

## Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 31 January 2015

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer	Grand Field Group Holdings Limited		
Date Submitted	4 February 2015		

I. Movements in Authorised Share Capital

1. Ordinary Shares				
(1) Stock code : <u>115</u> D	Grand Fie	nd Field Group		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mon	h 5,000,000,000	HK\$0.10	HK\$500,000,000.00	
Increase/(decrease)	N/A		N/A	
Balance at close of the month	5,000,000,000	HK\$0.10	HK\$500,000,000.00	
(2) Stock code : <u>N/A</u> D	escription :	ption : N/A		
	No. of ordinary shares	Par value (State currency)	Authorised share capital (State currency)	
Balance at close of preceding mon	h			
Increase/(decrease)				
Balance at close of the month				

## 2. Preference Shares

Stock code :	e: <u>N/A</u> Description :		N/A	A
		No. of preference shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of j	preceding n	nonth		
Increase/(decrease)			-	
Balance at close of t	the month			

## 3. Other Classes of Shares

Stock code :	<u>N/A</u> Description :		tion :	N/A	<u> </u>
			No. of other classes of shares	Par value (State currency)	Authorised share capital (State currency)
Balance at close of	preceding r	month			
Increase/(decrease)					
Balance at close of	the month				

Total authorised share capital at the end of the month *(State currency)* :

HK\$500,000,000.00

## 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	765,893,601	N/A	N/A	N/A	
Increase/ (decrease) during the month	9,310,076 (Remark 1)	N/A	N/A	N/A	
Balance at close of the month	775,203,677	N/A	N/A	N/A	

III. Details of Movements in Issued Share Capital

Share Options (under Sh	nare Option Sc	chemes of the Iss	uer)			
Particulars of share option scheme including EGM approval date					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
(dd/mm/yyyy) and		Movement durin	ng the month		thereto	as at close of the month
class of shares						
issuable	Granted	Exercised	Cancelled	Lapsed		
1.Share option						
scheme adopted						
on 23 June 2006						
Ordinary shares	_	_	_	_	_	50,336,200
(Note 1)						50,550,200
(						
2.						
(Note 1)						
3.						
<u>J.</u>						
(Note 1)						
		To	tal A. (Ordin		N/A	
				nce shares)	N/A	
			(0	Other class)	N/A	
Total funds raised during		om exercise of		27/1		
options (State currency)				N/A		
1						

Description of warrants (Date of expiry - dd/mm/yyyy) 1. N/A	Currency of Nominal value at nominal close of value preceding month	Exercised Nominal value during the at close of the month 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
<u>1. N/A</u>				
( / / ) Stock code (if listed) Class of shares issuable (Note 1) 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	( / / )			
( / / ) Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable)				
(dd/mm/yyyy) 4. N/A	( / / )			
( / / ) Stock code (if listed) Class of shares issuable ( <i>Note 1</i> ) Subscription price EGM approval date (if applicable) (dd/mm/yyyy)	( / / )			
	Total	B. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

For Main Board and GEM listed issuers Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed) No. of new shares of No. of new shares of issuer which issuer issued during the may be issued month pursuant thereto Currency of Amount at close Converted Amount at pursuant as at close of the amount of preceding during the close of the thereto month Class and description outstanding month month month Convertible Bonds 1. HK\$ 30,055,703 Nil 30,055,703 Nil 49,515,161 Stock code (if listed) Class of shares issuable (Note 1) Ordinary shares Subscription price HK\$0.607 EGM approval date (if applicable) (dd/mm/yyyy)) / / ) N/A 2. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) (dd/mm/yyyy) ( / / ) N/A 3. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) ( / / ) (dd/mm/yyyy) N/A 4. Stock code (if listed) Class of shares issuable (Note 1) Subscription price EGM approval date (if applicable) ( / / ) (dd/mm/yyyy) Total C. (Ordinary shares) N/A (Preference shares) N/A (Other class) N/A

For Main Board and GEM listed issuers Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be Listed, including Options (other than under Share Option Schemes)

	l particulars including EGM approval date (dd/mm/yyyy), pplicable, 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 21 January 2015, the Company entered into the		
	Settlement Agreement, pursuant to which the Legal Adviser,		
	Simon Ho & Co., solicitors, has agreed with the Company to		
	settle the Outstanding Professional Fees of HK\$2,308,899 by		
	the issuance and allotment of 9,310,076 Remuneration		
	Shares to Mr. Wong at a issue price of HK\$0. 248 per		
	Remuneration Share. For details, please refer to the Company's announcement dated 21 January 2015 and 30		
	January 2015.		
	January 2015.		
-	( / / )		
	shares (Note 1)	9,310,076	
2	N/A		
۷.	N/A		
	shares (Note 1)		
-			
3.	N/A		
	( / / )		
	shares (Note 1)		
		0.010.054	
	Total D. (Ordinary shares) (Preference shares)	9,310,076 N/A	
	(Other class)	N/A N/A	
		11/11	

Contraction       Charleney       date: (dd/mm/yyyy)         EGM approval date: $(///)$ $(///)$ (dd/mm/yyyy)       Class of shares issuable	Other Moven	nents in Issued Share Capital				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
I. Rights issue       At price : State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / )       N/A       N/A         I. Rights issue       At price : State currency       Issue and allotment (/ / )       N/A       N/A       N/A         I. Open offer       At price : State currency       Class of shares issuable (Note 1)	Type of Is	ssue					
1. Rights issue       At price : currency       date : (dd/mm/yyyy)       N/A       N/A         EGM approval date: $(//)$ $(//)$ $(//)$ $(//)$ $(//)$ 2. Open offer       At price : State       Issue and allotment $(//)$ $N/A$ $N/A$ 2. Open offer       At price : State       Issue and allotment $(//)$ $N/A$ $N/A$ 3. Placing       At price : State       Class of shares issuable					_		
2. Open offer       At price : State currency       Issue and allotment (//) N/A       N/A         2. Open offer       At price : State currency       Issue and allotment (//) N/A       N/A         3. Placing       At price : State currency       Issue and allotment (// ) N/A       N/A         3. Placing       At price : State currency       Issue and allotment (// ) N/A       N/A         4. Bonus issue       Class of shares issuable (Note 1)       Issue and allotment (// ) N/A       N/A         4. Bonus issue       Issue and allotment (// ) N/A       N/A       N/A	1. Rights issue	At price : State		( / /	)	N/A	N/A
(Note 1) $(Note 1)$ $(Note 1)$ $(Vote 1)$ $Issue and allotment (//) N/A N/A$ $(//)$ $EGM approval date: (//) (/) (//) (//) (//) (//) (//) (//)$			EGM approval date: (dd/mm/yyyy)	( / /	)		
(Note 1) $(Note 1)$ $(Note 1)$ $(Vote 1)$ $Issue and allotment (//) N/A N/A$ $(//)$ $EGM approval date: (//) (/) (//) (//) (//) (//) (//) (//)$							
2. Open orier       At price : $currency$ Interval date : $(dd/mm/yyy)$ N/A       N/A         3. Placing       At price : $State$ Class of shares issuable (Note 1)							
3. Placing       At price : $\frac{\text{State}}{\text{currency}}$ Issue and allotment       ( / / )       N/A       N/A         4. Bonus issue       Issue       Class of shares issuable	2. Open offer			(// )		N/A	N/A
3. Placing       At price : $\frac{State}{currency}$ Issue and allotment $( / / )$ N/A       N/A         EGM approval date: $( / / )$ $( / / )$ $( / / )$ $( / / )$ $( / / )$ 4. Bonus issue       Issue and allotment $( / / )$ $( / / )$ $N/A$ $N/A$ 4. Bonus issue       Issue and allotment $( / / )$ $N/A$ $N/A$ EGM approval date: $( / / )$ $N/A$ $N/A$			EGM approval date: (dd/mm/yyyy)	( / /	)		
3. Placing       At price : State currency       Issue and allotment date : (dd/mm/yyyy)       ( / / )       N/A       N/A         EGM approval date:       ( / / )       ( / / )							
3. Placing       At price : currency       Issue and anomation date: (dd/mm/yyyy)       N/A       N/A         EGM approval date:       ( / / )       ( / / )       ( / / )       ( / / )         (dd/mm/yyyy)       Class of shares issuable					_		
(dd/mm/yyyy)         Class of shares issuable         (Note 1)         Issue and allotment         (////)         N/A         N/A         EGM approval date:         (///)	3. Placing	At price : State		( / /	)	N/A	N/A
4. Bonus issue ( <i>Note 1</i> ) 4. Bonus issue Issue and allotment ( / / ) date : (dd/mm/yyyy) N/A N/A EGM approval date: ( / / )				( / /	)		
4. Bonus issue       (Note 1)         4. Bonus issue       Issue and allotment date : (dd/mm/yyyy)         VA       N/A         EGM approval date:       ( / / )							
4. Bonus issue N/A N/A date : (dd/mm/yyyy) EGM approval date: (//)					_		
	4. Bonus issue			( / /	)	N/A	N/A
				( / /	)		

				For M	<u>/Iain</u>	Board and GEM 1 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
	Type of Issue						
5.	Scrip dividend	At price : State currency —	Class of shares issuable ( <i>Note 1</i> ) Issue and allotment date : (dd/mm/yyyy)	 ( / /		N/A	N/A
			EGM approval date: (dd/mm/yyyy)		,		
			Class of shares repurchased ( <i>Note 1</i> ) Cancellation date :	( / /	)		
6.	Repurchase of shares		(dd/mm/yyyy) EGM approval date: (dd/mm/yyyy)	( / /		N/A	N/A
			Class of shares redeemed ( <i>Note 1</i> )				
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	Issue and allotment date : (dd/mm/yyyy)	( / /	)	N/A	N/A
			EGM approval date: (dd/mm/yyyy)	( / /	)		

				For Main	Board and GEM	listed issuers
					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					
			Class of shares issuable ( <i>Note 1</i> )	2		
9.	Capital reorganisation		Issue and allotment date : (dd/mm/yyyy)	( / / )	N/A	N/A
			EGM approval date: (dd/mm/yyyy)	( / / )		
			Class of shares issuable ( <i>Note 1</i> )			
	Other (Please specify)	At price : State	Issue and allotment date : (dd/mm/yyyy)	( / / )	N/A	N/A
			EGM approval date: (dd/mm/yyyy)	( / / )		
			T. ( 1 F.	(O 1 1		
				(Ordinary share Preference share		-
			(-	(Other clas		-
L						

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	9,310,076			
	(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 Issued Share Capital").)					

Remarks (if any):

1. On 30 January 2015, 9,310,076 remuneration shares was issued to Mr. Wong Vai Nang, sole proprietor of Simon Ho & Co., Solicitors at an issue price of HK\$0.248 per remuneration share for the legal advisory services provided by Simon Ho & Co., Solicitors. For details, please refer to the Company's announcements dated 21 January 2015 and 30 January 2015.

Submitted by: Ms Kwok Siu Wa, Alison

 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.