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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)**

## **COMPLETION OF ISSUE OF REMUNERATION SHARES**

References are made to the announcements of Grand Field Group Holdings Limited (the “**Company**”) dated 16 April 2014 and 17 April 2014 (the “**Announcements**”) in relation to the issue of Remuneration Shares. 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 REMUNERATION SHARES**

The Board is pleased to announce that the condition of the issue of Remuneration Shares has been fulfilled and the issue of Remuneration Shares was completed on 29 April 2014. Accordingly, 4,473,118 Remuneration Shares has been successfully issued and allotted to Mr. Wong.

\* *For identification purpose only*

## CHANGES OF SHAREHOLDING STRUCTURE

To the best knowledge, information and belief of the Directors and having made all reasonable enquiries, the following table sets out the shareholding structure of the Company (i) immediately before completion of the issue of Remuneration Shares; and (ii) immediately after completion of the issue of Remuneration Shares:

	As at the date of this announcement		Immediately after the issue and allotment of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds in full (for illustrative purpose only)		Immediately after the issue and allotment of the Conversion Shares upon exercise of the conversion rights attached to the Convertible Bonds in full and upon issue and allotment of the Remuneration Shares (for illustrative purpose only)	
			<i>(Note 1)</i>		<i>(Note 1)</i>	
	<i>Number of Shares</i>	<i>% (Approx.)</i>	<i>Number of Shares</i>	<i>% (Approx.)</i>	<i>Number of Shares</i>	<i>% (Approx.)</i>
Hongkong Zhongxing Group Co., Limited <i>(Note 2)</i>	173,841,000	22.83	173,841,000	21.42	173,841,000	21.32
Rhenfield Development Corp. <i>(Note 3)</i>	143,715,000	18.87	143,715,000	17.72	143,715,000	17.63
Kwok Wai Man, Nancy <i>(Note 3)</i>	10,056,529	1.32	10,056,529	1.24	10,056,529	1.23
Tsang Wai Lun, Wayland <i>(Note 3)</i>	19,263,000	2.53	19,263,000	2.38	19,263,000	2.36
<b>Public:</b>						
Thrive Season	–	–	49,433,722	6.10	49,433,722	6.06
Mr. Wong and/or his associates	2,238,000	0.30	2,238,000	0.28	6,711,118	0.82
Other public Shareholders	412,306,954	54.15	412,306,954	50.86	412,306,954	50.58
<b>Total</b>	<b>761,420,483</b>	<b>100.00</b>	<b>810,854,205</b>	<b>100.00</b>	<b>815,327,323</b>	<b>100.00</b>

*Note(s):*

1. On the assumption that there are no other changes in the issued share capital of the Company.
2. Hongkong Zhongxing Group Co., Limited is wholly-owned by Mr. Li Yi. He is deemed to be interested in 173,841,000 Shares pursuant to the Part XV of the SFO.

3. 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 143,715,000 shares of the Company pursuant to the Part XV of the SFO. Mr. Tsang personally held 19,263,000 Shares while Ms. Kwok, spouse of Mr. Tsang, personally held 10,056,529 Shares. By virtue of the SFO, Mr. Tsang and Ms. Kwok are both deemed to be interested in 29,319,529 Shares. In conclusion, both Mr. Tsang and Ms. Kwok have an aggregate interest of 173,034,529 Shares, representing approximately 22.72% of the shareholding of the Company.

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

Hong Kong, 29 April 2014

*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 and three independent non-executive Directors, namely Mr. Hui Pui Wai, Kimber, Mr. Liu Chaodong and Ms. Chui Wai Hung.*