

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited (the “Stock Exchange”) take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.



鈞 濠 集 團 有 限 公 司 *

GRAND FIELD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock Code: 115)

COMPLETION OF ISSUE OF CONVERTIBLE BONDS FOR LOAN SETTLEMENT

References are made to the announcements of Grand Field Group Holdings Limited (the “**Company**”) dated 30 August 2013 and 2 October 2013 (the “**Announcements**”) in relation to the issue of Convertible Bonds for loan settlement. Capitalized terms used in this announcement shall have the same meanings as those defined in the Announcements unless otherwise defined herein.

COMPLETION OF THE ISSUE OF CONVERTIBLE BONDS

The Board is pleased to announce that all conditions of the issue of Convertible Bonds has been fulfilled and the issue of Convertible Bonds was completed on 7 October 2013.

In accordance with the terms and conditions of the Settlement Agreement, the Company has issued the Convertible Bonds in the principal amount of HK\$30,055,703 to Thrive Season to settle the Drawn Down Loan.

* *For identification purposes only*

CHANGES OF SHAREHOLDING STRUCTURE

The following table sets out the shareholding structure of the Company (i) as at the date of this announcement; and (ii) immediately after the allotment and issue of the Conversion Shares upon the exercise of the conversion rights attaching to the Convertible Bonds in full:

	As at the date of this announcement		Immediately after the allotment and issue of the Conversion Shares upon the exercise of the conversion rights attaching to the Convertible Bonds in full	
	<i>Number of Shares</i>	<i>% (Approx.)</i>	<i>Number of Shares</i>	<i>% (Approx.)</i>
Hongkong Zhongxing Group Co., Limited <i>(Note 1)</i>	579,470,000	22.83	579,470,000	21.22
Rhenfield Development Corp. <i>(Note 2)</i>	479,050,000	18.87	479,050,000	17.54
Kwok Wai Man, Nancy <i>(Note 2)</i>	14,170,000	0.56	14,170,000	0.52
Tsang Wai Lun, Wayland <i>(Note 2)</i>	64,210,000	2.53	64,210,000	2.35
Public:				
Thrive Season	–	–	192,664,762	7.06
Other public Shareholders	1,401,168,278	55.21	1,401,168,278	51.31
Total	<u>2,538,068,278</u>	<u>100.00</u>	<u>2,730,733,040</u>	<u>100.00</u>

Note(s):

1. Hongkong Zhongxing Group Co., Limited is wholly-owned by Mr. Li Yi. He is deemed to be interested in 579,470,000 Shares pursuant to the Part XV of the SFO.
2. Rhenfield Development Corp. is owned by Ms. Kwok Wai Man, Nancy (“Ms. Kwok”) and Mr. Tsang Wai Lun, Wayland (“Mr. Tsang”) in equal shares. Mr. Tsang and Ms. Kwok are deemed to be interested in 479,050,000 shares of the Company pursuant to the Part XV of the SFO. Mr. Tsang personally held 64,210,000 Shares while Ms. Kwok, spouse of Mr. Tsang, personally held 14,170,000 Shares. By virtue of the SFO, Mr. Tsang and Ms. Kwok are both deemed to be interested in 78,380,000 Shares. In conclusion, both Mr. Tsang and Ms. Kwok have an aggregate interest of 557,430,000 Shares, representing approximately 22.15% of the shareholding of the Company.

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

Hong Kong, 7 October, 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, Ms. Kwok Siu Wa, Alison and; 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.