

For the month ended (dd/mm/yyyy):

Monthly Return of Equity Issuer on Movements in Securities

Го: Hong Kong Exchanges and	l Clearing	g Limited		
Name of Issuer	Grand Fi	eld Group Holdings	Limited	
Date Submitted	7 May 20	014		
I. Movements in Authorised Sha	are Capit	al		
1. Ordinary Shares				
(1) Stock code :115	_Descrip	otion:	Grand Fie	eld Group
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding m	onth	5,000,000,000	HK\$0.02	HK\$100,000,000.00
Increase/(decrease)		N/A		HK\$400,000,000.00 (Remark 1(ii))
Balance at close of the month		5,000,000,000	HK\$0.10 (Remark 1(i))	HK\$500,000,000.00
(2) Stock code : N/A	_Descrip	otion:	N/	A
		No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of preceding m	onth			
Increase/(decrease)				
Balance at close of the month				

30 April 2014

iption:	N/A	Λ
No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
iption:	N/A	Λ
No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
	iption : No. of other	Par value (State currency) iption: Par value (State currency) Par value (State currency)

II. Movements in Issued Share Capital

	No. of ordin	ary shares	No of preference	No. of other classes
	(1)	(2)	shares	of shares
Balance at close of preceding month	3,807,102,417	N/A	N/A	N/A
Increase/ (decrease) during the month	(3,041,208,816) (Remark 2(i) and 3)	N/A	N/A	N/A
Balance at close of the month	765,893,601	N/A	N/A	N/A

III. Details of Movements in Issued Share Capital

Share Options (under Share Option Schemes of the Issuer)

Particulars of share option scheme including EGM approval date (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1.	Share Options (under	Share Option	Schemes of the I	ssuer)			
including EGM approval date (dd/mm/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed 1	Particulars of share					No. of new shares of	No. of new shares of
approval date (dd/mn/yyyy) and class of shares issuable Granted Exercised Cancelled Lapsed Concept Co							
Cold/mm/yyyy) and Calculate Cancelled Lapsed							
Class of shares Santed Exercised Cancelled Lapsed			Movement durin	g the month		thereto	as at close of the month
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1.							
(Note 1) 2. (Note 1) 3. (Note 1) Total A. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A (Other class) N/A		Granted	Exercised	Cancelled	Lapsed		
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2							
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2							
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(Other class) N/A Total funds raised during the month from exercise of			Tot				
Total funds raised during the month from exercise of				·			
				(0	Other class)	<u>N/A</u>	
	Total funds raised dur	ing the month	from exercise of	•			
					N/A		
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Warrants to Issue Shares of the Is	suer which are to	be Listed					
Description of warrants (Date of expiry - dd/mm/yyyy)	nominal	Nominal value close of preceding mon	dυ	xercised uring the month	Nominal value at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. N/A	-						
	-						
		_	-				-
Stock code (if listed)							
Class of shares							
issuable (<i>Note 1</i>) Subscription price							
EGM approval date							
(if applicable) (dd/mm/yyyy)	(/ /	,					
2. N/A	(/ /)					
	-						
		_					-
(/ /) Stock code (if listed)							
Class of shares							
issuable (Note 1)							
Subscription price EGM approval date							
(if applicable)							
(dd/mm/yyyy) 3. N/A	(/ /)					
3. N/A	_						
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Stock code (if listed) Class of shares							
issuable (Note 1)							
Subscription price							
EGM approval date (if applicable)							
(dd/mm/yyyy)	(/ /)					
4. N/A	-						
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(/ /)					-	-	
Stock code (if listed)							
Class of shares issuable (Note 1)							
Subscription price							
EGM approval date							
(if applicable) (dd/mm/yyyy)	(/ /)					
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		То	otal B.		nary shares) ence shares)	N/A N/A	-
					Other class)	N/A N/A	=
				`	·-/		-

N/A	Class and description		Amount at close of preceding month		Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
Stock code (if listed) Class of shares issuable (Note 1) HKS 30,055,703 Nil 30,055,703 Nil (Remark2(ii)) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /)	1. Convertible Bonds						
Stock code (if listed) Class of shares issuable (Note 1) HKS 30,055,703 Nil 30,055,703 Nil (Remark2(ii)) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) (/ /)							
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Class of shares issuable (Note 1)		HK\$	30,055,703	Nil	30,055,703	Nil	(Remark2(ii))
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Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

Full particulars including EGM approval date (dd/mm/yyyy), if applicable, and class of shares issuable:	No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1. On 16 April 2014, the Company entered into the Settlement Agreement, pursuant to which the Legal Adviser, Simon Howard & Co., solicitors, has agreed with the Company to settle the Outstanding Professional Fees in following manners: (1) as to HK\$1,000,000 payable by the Company in cash to Mr. Wong Vai Nang, sole proprietor of the Legal Adviser ("Mr. Wong") on or before 30 April 2014; and (2) as to HK\$1,664,000 payable by the issuance and allotment of 4,473,118 Remuneration Shares to Mr. Wong at a issue price of HK\$0.372 per Remuneration Share. For details, please refer to the Company's announcement dated 16 April 2014.		
shares (Note I)	4,473,118	
2. N/A (/ /) shares (Note 1)		
3. N/A (/ /) shares (Note 1)		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A	

Other Movements in Issued Share Capital No. of new No. of new shares shares of issuer of issuer which may be issued pursuant issued during the month thereto as at close of pursuant thereto the month Type of Issue Class of shares issuable (*Note 1*) At price : State currency (/ /) Issue and allotment N/A 1. Rights issue N/A date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable _ (*Note 1*) (//) At price : State Issue and allotment 2. Open offer N/A N/A currency date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable (*Note 1*) (/ /) At price : State currency Issue and allotment N/A 3. Placing N/Adate: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) Class of shares issuable (*Note 1*) Issue and allotment 4. Bonus issue N/A N/A date: (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy)

For Main Board and GEM listed issuers

				2012		No. of new shares of issuer issued during the month pursuant thereto	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Type of Issue						
5.	Scrip dividend	At price : State currency —	Class of shares issuable (Note 1) Issue and allotment date: (dd/mm/yyyy) EGM approval date:	(/ /		N/A	N/A
			(dd/mm/yyyy)				
			Class of shares repurchased (Note 1)				
6.	Repurchase of shares		Cancellation date: (dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	(/ /		N/A	N/A
			(dd/IIIII/yyyy)				
			Class of shares redeemed (Note 1)				
7.	Redemption of shares		Redemption date : (dd/mm/yyyy)	(/ /)	N/A	N/A
			EGM approval date: (dd/mm/yyyy)	(/ /)		
			Class of shares issuable (Note 1)				
8.	Consideration issue	At price : State currency	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	N/A
			EGM approval date: (dd/mm/yyyy)	(/ /)		

			For M	Iain 1	Board and GEM	listed issuers
					No. of new shares of issuer issued during the month pursuant thereto	be issued pursuant thereto as at close of
	Type of Issue					
		Class of shares issuable (Note 1)	e			
9.	Capital reorganisation	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	N/A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Class of shares issuable (Note 1)	e			
10.	Other (Please specify) At price : State currence	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	N/A
		EGM approval date: (dd/mm/yyyy)	(/ /)		
		Total E.	(Ordinary s Preference s (Other	share	s) N/A	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	4,473,118
	(2)	N/A
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		N/A
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		N/A
(These figures should be the same as the relevant figures under II above ("Movements in Is.	sued Sho	are Capital").)

Remarks	(if	any)):

- 1. On 8 April 2014, the Company has by ordinary resolutions altered its share capital as follows:- (i) every five (5) issued and unissued existing shares of HK\$0.02 each will be consolidated into one (1) consolidated share of HK\$0.10 each; (ii) the authorised share capital of the Company be increased from HK\$100,000,000 divided into 1,000,000,000 consolidated shares of par value of HK\$0.10 each to HK\$500,000,000 divided into 5,000,000,000 consolidated shares of par value of HK\$0.10 each.
- 2. As a result of share consolidation, (i) the issued share of the Company consolidated from 3,807,102,417 shares to 761,420,483 consolidated shares; and (ii) the conversion price of the convertible bonds be adjusted from HK\$0.122 per conversion share to HK\$0.608 per conversion share. The maximum number of conversion shares to be allotted and issued upon the exercise of conversion rights attached to the outstanding convertible bonds be adjusted from 247,113,500 Shares to 49,433,722 Shares.

For details, please refer to the Company's announcements dated 14 March 2014 and 8 April 2014; and circular dated 21 March 2014.

3. On 29 April 2014, (ii) 4,473,118 remuneration shares was issued to Mr. Wong Vai Nang, sole
proprietor of Simon Ho & Co., Solicitors at an issue price of HK\$0.372 per remuneration share for the
legal advisory services provided by Simon Ho & Co., Solicitors. For details, please refer to the
Company's announcements dated 16 April 2014, 17 April 2014 and 29 April 2014.

Submitted by: Ms Kwok Siu Wa, Alison

Title: **Executive Director**

(Director, Secretary or other duly authorised officer)

Notes:

- 1. State the class of shares (e.g. ordinary, preference or other).
- 2. If there is insufficient space, please append the prescribed continuation sheet.