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鈞濠集團有限公司*

GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

CHANGE OF TERMS IN RELATION TO ISSUE OF REMUNERATION SHARES

Reference is made to the Announcement in relation to the issue of Remuneration Shares.

On 13 September 2013 (after trading hour), the Company and the respective Professional Parties entered into supplemental agreements respectively to cancel the Anti-Dilutive Measures. Save as disclosed above, all other terms in relation to the issue of Remuneration Shares shall remain unchanged.

Reference is made to the announcement of Grand Field Group Holdings Limited (the “**Company**”) dated 3 September 2013 (the “**Announcement**”) in relation to the issue of Remuneration Shares. Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcement unless otherwise defined herein.

BACKGROUND OF AND REASONS FOR THE CHANGE OF TERMS IN RELATION TO ISSUE OF REMUNERATION SHARES

On 3 September 2013, the Company announced that (i) 10,000,000 Remuneration Shares will be issued and allotted to Chanceton Capital at an issue price of HK\$0.151 per Remuneration Share for the corporate resumption advisory service provided by Chanceton Capital and continuing financial advisory service to be provided to the Company by Chanceton Capital for the period starting from 4 September 2013 to 31 March 2014; and (ii) 11,258,278 Remuneration Shares will be issued and allotted to Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., Solicitors at an issue price of HK\$0.151 per Remuneration Share for the legal advisory services provided by Simon Ho & Co. The abovementioned Remuneration

* *For identification purposes only*

Shares to be issued and allotted to Chanceton Capital and Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., Solicitors, respectively are subject to a lock up period of six months from the date of issuance and allotment of Remuneration Shares and certain anti-dilutive measures (the “**Anti-Dilutive Measures**”) as agreed with Chanceton Capital and Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., Solicitors, respectively (collectively, known as “**Professional Parties**”).

The Board, at the time of agreeing the Anti-Dilutive Measures with the Professional Parties, have considered (i) that the issuance and allotment of the Remuneration Shares could settle the professional fees without any cash outflow which in turn could allow the Company to retain internal resources for daily operation and future business development; and (ii) all the terms, including the lock-up period imposed on the Remuneration Shares and the Anti-Dilutive Measures, the Board was of the view that the terms and conditions in relation to issue of Remuneration Shares was fair, reasonable and in the interests of Shareholders as a whole.

Subsequently, after further discussion and negotiation with the Professional Parties and having considered the difficulties in the implementation of the Anti-Dilutive Measures, on 13 September 2013 (after trading hour), the Company and the respective Professional Parties entered into supplemental agreements respectively to cancel the Anti-Dilutive Measures. Saved as disclosed above, all other terms in relation to the issue of Remuneration Shares shall remain unchanged.

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

Hong Kong, 13 September, 2013

As at the date of this announcement, the board of Directors comprises four executive Directors, namely Mr. Ma Xuemian, Mr. Kwok Siu Bun, Ms. Chow Kwai Wa, Anne, and Ms. Kwok Siu Wa, Alison; two non-executive Directors, namely Mr. Lim Francis and Mr. Chen Mudong (with Mr. Lim Francis as alternate); and three independent non-executive Directors, namely Mr. David Chi-ping Chow (with Mr. Lim Francis as alternate), Mr. Liu Chaodong and Ms. Chui Wai Hung.