requirements or special formalities in these jurisdictions if the Open Offer were to be lawfully made to such Overseas Shareholders; and (ii) it is expedient to extend the Open Offer to the Overseas Shareholders in the United Kingdom, Japan, Australia, Macau and Nigeria as there are no legal restrictions prohibiting the Open Offer in these jurisdictions and no local legal and regulatory compliance is required to be made in these jurisdictions.

As at the Record Date, there were 32, 1, and 1 Overseas Shareholder(s) with registered address located in the United States of America, Philippines and New Zealand respectively, being all the Non-Qualifying Shareholders. Accordingly, other than the Overseas Shareholders with registered addresses in the United States of America, Philippines and New Zealand, there are no other Non-Qualifying Shareholders. The Company will send the Overseas Letter together with this Prospectus, for information only, to the Non-Qualifying Shareholders.

The table below summarises the number and status of all the Overseas Shareholders in each of the abovementioned eight jurisdictions and their aggregate shareholding as at the Record Date:

Jurisdiction of the registered address of the Overseas Shareholder(s)	Number of Overseas Shareholder(s)	Number of Shares held in aggregate
<i>Included in Open Offer:</i>		
United Kingdom	3	1,716
Japan	1	480
Australia	6	10,360
Macau	8	11,140
Nigeria	1	105
Sub-total (Overseas Shareholders included in Open Offer):	19	23,801

LETTER FROM THE BOARD

Jurisdiction of the registered address of the Overseas Shareholder(s)	Number of Overseas Shareholder(s)	Number of Shares held in aggregate
<i>Excluded from Open Offer:</i>		
United States of America	32	10,154
Philippines	1	16
New Zealand	1	400
Sub-total (Overseas Shareholders excluded from Open Offer):	34	10,570
Total (all Overseas Shareholders):	53	34,371

It is the responsibility of the Shareholders, including the Overseas Shareholders, to observe the local legal and regulatory requirements applicable to them for taking up and onward sale (if applicable) of the Offer Shares.

It is the responsibility of any person (including but without limitation to nominee, agent and trustee) receiving a copy of this Prospectus or the Application Form or the EAF outside Hong Kong and wishing to take up the Offer Shares to satisfy himself/herself/itself as to the full observance of the laws and regulations of the relevant territory or jurisdiction including the obtaining of any governmental or other consents for observing any other formalities which may be required in such territory or jurisdiction, and to pay any taxes, duties and other amounts required to be paid in such territory or jurisdiction in connection therewith. The Company will not be responsible for verifying the legal qualification of such Overseas Shareholders and/or residents in such territory or jurisdiction, thus, should the Company suffer any losses or damages due to non-compliance with the relevant laws of such territory or jurisdiction by any such Overseas Shareholders and/or residents, the Overseas Shareholders and/or residents shall be responsible to compensate the Company for the same. The Company shall not be obliged to issue the Offer Shares to any such Overseas Shareholders and/or residents, if at the Company's absolute discretion issuing the Offer Shares to them does not comply with the relevant laws of such territory or jurisdiction. Any acceptance by any person will be deemed to constitute a representation and warranty from such person to the Company that applicable local laws and requirements have been complied with. If you are in any doubt as to your position, you should consult your professional advisers.

Status of the Offer Shares

The Offer Shares, when allotted and fully paid, will rank *pari passu* in all respects with the Shares then in issue. Holders of fully-paid Offer Shares will be entitled to receive all future dividends and distributions which are declared, made or paid after the date of allotment of the Offer Shares in their fully-paid form.

LETTER FROM THE BOARD

Procedure for acceptance of and payment for the Offer Shares

For each Qualifying Shareholder, an Application Form is enclosed with this Prospectus which entitles the Qualifying Shareholder(s) to whom it is addressed to subscribe for the number of Offer Shares shown thereon. If the Qualifying Shareholder(s) wish(es) to exercise his/her/their rights to subscribe for all the Offer Shares provisionally allotted to him/her/them, he/she/they must lodge the Application Form(s) in accordance with the instructions printed thereon, together with the remittance for the full amount payable on acceptance, with Tricor Secretaries Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, by no later than 4:00 p.m. on Monday, 6 August 2018 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed "Expected Timetable" in this Prospectus).

All remittance(s) must be made in Hong Kong dollars and cheques must be drawn on an account with or banker's cashier orders must be issued by, a licensed bank in Hong Kong and made payable to "**GRAND FIELD GROUP HOLDINGS LIMITED**" and must be crossed "**ACCOUNT PAYEE ONLY**".

It should be noted that unless the duly completed and signed Application Form, together with the appropriate remittance, have been lodged with Tricor Secretaries Limited by not later than 4:00 p.m. on Monday, 6 August 2018, that assured allotments and all rights thereunder will be deemed to have been declined and will be cancelled.

The Application Form contains full information regarding the procedures to be followed if you wish to apply for a number of Offer Shares different from your assured allotments. The Application Form is for use only by the person(s) named therein and is not transferable.

All cheques or banker's cashier orders will be presented for payment upon receipt and all interests earned on such monies (if any) will be retained for the benefit of the Company.

Any application in respect of which the cheque or banker's cashier order is dishonoured on first presentation is liable to be rejected, and in that event the assured allotments and all rights thereunder will be deemed to have been declined and will be cancelled. No receipt will be issued in respect of any Application Form and of any application monies received.

LETTER FROM THE BOARD

If the conditions of the Open Offer are not fulfilled and/or the Underwriting Agreement is terminated in accordance with its terms by the Latest Time for Termination, the application monies will be refunded, without interest, by sending a cheque made out to the applicant (or in the case of joint applicants, to the first named applicant) and crossed “**ACCOUNT PAYEE ONLY**”, to be despatched by ordinary post to their registered addresses and, in the case of joint applicants, to the registered address of the applicant whose name first appears on the register of members of the Company at the risk of such applicants by ordinary post at his/her/its/their own risk on or before Tuesday, 14 August 2018.

Qualifying Shareholders who do not take up the Offer Shares to which they are entitled should note that their shareholdings in the Company will be diluted.

Excess application for the Offer Shares

Qualifying Shareholders shall be entitled to apply for entitlement of Offer Shares created which are not taken up by other Qualifying Shareholders in excess of their own assured allotments but are not assured of being allocated any Offer Shares in excess of those in their assured allotments. Application may be made by Qualifying Shareholders by completing the EAF in accordance with the instructions printed thereon and lodge it, together with a separate remittance for the full amount payable on application in respect of the excess Offer Shares applied for, with the Company’s branch share registrar and transfer office in Hong Kong, Tricor Secretaries Limited, Level 22, Hopewell Centre, 183 Queen’s Road East, Hong Kong by no later than 4:00 p.m. on Monday, 6 August 2018 (or, under bad weather conditions, such later date and/or time as mentioned in the section headed “Expected Timetable” in this Prospectus). The EAF is for use only by the person(s) named therein and is not transferable. All remittances must be made in Hong Kong dollars. Cheques must be drawn on an account with, or cashier’s orders must be issued by, a licensed bank in Hong Kong and made payable to “**GRAND FIELD GROUP HOLDINGS LIMITED**” and must be crossed “**ACCOUNT PAYEE ONLY**”.

The Directors will allocate the excess Offer Shares (if any) in excess of assured entitlement at their discretion, but on a fair and equitable basis, to Qualifying Shareholders who have applied for excess Offer Shares on a pro-rata basis with reference to the number of excess Offer Shares applied for but no reference will be made to Offer Shares comprised in applications by Application Forms or the existing number of Shares held by Qualifying Shareholders. However, no preference will be given to topping-up odd lots to whole board lots. Any Offer Shares not applied for by the Qualifying Shareholders and not taken by excess application will be taken up by the Underwriter.

LETTER FROM THE BOARD

All cheques and cashier's orders will be presented for payment immediately following receipt and all interest earned on such monies shall be retained for the benefit of the Company. Any form of application for excess Offer Shares in respect of which the accompanying cheque or cashier's order is dishonored on first presentation is liable to be rejected and cancelled. In the event of overpaid application, a refund cheque will be made out to the Qualifying Shareholder only if the overpaid amount is HK\$100 or above.

If no excess Offer Shares are allotted to the Qualifying Shareholders, it is expected that a cheque for the full amount tendered on application for the excess Offer Shares without interest will be posted to the Qualifying Shareholders' address on the register of member of the Company by ordinary post at his/her/its/their own risk on or before Tuesday, 14 August 2018. If the number of excess Offer Shares allotted to the Qualifying Shareholders is less than that applied for, it is expected that a cheque for the amount of the surplus application monies, without interest, will be posted to the Qualifying Shareholders' address on the register of members of the Company by ordinary post at his/her/its/their own risk on or before Tuesday, 14 August 2018.

Shareholders with their Shares held by a nominee (including HKSCC Nominees Limited) should note that the Directors will regard the nominee (including HKSCC Nominees Limited) as a single Shareholder according to the register of members of the Company. Accordingly, investors whose Shares are registered in the name of a nominee (including HKSCC Nominees Limited) should note that the aforesaid arrangements in relation to the allocation of excess Offer Shares will not be extended to them individually. Shareholders should consult their professional advisers if they are in any doubt as to whether they should register their shareholding in their own names prior to the book closure period and apply for the Offer Shares themselves.

Excess application from Qualifying Shareholders (including registered nominee company) will be accepted by the Company even if their assured entitlement of the Offer Shares is not subscribed for in full.

If the Underwriting Agreement is terminated before the Latest Time for Termination, the Open Offer will not proceed and the monies received in respect of applications for excess Offer Shares without interest will be returned to the Qualifying Shareholders by means of cheques crossed "ACCOUNT PAYEE ONLY" to be despatched by ordinary post to their registered addresses at their own risk on or before Tuesday, 14 August 2018.

Fractions of the Offer Shares

Entitlement to the Open Offer will be rounded down to the nearest whole number. Fractional entitlements to the Offer Shares will not be issued to the Qualifying Shareholders.

LETTER FROM THE BOARD

Any Offer Shares created from the aggregation of fractions of the Offer Shares will be made available for excess application by the Qualifying Shareholders. Should there be no excess application by the Qualifying Shareholders, those Offer Shares created from the aggregation of fractions of the Offer Shares will be taken up by the Underwriter pursuant to the terms of the Underwriting Agreement.

Odd lots arrangement

In order to alleviate the difficulties arising from the existence of odd lots of Shares arising from the Open Offer, the Company has appointed President Securities Limited to provide matching services for the sale and purchase of odd lots of Shares on a best effort basis during the period between 9:00 a.m. on Wednesday, 15 August 2018 to 4:30 p.m. on Wednesday, 5 September 2018 (both days inclusive). Shareholders who wish to take advantage of this facility should contact Mr. Berry Ng at Units 2603-6, 26/F, Infinitus Plaza, 199 Des Voeux Road Central, Hong Kong, at telephone number (852) 3582 0428 during office hours of such period. Shareholders should note that successful matching of the sale and purchase of odd lots of the Shares is not guaranteed. Shareholders who are in doubt about this facility are recommended to consult their professional adviser.

Application for the Offer Shares

The Application Form in respect of the entitlement of the Offer Shares is enclosed with the Prospectus entitling the Qualifying Shareholders to whom it is addressed to subscribe for the Offer Shares as shown therein by completing such form and lodging the same with a remittance for the Offer Shares being taken up with the Registrar by the Latest Time for Acceptance.

Application for listing

The Company has applied to the Listing Committee of the Stock Exchange for the listing of and permission to deal in, the Offer Shares. Dealings in the Offer Shares on the Stock Exchange will be subject to the payment of stamp duty (if any) in Hong Kong and any other applicable fees and charges in Hong Kong.

Subject to the granting of the approval for the listing of, and permission to deal in, the Offer Shares on the Stock Exchange, the Offer Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the respective commencement date of dealings in the Offer Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second trading day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time.

No part of the securities of the Company is listed or dealt in or on which listing or permission to deal is being or is proposed to be sought on any other stock exchange.

LETTER FROM THE BOARD

Share certificates and refund cheques for the Open Offer

Subject to the fulfillment of the conditions of the Open Offer, certificates for all fully-paid Offer Shares are expected to be posted to those entitled thereto by ordinary post at their own risk on or before Tuesday, 14 August 2018. If the Open Offer is terminated, refund cheques will be despatched on or before Tuesday, 14 August 2018 by ordinary post at the respective Shareholders' own risk.

UNDERWRITING AGREEMENT

Date: 27 June 2018

Underwriter: President Securities (Hong Kong) Limited

Number of Offer Shares to be underwritten: 622,417,013 Offer Shares (being the total number of 816,518,044 Offer Shares less the 194,101,031 Offer Shares to be subscribed by the Substantial Shareholder Concert Group pursuant to the Irrevocable Undertakings)

As all the Offer Shares (excluding the Offer Shares undertaken by the Substantial Shareholder Concert Group under the Irrevocable Undertakings) are underwritten by the Underwriter, the Open Offer is fully underwritten.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquiries, the Underwriter and its ultimate beneficial owners are Independent Third Parties. As at the Latest Practicable Date, the Underwriter does not have any interest in the Company.

Underwriting commission

The Company will pay the Underwriter an underwriting commission of 2.75% of the aggregate Subscription Price in respect of the maximum number of the Underwritten Shares agreed to be underwritten by the Underwriter pursuant to the Underwriting Agreement, being 706,407,490 Offer Shares. The commission rate was determined after arm's length negotiation between the Company and the Underwriter with reference to the existing financial position of the Company, the size of the Open Offer, and the current market condition. The Directors are of the view that the terms of the Underwriting Agreement, including the commission, are fair and reasonable and are in the interest of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Irrevocable Undertakings

As at the Latest Practicable Date, the Substantial Shareholder Concert Group were interested in (i) an aggregate of 388,202,063 Shares, representing approximately 23.77% of the total number of issued Shares (ii) an aggregate of 19,397,928 outstanding Share Options; and (iii) the Convertible Bonds in the aggregate principal amount of HK\$137,000,000 that are initially convertible into 606,194,690 Shares.

Pursuant to the Irrevocable Undertakings, each of the member of the Substantial Shareholder Concert Group has given an irrevocable undertaking to each of the Company and the Underwriter that (i) he/she/it will take up all his/her/its entitlements (being an aggregate of 194,101,031 Offer Shares) under the Open Offer and will remain as the respective beneficial owner of the interested 388,202,063 Shares from the date of the Underwriting Agreement up to the date of completion of the Open Offer; (ii) he/she/it will not exercise any part of the conversion rights to the Convertible Bonds from the date of the Underwriting Agreement up to the date of completion of the Open Offer; and (iii) he/she/it will not exercise any of the rights attaching to the Share Options respectively owned by him/her/it from the date of the Underwriting Agreement to the completion of the Open Offer and will remain as the respective beneficial holder of the those Share Options at any time from the date of the Underwriting Agreement up to the date of completion of the Open Offer.

Save for the above, as at the Latest Practicable Date, the Board had not received any information or irrevocable undertaking from any Shareholders of their intention to take up or not to take up the securities of the Company to be offered to them under the Open Offer.

Conditions of the Open Offer

The Open Offer is subject to the Underwriting Agreement having become unconditional and not being terminated in accordance with its terms. The Open Offer is conditional upon the following conditions precedent being fulfilled:

- (a) the delivery to the Stock Exchange and registration with the Registrar of Companies in Hong Kong respectively one copy of each of the Prospectus Documents duly signed by two Directors (or by their agents duly authorised in writing) as having been approved by resolution of the Directors (and all other documents required to be attached thereto) not later than the Prospectus Posting Date and otherwise in compliance with the Listing Rules and the Companies Ordinance;
- (b) the posting of the Prospectus Documents to the Qualifying Shareholders and the posting of the Prospectus stamped "For Information Only" to the Non-Qualifying Shareholders, if any, for information purpose only on or before the Prospectus Posting Date;

LETTER FROM THE BOARD

- (c) the Listing Committee of the Stock Exchange granting or agreeing to grant (subject to allotment), and not having revoked, listing of, and permission to deal in the Offer Shares;
- (d) compliance with and performance of all the obligations of the Underwriter under the Underwriting Agreement;
- (e) compliance with and performance of all undertakings and obligations of the Company under the Underwriting Agreement; and
- (f) compliance with and performance of all the undertakings of the Substantial Shareholder Concert Group under the Irrevocable Undertakings.

All of the above conditions are not waivable. If any of the conditions of the Open Offer is not satisfied in whole or in part by the Company by the Latest Time for Termination or such other date as the Company and the Underwriter may agree, the Underwriting Agreement shall terminate and none of the parties shall, save in respect of any right or liability accrued before such termination, have any right against or liability towards any of the other parties arising out of or in connection with the Underwriting Agreement.

Termination of the Underwriting Agreement

The Underwriter may terminate the arrangements by notice in writing issued to the Company at any time prior to the Latest Time for Termination if there occurs:-

- (i) an introduction of any new law or regulation or any change in existing law or regulation (or the judicial interpretation or application thereof by any court or other competent authority, whether in Hong Kong or elsewhere); or
- (ii) any local, national or international event or change (whether or not forming part of a series of events or changes occurring or continuing before, and/or after the date hereof) of a political, military, financial, industrial, economic, taxation, exchange control or currency (including a change in the system under which the value of the Hong Kong currency is linked to the currency of the United States of America) or other nature (whether or not such are of the same nature as any of the foregoing) or of the nature of any local, national or international outbreak or escalation of hostilities, insurrection or armed conflict, or affecting local securities market; or
- (iii) any act of God, war, riot, public disorder, civil commotion, fire, flood, explosion, epidemic, terrorism, strike or lock-out; or
- (iv) any material adverse change in the financial or trading position or prospects of the Group as a whole; or

LETTER FROM THE BOARD

- (v) there occurs or comes into effect the imposition of any moratorium, suspension or material restriction on trading in the shares of the Company generally on the Stock Exchange due to exceptional financial circumstances or otherwise; or
- (vi) the commencement by any third party of any litigation or claim against any member of the Group which is or might be material to the Group taken as a whole; or
- (vii) the imposition of economic or other sanctions, in whatever form directly or indirectly, on Hong Kong, the PRC or other jurisdiction relevant to the Group or any member of the Group,

and in the absolute opinion of the Underwriter, such change would have a material and adverse effect on the business, financial or trading position or prospects of the Group as a whole or the success of the Open Offer or make it inadvisable or inexpedient to proceed with the Open Offer.

If, at or prior to the Latest Time for Termination:

- (i) the Company commits any material breach of or omits to observe any of the obligations, undertakings, representations or warranties expressed to be assumed by it under the Underwriting Agreement which breach or omission will, in the absolute opinion of the Underwriter, have a material and adverse effect on its business, financial, prospects or trading position; or
- (ii) the Underwriter shall receive notification, or shall otherwise become aware of, the fact that any of the representations or warranties contained in the Underwriting Agreement was, when given, untrue or inaccurate or would be untrue or inaccurate if repeated, and the Underwriter shall, in their absolute opinion, determine that any such untrue representation or warranty represents or is likely to represent a material adverse change in the business, financial or trading position or prospects of the Group taken as a whole or is otherwise likely to have a materially prejudicial effect on the Open Offer; or
- (iii) the Company shall, after any relevant matter or event referred to in the Underwriting Agreement has occurred or come to the Underwriter's attention, fail promptly to send out any announcement or circular (after the despatch of the Prospectus Documents), in such manner (and as appropriate with such contents) as the Underwriter may reasonably request for the purpose of preventing the creation of a false market in the securities of the Company,

the Underwriter shall be entitled (but not bound) by notice in writing to the Company to elect to treat such matter or event as releasing and discharging the Underwriter from its obligations under the Underwriting Agreement.

LETTER FROM THE BOARD

Upon the giving of notice by the Underwriter, all obligations of the Underwriter shall cease and determine and none of the parties hereto shall have any claim against the other party in respect of any matter or thing arising out of or in connection with the Underwriting Agreement provided that the Company shall remain liable to pay to the Underwriter such fees (including, for the avoidance of doubt, all such costs, fees and out-of-pocket expenses properly incurred by the Underwriter (if any)) pursuant to the terms of the Underwriting Agreement.

EFFECT ON SHAREHOLDING STRUCTURE OF THE COMPANY

Set out below is the shareholding structure of the Company before and after the completion of the Open Offer (assuming that there is no change in the shareholding structure of the Company during the period from the Latest Practicable Date to immediately before completion of the Open Offer):

	As at the Latest Practicable Date		Immediately after completion of the Open Offer (assuming all Qualifying Shareholders take up their entitlements under the Open Offer)		Immediately after completion of the Open Offer (assuming no Qualifying Shareholders take up their entitlements under the Open Offer save for the Offer Shares undertaken by the Substantial Shareholder Concert Group pursuant to the Irrevocable Undertakings)	
	Number of Shares	Approximately %	Number of Shares	Approximately %	Number of Shares	Approximately %
Substantial Shareholder Concert Group:						
Rhenfield Development Corp. (Note 2)	165,564,529	10.14%	248,346,793	10.14%	248,346,793	10.14%
Tsang Tsz Nok Aleen (Note 3)	213,163,534	13.05%	319,745,301	13.05%	319,745,301	13.05%
Tsang Tsz Tung Debbie (Note 4)	-	-	-	-	-	-
Mr. Tsang and Ms. Kwok (Note 5)	9,474,000	0.58%	14,211,000	0.58%	14,211,000	0.58%
Sub-total:	388,202,063	23.77%	582,303,094	23.77%	582,303,094	23.77%
Directors:						
Kwok Siu Bun	1,000,000	0.06%	1,500,000	0.06%	1,000,000	0.04%
Chow Kwai Wa Anne	1,300,000	0.08%	1,950,000	0.08%	1,300,000	0.05%
Kwok Siu Wa Alison	2,000,000	0.12%	3,000,000	0.12%	2,000,000	0.08%
Ma Xuemian	-	-	-	-	-	-
Liu Chaodong	-	-	-	-	-	-
Wong Sze Lok	-	-	-	-	-	-
Hui Pui Wai Kimber	-	-	-	-	-	-
Public:						
Underwriter (Note 6)	-	-	-	-	622,417,013	25.41%
Other public Shareholders	1,240,534,025	75.96%	1,860,801,038	75.96%	1,240,534,025	50.64%
Total	1,633,036,088	100.00%	2,449,554,132	100.00%	2,449,554,132	100.00%

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Note(s):

1. The above scenario is for illustrative purpose only and will not occur pursuant to the terms of the Underwriting Agreement.
2. Rhenfield Development Corp. is wholly-owned by Mr. Tsang Yee who is deemed to be interested in 165,564,529 Shares pursuant to the Part XV of the SFO.
3. Ms. Tsang Tsz Nok Aleen is the sibling of Mr. Tsang Yee.
4. Ms. Tsang Tsz Tung Debbie is the sibling of Mr. Tsang Yee.
5. Mr. Tsang and Ms. Kwok are the parents of Mr. Tsang Yee.
6. Pursuant to the terms of the Underwriting Agreement, in the event of the Underwriter being called upon to subscribe for or procure subscription for the Untaken Shares:
 - (i) the Underwriter shall not subscribe, for its own account, for such number of Underwritten Shares not taken up which will result in the shareholding of it and parties acting in concert (within the meaning of the Takeovers Code) with it in the Company to exceed 5% of the voting rights of the Company upon the completion of the Open Offer; and
 - (ii) the Underwriter shall use its best endeavours to ensure that each of the subscribers of the Underwritten Shares procured by it: (1) shall be third party independent of, not acting in concert (within the meaning of the Takeovers Code) with and not connected with the Company, any of the directors or chief executive or substantial shareholders of the Company or their respective associates; (2) shall not, together with any parties acting in concert (within the meaning of the Takeovers Code) with it (excluding Rhenfield), hold more than 5% of the voting rights of the Company upon completion of the Open Offer; and (3) the public float requirements under Rule 8.08 of the Listing Rules remains to be fulfilled by the Company upon completion of the Open Offer.

REASONS FOR AND BENEFITS OF THE OPEN OFFER AND USE OF PROCEEDS

The Company is principally engaged in investment holding. The Group is principally engaged in investment holding, property development, property investment and general trading.

The gross proceeds from the Open Offer will be approximately HK\$97.98 million. The net proceeds from the Open Offer after deducting all relevant expenses are estimated to be approximately HK\$94.70 million. The Company intends to apply the net proceeds from the Open Offer as to (i) approximately HK\$60 million towards partial settlement of the committed capital injection into Shenzhen Zongke by the Group; (ii) approximately HK\$30 million will be reserved for partial redemption of the Convertible Bonds when they fall mature on 28 October 2018; and (iii) the rest of the net proceeds for general working capital of the Company.

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Shenzhen Zongke is a company established under the laws of the PRC with limited liability and it is indirectly owned as to 50% by the Company and 50% by other independent shareholders (“**Other Zongke Shareholders**”) as at the Latest Practicable Date.

Shenzhen Zongke is principally engaged in property development in PRC with registered capital of RMB450,240,000. Since the establishment of Shenzhen Zongke, Shenzhen Zongke has been constructing the Shenzhen Zongke Yunduan Building Project. As at the Latest Practicable Date, the Shenzhen Zongke Yunduan Building Project has obtained all the required development licenses and the construction work thereof was in full swing, of which most of the excavation works and all of the foundation works have been completed and Shenzhen Zongke was in the process of constructing the main bodies of the Shenzhen Zongke Yunduan Building Project. The Company is doing its best endeavor to speed up the development pace of the Shenzhen Zongke Yunduan Building Project in order to obtain the pre-sale permit from the PRC government and the Group targets to obtain the pre-sale permit on the Shenzhen Zongke Yunduan Building Project within the year ending 31 December 2018. The Company expects that the Open Offer, if materialised, will introduce additional capital injection of approximately HK\$60 million into the Shenzhen Zongke Yunduan Building Project which will hence speed up the overall development pace of the Shenzhen Zongke Yunduan Building Project to obtain the pre-sale permit from the PRC government.

Pursuant to the memorandum of association of Shenzhen Zongke, the registered capital of Shenzhen Zongke must be satisfied by the respective shareholders on or before 31 January 2020 as to (i) RMB225,120,000 by the Group; and (ii) an aggregate of RMB225,120,000 by the Other Zongke Shareholders. As at the Latest Practicable Date, (i) the Other Zongke Shareholders have satisfied their respective capital commitment as to RMB224,150,098.45, representing approximately 99.57% of their total capital commitment; and (ii) the Group has satisfied its capital commitment as to RMB71,309,209.26, representing approximately 31.68% of its total capital commitment and leaving the balance of RMB153,810,790.74 (equivalent to approximately HK\$181.50 million) which must be satisfied on or before 31 January 2020. In view of (i) the tight capital commitment schedule and the Other Zongke Shareholders have satisfied majority of their respective capital commitments; (ii) the insufficient internal resources available from the Group to fully satisfy its capital commitment in Shenzhen Zongke; and (iii) the progress of the property development project of Shenzhen Zongke is satisfactory and such prompt injection of capital into Shenzhen Zongke by the Group would speed up the overall progress of the Shenzhen Zongke Yunduan Building Project, the Directors are of the view that the fund raising through the Open Offer is in the interests of the Company and the Shareholders as a whole. Regarding the outstanding part of the capital injection of approximately HK\$121.50 million upon completion of the Open Offer and which shall be satisfied by the Group on or before 31 January 2020, the Company will continue to explore opportunity to conduct equity fund raising activities by consuming the Company’s general mandate which will include but not limited to sourcing suitable investors to subscribe for new Shares or placing of new Shares.

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As noted above, part of the proceeds from the Open Offer of approximately HK\$30 million will be reserved for partial redemption of the Convertible Bonds when they fall mature on 28 October 2018. As at the Latest Practicable Date, the Company only has outstanding Convertible Bonds in the principal amount of HK\$137,000,000, which will mature on 28 October 2018.

As disclosed in the Company's 2017 annual report for the year ended 31 December 2017, the Bondholder has undertaken and confirmed that she will not demand repayment of the said debt or any part thereof on the said maturity date and will in due course negotiate with the Company for the new terms and conditions of repayment subject to the situation of the Company. Based on the above, the Company is of the view that the outstanding Convertible Bonds will not have material impact to the current financial position of the Group.

Other fund raising alternatives

The Board has also considered other fund-raising alternatives including debt financing, placing and rights issue before resolving to the Open Offer. Since January 2018 up to the date of the Underwriting Agreement, the Company had approached three securities firms for any possibility to act as underwriters or placing agents but save for (1) the Underwriter who is willing to act as Underwriter of the Open Offer; and (2) one of the approached securities firms has contracted with the Company to conduct a relatively small size of placing exercise of approximately HK\$19.38 million and was completed in March 2018, the Company has received negative feedbacks from other securities firms for conducting such fund raising activities due to the unattractive fund raising size.

The Directors have also considered obtaining banking facilities from banks and has approached 6 banks since January 2018. However, due to the continuous austerity measures on real estate market by the PRC central government which have caused banks to tighten their money lending policies especially to property development corporations, the Group has yet to obtain any indication from these banks on the acceptance of the Company's facilities applications as at the Latest Practicable Date and obtaining such banking facilities from banks would definitely increase the Group's finance costs and further affect the gearing level of the Group. The Directors also considered that the Open Offer could remove certain degree of uncertainty as compared to best-efforts placing.

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Although rights issue, as compared to an open offer, can provide an additional option to those Shareholders who do not wish to take up the entitlements by selling their entitled nil-paid rights, rights issue would involve extra administrative work and cost for the preparation, printing, posting and processing of trading arrangements in relation to the nil-paid rights. The Company will also need additional time and incur additional resources to administer the trading of the nil-paid rights including communication between the Company and other parties. In view of the above and having considered the size of the Open Offer, the Directors are of the view that if the Company is to carry out a rights issue instead of the Open Offer, the Company will incur (i) splitting costs for Shareholders who only take up their rights issue entitlement partially; (ii) the fee payable for nil-paid rights trading arrangement; (iii) additional printing costs of share certificates for new Shareholders who will purchase the nil-paid rights on the market; and (iv) additional professional fees for preparing and reviewing the provisional allotment letters and the excess application forms. It is estimated that the additional costs and expenses of around HK\$500,000 would be incurred for such administrative work and the arrangement of trading the nil-paid rights. Besides, the Company will also need additional time and incur additional resources to administer the trading of the nil-paid rights including communication between the Company and other parties such as financial printer. As disclosed above, the estimated net proceeds for the Open Offer has been earmarked for specific uses with urgency, the Board considers that it is important for the Group to minimise all costs (including time cost) which may be incurred during the fund raising. In view of the above, the Board considers that raising funds by way of the Open Offer is more cost-effective and efficient as compared to a rights issue.

Having considered the above reasons, the Directors are of the view that the fund raising through the Open Offer is in the interests of the Company and the Shareholders as a whole. However, those Qualifying Shareholders who do not take up the Offer Shares to which they are entitled should note that their shareholdings in the Company will be diluted.

EQUITY FUND RAISING ACTIVITIES IN THE PAST TWELVE MONTHS

During the past twelve months immediately preceding the Latest Practicable Date, the Company has conducted the following equity fund raising activities:

Date of announcement	Fund raising activity	Amount of net proceeds	Intended use of proceeds	Actual use of proceeds as at the Latest Practicable Date
13 February 2018 (completed on 13 March 2018)	Placing of new shares under general mandate	Approximately HK\$18.89 million	Approximately HK\$13.89 million for development of the Group's real estate projects on hand and approximately HK\$5 million for general working capital	Used as intended
8 August 2017 (completed on 21 August 2017)	Subscription of new shares under general mandate	Approximately HK\$34.7 million	Approximately HK\$10.41 million for general working capital and approximately HK\$24.29 million for development of the Group's real estate project in Shenzhen	Used as intended

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Save as disclosed above, the Company has not conducted any equity fund raising activities in the past twelve months immediately prior to the Latest Practicable Date.

ADJUSTMENTS TO THE CONVERTIBLE BONDS AND THE SHARE OPTIONS

As a result of the Open Offer, the conversion price of the Convertible Bonds and the exercise prices of the Share Options shall be adjusted. The Company will instruct its auditors or an independent financial adviser to certify the adjustments, if any, to the Convertible Bonds and Share Options and will inform the Bondholders and holders of the Share Options of the adjustments, if any, accordingly. Further announcement will be made by the Company in respect of such adjustments as and when appropriate.

WARNING OF THE RISK OF DEALINGS IN THE SHARES

Shareholders and potential investors should note that the Open Offer is conditional upon the Underwriting Agreement having become unconditional and Underwriter not having terminated the Underwriting Agreement in accordance with the terms thereof.

Accordingly, the Open Offer may or may not proceed. Shareholders and potential investors should exercise extreme caution when dealing in the Shares, and if they are in any doubt about their position, they should consult their professional advisers. Any Shareholder or other person contemplating selling or purchasing Shares, who is in any doubt about his/her/its position, is recommended to consult his/her/its own professional adviser.

Shareholders should note that the Shares has been dealt in on an ex-entitlement basis commencing from Thursday, 12 July 2018 and that dealing in Shares will take place while the conditions to which the Underwriting Agreement is subject remain unfulfilled.

LISTING RULES IMPLICATION

Since the Open Offer will not increase the issued share capital or the market capitalisation of the Company by more than 50% within the twelve-month period immediately preceding the Latest Practicable Date, the Open Offer is not subject to Shareholders' approval under the Listing Rules.

FURTHER INFORMATION

Your attention is also drawn to the additional information contained in the appendices to this Prospectus.

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

1. SUMMARY OF FINANCIAL INFORMATION

The financial information of the Group for each of the year ended 31 December 2015, 2016 and 2017 are disclosed in the annual report of the Company for the year ended 31 December 2015 published on 28 April 2016, the annual report of the Company for the year ended 31 December 2016 published on 12 April 2017 and the annual report of the Company for the year ended 31 December 2017 published on 26 April 2018, respectively, all of which have been published on the website of the Stock Exchange at www.hkexnews.hk and the website of the Company at <http://www.gfghl.com>.

2. STATEMENT OF INDEBTEDNESS

At the close of business of 31 May 2018 (being the latest practicable date for the purpose of this indebtedness statement prior to the printing of this prospectus), the Group had outstanding indebtedness of approximately HK\$186.8 million. The indebtedness comprised of (i) convertible bonds with principal amount of HK\$137 million (ii) secured loan of approximately HK\$7.0 million from an independent third party, (iii) unsecured loan of approximately HK\$42.2 million from independent third parties, (iv) loan from directors with amount of approximately HK\$0.5 million and (v) loan from a shareholder with amount of approximately HK\$0.1 million.

At 31 May 2018, secured loans with principal amount of approximately HK\$4.8 million and approximately HK\$2.2 million from an independent third party are secured by the completed properties held for sale of the Group at carrying value of approximately HK\$4.8 million and personal guarantee by a director respectively. Interest is charged at 1.5% to 2.5% per month and repayable on 8 September 2018. The unsecured loans are repayable from 23 March 2019 to 5 May 2020 and bear interests at 10% per annum or 2.2% per month. The loans from directors and a shareholder are unsecured, repayable from 2 February 2020 to 12 March 2020 and bear interests at 10% per annum.

As at 31 May 2018, besides those information shown under litigations stated in Appendix III of this prospectus, the Group had no other material contingent liabilities arising in the ordinary course of business.

Save as aforesaid and apart from intra-group liabilities and normal trade and other payables, the Group did not, at as the close of business on 31 May 2018, have any mortgage, charges, debt securities issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptances or acceptance credits, hire purchase or finance lease commitments, guarantees or other material contingent liabilities.

3. SUFFICIENCY OF WORKING CAPITAL

The Directors, after due and careful consideration, are of the opinion that, after taking into account the present financial resources available to the Group, the estimated net proceeds to be raised from the Open Offer, the Group will have sufficient working capital for at least twelve months from the date of this Prospectus.

4. MATERIAL ADVERSE CHANGE

As at the Latest Practicable Date, the Directors confirm that there have been no material changes in the financial or trading position or outlook of the Group since 31 December 2017, being the date to which the latest published audited financial statements of the Group were made up.

5. FINANCIAL AND TRADING PROSPECTS OF THE GROUP

The Company is principally engaged in investment holding. The Group is principally engaged in investment holding, property development, property investment and general trading.

As disclosed in the Company's 2017 annual report for the year ended 31 December 2017 ("**2017 Annual Report**"), Shenzhen's property market continued to gain momentum in 2017 with average prices for new and second-hand homes hitting historical high. For the Group, this means further opportunities in presales with a potential of higher sales volume, especially for the Shenzhen Zongke Yunduan Building Project. The Shenzhen Zongke Yunduan Building Project has obtained all the required development licenses in April, 2016 and the construction work thereof is now in full swing, of which most of the excavation works and all of the foundation works have been completed and the Group is in the process of constructing the main bodies of the Shenzhen Zongke Yunduan Building Project. The Company is doing its best endeavor to speed up the development pace of the Shenzhen Zongke Yunduan Building Project in order to obtain pre-sale permit from the PRC government and target to achieving the pre-sale permit on the Shenzhen Zongke Yunduan Building Project within the year ending 31 December 2018. The Company expects that the Open Offer, if materialised, will introduce additional capital injection of approximately HK\$60 million into the Shenzhen Zongke Yunduan Building Project which will hence speed up the overall development pace of the Shenzhen Zongke Yunduan Building Project to obtain pre-sale permit from the PRC government. With home prices still expected to soar in most Chinese cities, it is expected that the completion of the Shenzhen ZongKe Yunduan Building Project will enhance the Group's cash flow and profitability.

Moreover, it is the Company's business strategies to explore new business opportunities in other second tier or third tier in the PRC. Subsequent to the completion of the acquisition of a property development project in Xuzhou (“**Xuzhou Project**”) in April 2017, the Xuzhou Project has obtained certificate of completion in December 2017 and the Xuzhou Project has recognised revenue of approximately HK\$174.83 million for the year ended 31 December 2017 in connection with the sellable part of the Xuzhou Project. Regarding the non-sellable part of the Xuzhou Project, the Company plans to develop the properties into a commercial complex comprises shopping mall, office and SOHO hotel and is in the process of sourcing suitable strategy business partners to jointly develop the project.

For more details of the Group's financial and business performance for the year ended 31 December 2017, please refer to the Company's 2017 annual report dated 27 March 2018.

A. UNAUDITED PRO FORMA ADJUSTED CONSOLIDATED NET TANGIBLE ASSETS OF THE GROUP ATTRIBUTABLE TO OWNERS OF THE COMPANY

The unaudited pro forma statement of adjusted consolidated net tangible assets (the “**Unaudited Pro Forma Financial Information**”) prepared in accordance with Rule 4.29 of the Listing Rules is set out below to illustrate the effect of the Open Offer on the unaudited consolidated net tangible assets of the Group attributable to Shareholders as at 31 December 2017 as if it had taken place on 31 December 2017.

The Unaudited Pro Forma Financial Information has been prepared for illustrative purpose only, and because of its nature, it may not give a true picture of the consolidated net tangible assets of the Group attributable to Shareholders had the Open Offer been completed as at 31 December 2017 or at any future date.

The Unaudited Pro Forma Information is prepared based on the audited consolidated net tangible assets of the Group attributable to Shareholders as at 31 December 2017, as derived from the published audited consolidated statement of financial position of the Group as at 31 December 2017 set out in the Company’s annual report for the year ended 31 December 2017, after giving effect to the pro forma adjustments described in the accompanying notes.

	Unaudited consolidated net assets of the Group attributable to Shareholders as at 31 December 2017	Less: Intangible assets and goodwill	Unaudited consolidated net tangible assets of the Group attributable to Shareholders as at 31 December 2017	Estimated net proceeds from the Open Offer	Unaudited pro forma adjusted consolidated net tangible assets of the Group attributable to Shareholders immediately after completion of the Open Offer	Unaudited consolidated net tangible assets per Share attributable to Shareholders as at 31 December 2017	Unaudited pro forma adjusted consolidated net tangible assets per Share attributable to Shareholders immediately after completion of the Open Offer
	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$'000	HK\$	HK\$
	Note 1	Note 2		Note 3		Note 4	Note 5
Consolidated net tangible assets attributable to owners of the Company	1,000,583	(52,399)	948,184	94,698	1,042,882	0.62	0.45

Notes:

- (1) The unaudited consolidated net assets of the Group attributable to owners of the Company as at 31 December 2017 is calculated based on the audited consolidated net assets of the Group attributable to owners of the Company as at 31 December 2017 of approximately HK\$1,000,583,000.
- (2) The adjustment reflects the exclusion of the intangible assets and goodwill of the Group as at 31 December 2017.
- (3) The estimated net proceeds from the Open Offer of approximately HK\$94,698,000 is calculated based on 816,518,044 Offer Shares assuming to be issued on the completion of the Open Offer at the Subscription Price of HK\$0.12 per Offer Shares and after deduction of estimated related expenses of approximately HK\$3,284,000.
- (4) The number of Shares used for the calculation of the unaudited consolidated net tangible assets per Share attributable to owners of the Company as at 31 December 2017 is 1,519,046,088, being the number of Shares in issue as at 31 December 2017.
- (5) The unaudited pro forma adjusted consolidated net tangible assets per Share attributable to owners of the Company immediately after completion of the Open Offer is calculated based on 2,335,564,132 Shares which comprise 1,519,046,088 Shares in issue as at 31 December 2017 and 816,518,044 Offer Shares assuming to be issued on the completion of the Open Offer (assuming no convertible bonds would be exercised on or before the Record Date) as if the Open Offer had been completed on 31 December 2017.
- (6) Apart from the above, no adjustments have been made to the unaudited pro forma statement of adjusted consolidated net tangible assets to reflect any trading results or other transactions of the Group entered into subsequent to 31 December 2017 where applicable.

**B. INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The following is the text of a report, prepared for the sole purpose of inclusion in this Prospectus, received from the independent reporting accountants, ZHONGHUI ANDA CPA Limited, Certified Public Accountants, Hong Kong.



ZHONGHUI ANDA CPA Limited

Certified Public Accountants

**INDEPENDENT REPORTING ACCOUNTANTS' ASSURANCE REPORT ON THE
COMPILATION OF UNAUDITED PRO FORMA FINANCIAL INFORMATION**

The Board of Directors
Grand Field Group Holdings Limited

Dear Sirs,

We have completed our assurance engagement to report on the compilation of the unaudited pro forma financial information of Grand Field Group Holdings Limited (the “Company”) and its subsidiaries (hereinafter collectively referred to as the “Group”) by the directors of the Company (the “Directors”) for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma adjusted consolidated net tangible assets as at 31 December 2017 and related notes as set out on pages II-1 to II-2 of the prospectus issued by the Company dated 23 July 2018 (the “Prospectus”). The applicable criteria on the basis of which the directors have compiled the unaudited pro forma financial information are described on page II-2 of the Prospectus.

The unaudited pro forma financial information has been compiled by the directors to illustrate the impact of the Open Offer on the Group's net tangible assets as at 31 December 2017 as if the transaction had been taken place at 31 December 2017. As part of this process, information about the Group's net tangible assets has been extracted by the Directors from the Group's consolidated financial statements as included in the annual report for the year ended 31 December 2017, on which an audit report has been published.

Directors' Responsibilities for the Unaudited Pro Forma Financial Information

The Directors are responsible for compiling the unaudited pro forma financial information in accordance with paragraph 29 of Chapter 4 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants ("HKICPA").

Our Independence and Quality Control

We have complied with the independence and other ethical requirement of the Code of Ethics for Professional Accountants issued by the HKICPA, which is founded on fundamental principles of integrity, objectivity, professional competence and due care, confidentiality and professional behavior.

The firm applies Hong Kong Standard on Quality Control 1 and accordingly maintains a comprehensive system of quality control including documented policies and procedures regarding compliance with ethical requirements, professional standards and applicable legal and regulatory requirements.

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 29(7) of Chapter 4 of the Listing Rules, on the pro forma financial information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the unaudited pro forma financial information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements (“HKSAE”) 3420, Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus, issued by the HKICPA. This standard requires that the reporting accountant comply with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the directors have compiled the pro forma financial information in accordance with paragraph 29 of Chapter 4 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the unaudited pro forma financial information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the unaudited pro forma financial information.

The purpose of unaudited pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction as at 31 December 2017 would have been as presented.

A reasonable assurance engagement to report on whether the unaudited pro forma financial information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Directors in the compilation of the unaudited pro forma financial information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related pro forma adjustments give appropriate effect to those criteria; and
- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant’s judgment, having regard to the reporting accountant’s understanding of the nature of the Group, the event or transaction in respect of which the unaudited pro forma financial information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the unaudited pro forma financial information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the unaudited pro forma financial information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the unaudited pro forma financial information as disclosed pursuant to paragraph 29(1) of Chapter 4 of the Listing Rules.

Yours faithfully,

ZHONGHUI ANDA CPA Limited

Certified Public Accountants

NGAN HING HON

Practicing Certificate Number P05294

Hong Kong, 23 July 2018

1. RESPONSIBILITY STATEMENT

This Prospectus, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this Prospectus is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein misleading.

2. SHARE CAPITAL

The authorised and issued share capital of the Company as at the Latest Practicable Date and immediately upon completion of the Open Offer (assuming no changes in the issued Shares from the Latest Practicable Date up to completion of the Open Offer) was and will be as follows:

As at the Latest Practicable Date

Number of Ordinary Shares

<i>Authorised Capital:</i>	<i>HK\$</i>
<u>5,000,000,000</u> Ordinary Shares of HK\$0.10 each	<u>500,000,000</u>

Issued and fully paid or credited as fully paid:

<u>1,633,036,088</u> Shares as at the Latest Practicable Date	<u>163,303,608.80</u>
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Immediately after completion of the Open Offer

Issue and fully paid

816,518,044 Offer Shares to be issued pursuant to the Open Offer	81,651,804.40
2,449,554,132 Shares in issue immediately following the Open Offer	244,955,413.20

All of the Offer Shares to be issued will rank *pari passu* in all respects with each other, including, in particular, as to dividends, voting rights and capital, and with all the Shares in issue as at the date of allotment and issue of the Offer Shares. The Offer Shares to be issued will be listed on the Stock Exchange.

No part of the share capital or any other securities of the Company is listed or dealt in on any stock exchange other than the Stock Exchange and no application is being made or is currently proposed or sought for the Shares or Offer Shares or any other securities of the Company to be listed or dealt in on any other stock exchange.

3. DIRECTORS' AND CHIEF EXECUTIVE'S INTERESTS AND SHORT POSITIONS IN SHARES, UNDERLYING SHARES AND DEBENTURES

As at the Latest Practicable Date, the interests of the Directors and chief executives in the shares, underlying shares or debentures of the Company or any of our associated corporations (within the meaning of Part XV of the SFO), which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as contained in Appendix 10 to the Listing Rules, were as follows:

Name of Director	Capacity/ Nature of interest	Number of Shares held	Number of underlying shares held pursuant to share options	Total	Percentage of the total number of issued Shares
Ma Xuemian	Beneficial Owner	–	9,698,964 (L) (Note 1)	9,698,964 (L)	0.59%
Kwok Siu Bun	Beneficial Owner	1,000,000 (L)	9,698,964 (L) (Note 1)	10,698,964 (L)	0.66%
Chow Kwai Wa Anne	Beneficial Owner	1,300,000 (L)	9,698,964 (L) (Note 1)	10,998,964 (L)	0.67%
Kwok Siu Wa Alison	Beneficial Owner	2,000,000 (L)	9,698,964 (L) (Note 1)	11,698,964 (L)	0.72%

Name of Director	Capacity/ Nature of interest	Number of Shares held	Number of underlying shares held pursuant to share options	Total	Percentage of the total number of issued Shares
Tsang Tsz Tung Debbie	Beneficial Owner	–	9,698,964 (L) <i>(Note 1)</i>	9,698,964 (L)	0.59%
Hui Pui Wai Kimber	Beneficial Owner	–	3,780,677 (L) <i>(Note 1)</i>	3,780,677 (L)	0.23%
Liu Chaodong	Beneficial Owner	–	3,780,677 (L) <i>(Note 1)</i>	3,780,677 (L)	0.23%

(L): Long position

Note:

1. These shares represent the share options granted by the Company under the old share option scheme of the Company on 6 May 2016 and the Share Option Scheme on 16 November 2016, respectively.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors or chief executives of the Company had any beneficial or deemed interests or short positions in the Shares, underlying shares or debentures of the Company or any of its associated corporations (within the meaning of Part XV of the SFO) which were required (a) to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which they were taken or deemed to have under such provisions of the SFO); or (b) pursuant to section 352 of the SFO, to be entered in the register referred to therein; or (c) to be notified to the Company and the Stock Exchange pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as contained in Appendix 10 to the Listing Rules.

2. INTERESTS AND SHORT POSITIONS OF SUBSTANTIAL SHAREHOLDERS

As at the Latest Practicable Date, according to the register kept by the Company pursuant to Section 336 of the SFO and, so far as was known to the Directors or chief executive of the Company, the persons or entities, other than a Director or chief executive of the Company, who had an interest or a short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other company which is a subsidiary of the Company, or in any options in respect of such share capital were as follows:

Name of persons/corporations	Capacity/ Nature of interest	Number of Shares held	Number of underlying shares held	Percentage of the total number of issued Shares
Rhenfield Development Corp. (Note 1)	Beneficial Owner	165,564,529	–	10.14%
Tsang Yee	Beneficial Owner (Note 2)	–	9,698,964	0.59%
	Interest in Controlled Corporation (Note 1)	165,564,529	–	10.14%
Tsang Tsz Nok Aleen	Beneficial Owner (Note 3)	213,163,534	606,194,690	50.17%
Lui Kin Chung (Note 4)	Interest of spouse	213,163,534	606,194,690	50.17%
Xin Zailian	Beneficial Owner	148,695,140	–	9.11%

Notes:

1. Rhenfield Development Corp. is wholly-owned by Mr. Tsang Yee who is deemed to be interested in 165,564,529 Shares pursuant to the Part XV of the SFO.
2. 7,415,139 shares and 2,283,825 shares represent the share options granted to Mr. Tsang Yee by the Company under the old share option scheme of the Company on 6 May 2016 and the Share Option Scheme on 16 November 2016 respectively.

3. The 606,194,690 shares that Tsang Tsz Nok Aleen are interested in represent the underlying Shares of the aggregate principal amount of convertible bonds of HK\$137,000,000 issued by the Company at the conversion price of HK\$0.226 per Share on 28 April 2017. Details were set out in the Company's announcements dated 24 February 2017 and 28 April 2017.
4. Mr. Lui Kin Chung is the spouse of Ms. Tsang Tsz Nok Aleen. Under the SFO, Mr. Lui Kin Chung is deemed to be interested in the same number of Shares in which Ms. Tsang Tsz Nok Aleen is interested.

Save as disclosed herein and so far as is known to the Directors, as at the Latest Practicable Date, no person (not being a Director or chief executive of the Company) had an interest or a short position in the shares or the underlying shares of the Company which would fall to be disclosed to the Company under the provisions of Divisions 2 and 3 of Part XV of the SFO or which were, directly or indirectly, interested in 10% or more of the nominal value of any class of share capital carrying rights to vote in all circumstances at general meetings of the Company or any other company which is a subsidiary of the Company, or in any options in respect of such share capital.

5. DIRECTORS' INTERESTS IN CONTRACTS AND ASSETS

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which have been, since 31 December 2017 (being the date up to which the latest published audited accounts of the Group were made up), (i) acquired or disposed of by; or (ii) lease to; or (iii) proposed to be acquired or disposed of by; or (iv) proposed to be leased to, any member of the Group.

As at the Latest Practicable Date, there was no contract or arrangement subsisting in which any Director was materially interested and which was significant in relation to the business of the Group.

6. DIRECTORS' SERVICE CONTRACTS

Each of the executive Directors, namely Mr. Ma Xuemian, Mr. Kwok Siu Bun, Ms. Chow Kwai Wa Anne and Ms. Kwok Siu Wa Alison has entered into an appointment letter with the Company for a term of three years from 1 April 2016 to 31 March 2019. The non-executive Director, namely Ms. Tsang Tsz Tung Debbie; and each of the independent non-executive Directors, namely Mr. Hui Pui Wai Kimber and Mr. Liu Chaodong has entered into an appointment letter with the Company for a term from 1 April 2018 to 31 March 2019 and Mr. Wong Sze Lok, has entered into an appointment letter with the Company for a term from 12 July 2018 to 31 March 2019. Their terms of office are also subject to retirement by rotation and re-election at the annual general meeting of the Company in accordance with the bye-laws of the Company.

No Director has a service contract with the Company which is not determinable by the Company within one year without payment of compensation, other than statutory compensation.

7. COMPETING INTERESTS

As at the Latest Practicable Date, none of the Directors and his respective associates was interested in any business apart from the Group's business which competes or is likely to compete, either directly or indirectly, with the Group's businesses pursuant to Rule 8.10 of the Listing Rules.

8. EXPERT AND CONSENT

The following is the qualifications of the expert who has given opinions or advice, which is contained in this Prospectus:

Name	Qualifications
ZHONGHUI ANDA CPA Limited	Certified Public Accountant

As at the Latest Practicable Date, ZHONGHUI ANDA CPA Limited has given and has not withdrawn its written consent to the issue of this Prospectus with the inclusion therein of its report and reference to its name in the form and context in which it appear in this Prospectus.

As at the Latest Practicable Date, ZHONGHUI ANDA CPA Limited (i) was not interested, either directly or indirectly, in any assets which have been acquired or disposed of by or leased to any member of the Group or were proposed to be acquired or disposed of by or leased to any member of the Group since 31 December 2017, being the date to which the latest published audited consolidated financial statements of the Group were made up; and (ii) did not have any shareholding in any member of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

9. MATERIAL CONTRACTS

The following contracts (not being contracts in the ordinary course of business) have been entered into by the members of the Group within the two years immediately preceding the Latest Practicable Date:

- (i) the subscription agreements dated 21 November 2016 entered between the Company and two subscribers respectively, pursuant to which the Company has conditionally agreed to allot and issue, and each of the subscribers has conditionally agreed to subscribe for, an aggregate of 62,952,645 subscription Shares at the subscription price of HK\$0.2154 per subscription Share;

- (ii) the subscription agreements dated 12 January 2017 entered between the Company and two subscribers respectively, pursuant to which the Company has conditionally agreed to allot and issue, and each of the subscribers has conditionally agreed to subscribe for, an aggregate of 90,468,877 subscription Shares at the subscription price of HK\$0.270 per subscription Share;
- (iii) the fees settlement agreement dated 12 January 2017 entered between the Company and the legal adviser of the Company, pursuant to which the Company has agreed with the legal adviser to settle the outstanding professional fee of HK\$3,500,000 by the issuance and allotment 12,962,963 remuneration Shares to Mr. Wong Vai Nang, the sole proprietor of the legal adviser at an issue price of HK\$0.270 per remuneration Share;
- (iv) the conditional sale and purchase agreement dated 24 February 2017 (supplemented by a supplement agreement dated 24 March 2017) entered into among Surplus Full Development Limited, a wholly-owned subsidiary of the Company (as purchaser), Mr. Tsang and Ms. Tsang Tsz Nok Aleen (as vendors) and the Company in relation to the acquisition of 100% of the issued share capital of Intra Asia Limited at a consideration of HK\$207,000,000;
- (v) the fees settlement agreement dated 27 April 2017 entered between the Company and the legal adviser of the Company, pursuant to which the Company has agreed with the legal adviser to settle the outstanding professional fee of HK\$3,500,000 by the issuance and allotment 14,583,333 remuneration Shares to Mr. Wong Vai Nang, the sole proprietor of the legal adviser at an issue price of HK\$0.240 per remuneration Share;
- (vi) the subscription agreements dated 8 August 2017 entered between the Company and two subscribers respectively, pursuant to which the Company has conditionally agreed to allot and issue, and each of the subscribers has conditionally agreed to subscribe for, an aggregate of 158,181,818 subscription Shares at the subscription price of HK\$0.220 per subscription Share;
- (vii) the placing agreement dated 13 February 2018 entered between the Company and Taijin Securities and Futures Limited (as “Placing Agent”), pursuant to which the Company has conditionally agreed to place, through the Placing Agent on a best efforts basis, up to 113,990,000 Placing Shares to not less than six placees at a price of HK\$0.170 per placing Share; and
- (viii) the Underwriting Agreement.

10. LITIGATION

Save as disclosed below, as at the Latest Practicable Date, neither the Company nor any of its subsidiaries was engaged in any material litigation or claims and, so far as the Directors were aware, no material litigation or claims were pending or threatened by or against any companies of the Group.

- i) An Originating Summons was issued and filed with the High Court of Hong Kong on 11th August, 2017 pursuant to Sections 732 and 733 of the Companies Ordinance, Cap. 622 of the Laws of Hong Kong by the plaintiff, Fourseasons Hong Kong Trading Limited, a shareholder of the Company claiming against the Company as the defendant for leave to bring legal proceedings on behalf of the Company against Tsang Wai Lun Wayland and Kwok Wai Man Nancy, the former executive directors of the Company, Kwok Siu Bun, Kwok Siu Wa Alison, Tsang Tsz Tung Debbie, Ma Xuemian, Chow Kwai Wa Anne, Hui Pui Wai Kimber, Liu Chaodong, the Directors, Chui Wai Hung, a former independent non-executive director of the Company, Surplus Full Development Limited (a BVI company) and Intra Asia Limited, both now are the subsidiaries of the Company, and the interested parties in the Xuzhou Property and for costs of the proceedings.

The Company, upon legal advice, opposes the plaintiff's application and has filed its affirmation in opposition. The trial date of the substantial issues in these proceedings has not been fixed yet.

In the opinion of the Directors, the said proceedings have no material impact on the operations of the Group. However, the Directors cannot reasonably measure the financial impact of the Company before the conclusion of the said proceedings

- ii) A writ was issued under the case no.(2018) X0302 Min Chu No.599, Hsu Zhou Chiang Chu Constructions Limited as Plaintiff claims against Xuzhou Guojin Property Development Limited, a subsidiary company wholly owned by the Company as Defendant for an alleged outstanding sum for RMB20,000,000 being unpaid constructions fee. Pursuant to the Property Distraint (retention) Notice by the People's Court of Gu Liu District of Hsu Zhou City, total 52 units of Jin Gong Wan Plaza situate at Gu Liu District, Hsu Zhou City have been retained by the said Court by way of distraint.

The hearing date of the substantial issues of the said Proceedings has not yet fixed. According to the Agreement between the Company and the vendor of the Xuzhou Property dated 24th February, 2017, all outstanding constructions fee and the accrued interest thereon should be born by the vendors thereof no matter what the results of the trial of the Writ are.

In the opinion of the Directors, these proceedings will have no material impact on the operations of the Group and financial impact upon the Company.

11. EXPENSES

The expenses in connection with the Open Offer, including financial advisory fees, underwriting commission, printing, registration, translation, legal and accountancy charges are estimated to be approximately HK\$3.28 million, which are payable by the Company.

12. CORPORATE INFORMATION OF THE COMPANY AND PARTIES INVOLVED IN THE OPEN OFFER

Board of Directors	<i>Executive Directors</i>
	Mr. Ma Xuemian (<i>Chairman</i>)
	Mr. Kwok Siu Bun
	Ms. Chow Kwai Wa Anne
	Ms. Kwok Siu Wa Alison
	<i>Non-executive Directors</i>
	Ms. Tsang Tsz Tung Debbie
	(<i>with Mr. Kwok Siu Bun as alternate</i>)
	<i>Independent Non-Executive Directors</i>
	Mr. Hui Pui Wai Kimber
Mr. Liu Chaodong	
Mr. Wong Sze Lok	
Members of Audit Committee	Mr. Wong Sze Lok (<i>Chairman</i>)
	Mr. Hui Pui Wai Kimber
	Mr. Liu Chaodong
Members of Remuneration Committee	Mr. Hui Pui Wai Kimber (<i>Chairman</i>)
	Mr. Ma Xuemian
	Mr. Liu Chaodong
	Mr. Wong Sze Lok
Members of Nomination Committee	Mr. Liu Chaodong (<i>Chairman</i>)
	Mr. Ma Xuemian
	Mr. Wong Sze Lok
Members of Corporate Governance Committee	Mr. Ma Xuemian (<i>Chairman</i>)
	Mr. Liu Chaodong
	Mr. Wong Sze Lok

Company secretary	Ms. Lam Yuen Ling Eva <i>(fellow of both The Hong Kong Institute of Chartered Secretaries and The Institute of Chartered Secretaries and Administrators)</i>
Authorised representatives	Ms. Chow Kwai Wa Anne Ms. Kwok Siu Wa Alison
Registered Office	Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Head Office and Principal place of business in Hong Kong	Unit 1004B, 10/F, Tower 5 China Hong Kong City 33 Canton Road Tsim Sha Tsui Kowloon Hong Kong
Share registrar and transfer office in Bermuda	Conyers Corporate Services (Bermuda) Limited Clarendon House 2 Church Street Hamilton HM 11 Bermuda
Branch share registrar and transfer office in Hong Kong	Tricor Secretaries Limited Level 22, Hopewell Centre 183 Queen's Road East Hong Kong
Auditor	ZHONGHUI ANDA CPA Limited Unit 701, 7/F., Citicorp Centre 18 Whitfield Road, Causeway Bay Hong Kong
Principal banker	The Bank of East Asia, Limited 10 Des Voeux Road Central Hong Kong

Website	http://www.gfghl.com
Underwriter of the Open Offer	President Securities (Hong Kong) Limited
Legal advisers to the Company in relation to the Open Offer	Robertsons 57th Floor, The Center 99 Queen's Road Central Hong Kong
Stock Code:	115

13. PARTICULARS OF DIRECTORS

The business addresses of the Directors are as follows:

Name	Business address
<i>Executive Directors</i>	
Mr. Ma Xuemian	Unit 1004B, 10/F, Tower 5 China Hong Kong City 33 Canton Road Tsim Sha Tsui Kowloon Hong Kong
Mr. Kwok Siu Bun	Unit 1004B, 10/F, Tower 5 China Hong Kong City 33 Canton Road Tsim Sha Tsui Kowloon Hong Kong
Ms. Chow Kwai Wa Anne	Unit 1004B, 10/F, Tower 5 China Hong Kong City 33 Canton Road Tsim Sha Tsui Kowloon Hong Kong

Ms. Kwok Siu Wa Alison
Unit 1004B, 10/F, Tower 5
China Hong Kong City
33 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

Non-executive Director

Ms. Tsang Tsz Tung Debbie
(with Mr. Kwok Siu Bun as
alternate)
Unit 1004B, 10/F, Tower 5
China Hong Kong City
33 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

*Independent non-executive
Directors*

Mr. Hui Pui Wai Kimber
Unit 1004B, 10/F, Tower 5
China Hong Kong City
33 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

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

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

The brief biographies of the Directors are set out below:

Executive Directors

Mr. Ma Xuemian (“Mr. Ma”), aged 53, was elected as an executive Director and the chairman (the “Chairman”) of the Company on 2 December 2008 and 19 October 2009 respectively. He is also a member of the remuneration committee of the Company (the “Remuneration Committee”), a member of the nomination committee of the Company (the “Nomination Committee”) and the chairman of corporate governance committee of the Company (the “Corporate Governance Committee”). Mr. Ma has joined the Company since 1999 and has been responsible for the Company’s property sales and management in PRC since then. Mr. Ma has more than 20 years of management experiences in property management and marketing. From 1988 to 1992, he worked as a supervisor of the construction team in The Guangzhou Construction Company Limited, a subsidiary of the 3rd Guangdong Water and Electricity Bureau. He joined Ka Fong Industrial Company, Limited in 1992, which later became a subsidiary of the Company. Since then, he has served management role in various capacities including applying for government approval for development plan and construction plan, on-site project management, construction completion inspection. From July 1995 to 1996, he served in various management capacities including property completion and delivery management. From 1997 to 2000, he was in charge for managing the title deed application and property management in various projects in China. Since 2001, he is the general manager of the Company’s operation in Dongguan, the PRC. Mr. Ma is also a director, legal representative, general manager and chairman of several subsidiaries of the Company. As at the Latest Practicable Date, Mr. Ma held 9,698,964 Share Options. Save as disclosed herein, Mr. Ma does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules.

Mr. Kwok Siu Bun (“Mr. Kwok”), aged 42, was appointed as a non-executive Director on 5 February 2010 and re-designated as an executive Director on 15 August 2011. Mr. Kwok is also the alternate Director to Ms. Tsang Tsz Tung Debbie, a non-executive Director. Mr. Kwok graduated from Leonard Stern School of Business of New York University with a double major in Finance and Information Systems. He had previously worked for Deutsche Bank (New York) where he was a senior systems analyst of the Private Banking Department. In 2003, Mr. Kwok was the project manager of Visionsky Informance Science and Technology Limited, a subsidiary of Bank of China (Guangzhou). Mr. Kwok successfully implemented several data warehouse projects for the Credit Card Centre of Bank of China (Hong Kong). He had also worked in Crushpad Winery in San Francisco. Recently, he has established Tao of Wines, a wine company dedicated to introducing a wide range of wines to the Hong Kong food and beverages market. Mr. Kwok has more than 10 years of professional experience in various industries including banking, information technology and wine business. He was also appointed as a director and legal representative of several subsidiaries of the Company. Mr. Kwok’s scope of work includes: developing business and proactively looking for investment projects and focusing on potential projects with stable efficiency and liaising with the project parties on investment cooperation at different aspects; managing investment and researching work, including setting up investment strategy and establishing investment procedures; establishing investment research team and organizing and writing investment strategy report; building good business relationship and financing channel with banks, non-banking financial institutions, securities institutions and investment funds. Mr. Kwok holds the qualifications of the Professional Diploma in the Corporate Governance and Directors by the Hong Kong Institute of Directors.

Mr. Kwok is the uncle of Mr. Tsang Yee, who is the sole shareholder of Rhenfield Development Corp., a substantial shareholder of the Company. He is also the sibling of Ms. Kwok Siu Wa Alison, an executive Director, and the uncle of Ms. Tsang Tsz Tung Debbie and Ms. Tsang Tsz Nok Aleen, a substantial shareholder of the Company. As at the Latest Practicable Date, Mr. Kwok held 1,000,000 Shares, representing approximately 0.06% interest in the total number of issued shares of the Company. Mr. Kwok also held 9,698,964 Share Options. Save as disclosed herein, Mr. Kwok does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules.

Ms. Chow Kwai Wa Anne (“Ms. Chow”), aged 53, holds a bachelor’s degree in Business Administration from Shepherd University, USA. She was the operations manager of Air Global Holdings Limited and the business director of AGE International Limited, the subsidiary of Air Global Holdings Limited. Previously, Ms. Chow set up a branch office for Amkey Inc., USA in Singapore and served as the operations manager of the Singapore branch. Ms. Chow had also worked as the administrative cum sales director for a number of Chinese property projects and was the assistant to several senior executives of Star TV, a subsidiary of News Corporation. Ms. Chow has extensive experience in business management, sales strategic planning and overseas marketing. Ms. Chow joined the Company in November 2009 and was appointed as an executive Director in February 2010. She was the general manager of the sales and administration department of the Company, and is currently responsible for the operation management of the Company. Ms. Chow is also the director, legal representative and chairman of several subsidiaries of the Company. As at the Latest Practicable Date, Ms. Chow held 1,300,000 Shares, representing approximately 0.08% interest in the total number of issued shares of the Company. Ms. Chow also held 9,698,964 Share Options. Save as disclosed herein, Ms. Chow does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules.

Ms. Kwok Siu Wa Alison, aged 43, was appointed as an executive Director of the Company on 5 February 2010. Ms. Kwok Siu Wa Alison holds a bachelor’s degree in International Business Management from Oxford Brookes University and a master’s degree in Professional Accounting from Hong Kong Polytechnic University. Ms. Kwok Siu Wa Alison joined the Group in 2000 and is responsible for financial management of the Group. She has more than 10 years of experience in accounting and administrative management. Ms. Kwok Siu Wa Alison was the vice president (business development) of the Company and the vice president (finance) of the Company. She is also a director of several subsidiaries and associates of the Company.

Ms. Kwok Siu Wa Alison is the aunt of Mr. Tsang Yee, Ms. Tsang Tsz Tung Debbie and Ms. Tsang Tsz Nok Aleen. She is also the sister of Mr. Kwok Siu Bun. As at the Latest Practicable Date, Ms. Kwok Siu Wa Alison held 2,000,000 Share, representing approximately 0.12% interest in the total number of issued shares of the Company. Ms. Kwok Siu Wa Alison also held 9,698,964 Share Options. Save as disclosed herein, Ms. Kwok Siu Wa Alison does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules.

Non-executive Director

Ms. Tsang Tsz Tung Debbie (“Ms. Tsang”), aged 28, was appointed as a non-executive Director on 30 April 2014. She holds a Bachelor of Arts in English with minor in Management from The Chinese University of Hong Kong. She previously worked as a communications coordinator in the Asia Pacific Regional Office of Deloitte Touche Tohmatsu Limited, and is currently the business development and marketing director of Aspire Group International Limited. Ms. Tsang is the sister of Mr. Tsang Yee and Ms. Tsang Tsz Nok Aleen. Ms. Tsang is also the niece of Ms. Kwok Siu Wa Alison and Mr. Kwok Siu Bun. As at the Latest Practicable Date, Ms. Tsang held 9,698,964 Share Options. Save as disclosed herein, Ms. Tsang does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules.

Independent Non-executive Directors

Mr. Hui Pui Wai Kimber (“Mr. Hui”), aged 47, was appointed as an independent non-executive Director on 15 April 2014, and is also a member of the audit committee of the Company (the “Audit Committee”) and the chairman of the Remuneration Committee. Mr. Hui holds a Bachelor of Arts Degree majoring in Economics and Political Science from The University of New South Wales in Australia. He has over 20 years’ experience in the marketing industry. Mr. Hui was the independent non-executive Director from 1999 to 2008. As at the Latest Practicable Date, Mr. Hui held 3,780,677 Share Options. Save as disclosed herein, Mr. Hui does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules.

Mr. Liu Chaodong (“Mr. Liu”), aged 49, was appointed as an independent non-executive Director on 25 August 2009, and is also a member of the Audit Committee, Remuneration Committee and Corporate Governance Committee and the chairman of the Nomination Committee. Mr. Liu has practising qualifications of registered accountant, registered tax agent, forensic accounting practitioners and certified public valuer in the PRC. In 1990, Mr. Liu graduated from Anhui Jianghuai Vocational University, the PRC, majoring in financial accounting. In 2006, he graduated from Huazhong University of Science and Technology, the PRC, majoring in legal studies. Mr. Liu served as the chief accountant in Blue Star New Chemical Materials Co., Ltd. from 1991 to 1994 and a department manager in Zhonglei Certified Public Accountants Co., Ltd. from 1994 to 1997. Mr. Liu is currently the deputy general manager of Foshan Branch of Ruihua Certified Public Accountants (LLP). As at the Latest Practicable Date, Mr. Liu held 3,780,677 Share Options. Save as disclosed herein, Mr. Liu does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules.

Mr. Wong Sze Lok (“Mr. Wong”), aged 45, was appointed as an independent non-executive Director on 12 July 2018, and is also a member of the Remuneration Committee, Nomination Committee and Corporate Governance Committee and the chairman of the Audit Committee. Mr. Wong has been appointed as the chief financial officer of Amax International Holdings Limited (a company listed on the Main Board of the Stock Exchange with stock code: 959) since October 2012. Prior to working for Amax International Holdings Limited, Mr. Wong had held senior positions at an international professional accounting firm and several listed companies and accumulated extensive professional experience in auditing and corporate governance. As at the Latest Practicable Date, Mr. Wong does not hold any Share Options. Save as disclosed herein, Mr. Wong does not have any relationship with any other directors, senior management, substantial shareholders or controlling shareholders of the Company within the meaning of the Listing Rules.

14. DOCUMENTS DELIVERED TO THE REGISTRARS OF COMPANIES IN HONG KONG

A copy of each of the Prospectus Documents and the written consent referred to in the paragraph headed “Expert and Consent” in this appendix have been delivered to the Registrar of Companies of Hong Kong pursuant to Section 342C of the Companies Ordinance.

15. LEGAL EFFECTS

The Prospectus Documents and all acceptance of any offer or application contained in such documents are governed by and shall be construed in accordance with the laws of Hong Kong. Where an application is made in pursuance of any such documents, the relevant document(s) shall have the effect of rendering all persons concerned bound by the provisions, other than the penal provisions, of Sections 44A and 44B of the Companies Ordinance, so far applicable.

16. MISCELLANEOUS

- (1) As at the Latest Practicable Date, there was no restriction affecting the remittance of profits or repatriation of capital of the Company into Hong Kong from outside of Hong Kong.
- (2) The English text of the Prospectus Documents shall prevail over their respective Chinese texts in the case of inconsistency.

17. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the principal place of business of the Company in Hong Kong at Unit 1004B, 10/F., Tower 5, China Hong Kong City, 33 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong from the date of this Prospectus up to and including the first day of dealings in the Offer Shares:

- (a) the Prospectus Documents;
- (b) the bye-laws of the Company;
- (c) the annual reports of the Company for the three financial years ended 31 December 2017, 31 December 2016 and 31 December 2015;
- (d) the reports from ZHONGHUI ANDA CPA Limited on the unaudited pro forma financial information of the Group, the text of which are set out on appendices II;
- (e) the written consent as referred to in the paragraph headed “Expert and Consent” in this appendix;
- (f) the material contracts as referred to in this paragraph headed “Material Contracts” in this appendix; and
- (g) the Underwriting Agreement.