



Monthly Return of Equity Issuer on Movements in Securities

For the month ended (dd/mm/yyyy) : 30/04/2017

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer Grand Field Group Holdings Limited

Date Submitted 05/05/2017

I. Movements in Authorised Share Capital

1. Ordinary Shares

(1) Stock code :	<u>115</u>	Description :	<u>Shares</u>	
			No. of ordinary shares	Par value (State currency)
				Authorised share capital (State currency)
Balance at close of preceding month	<u>5,000,000,000</u>		<u>HK\$0.10</u>	<u>HK\$500,000,000.00</u>
Increase/(decrease)	<u>0</u>			<u>0</u>
Balance at close of the month	<u>5,000,000,000</u>		<u>HK\$0.10</u>	<u>HK\$500,000,000.00</u>
(2) Stock code :	<u>N/A</u>	Description :	<u>N/A</u>	
			No. of ordinary shares	Par value (State currency)
				Authorised share capital (State currency)
Balance at close of preceding month	<u></u>		<u></u>	<u></u>
Increase/(decrease)	<u></u>			<u></u>
Balance at close of the month	<u></u>		<u></u>	<u></u>

II. Movements in Issued Share Capital

	No. of ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	1,136,280,937	N/A	N/A	N/A
Increase/ (decrease) during the month	210,000,000	N/A	N/A	N/A
Balance at close of the month	1,346,280,937	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	Movement during 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
	Granted	Exercised	Cancelled	Lapsed		
<u>1. Share option scheme adopted on 23 June 2006</u> <u>Exercise price: HK\$0.470 per share</u> <u>Date of Grant (02/05/2014)</u> Ordinary shares (Note 1)	-	-	-	-	-	41,254,260
<u>2. Share option scheme adopted on 23 June 2006</u> <u>Exercise price: HK\$0.363 per share</u> <u>Date of Grant (06/05/2016)</u> Ordinary shares (Note 1)	-	-	-	-	-	92,689,239
<u>3. Share option scheme adopted on 21 June 2016</u> <u>Exercise price: HK\$0.255 per share</u> <u>Date of Grant (16/11/2016)</u> Ordinary shares (Note 1)	-	-	-	-	-	96,989,645
			Total A. (Ordinary shares)		0	
			(Preference shares)		N/A	
			(Other class)		N/A	
Total funds raised during the month from exercise of options (State currency)				N/A		

Warrants to Issue Shares of the Issuer which are to be Listed

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

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. Reference is made to the announcement (the "Announcement") dated 27 April 2017. On 27 April 2017 (after trading hours), the Company entered into the settlement agreement, pursuant to which the Company has agreed with the legal adviser of the Company (the "Legal Adviser") to settle the outstanding professional fees of HK\$3,500,000 by the issuance and allotment of 14,583,333 remuneration shares to Mr. Wong Vai Nang, the sole proprietor of the Legal Adviser at a issue price of HK\$0.240 per remuneration share. <div style="text-align: right;">(21/6/2016)</div> <div style="text-align: right;">Ordinary shares (Note 1)</div>	-	14,583,333
2. N/A <div style="text-align: right;">(/ /)</div> <div style="text-align: right;">shares (Note 1)</div>		
3. N/A <div style="text-align: right;">(/ /)</div> <div style="text-align: right;">shares (Note 1)</div>		
Total D. (Ordinary shares) (Preference shares) (Other class)	N/A N/A N/A	

Other Movements in Issued Share Capital

Other Movements 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
Type of Issue					
1.	Rights issue	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
2.	Open offer	At price : State currency _____	Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
3.	Placing	At price : State currency <u>HK\$ 0.226</u>	Class of shares issuable <u>Ordinary Share</u> (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (28/04/2017) EGM approval date: (dd/mm/yyyy) (19/04/2017)	210,000,000 (Remark 2)	N/A
4.	Bonus issue		Class of shares issuable (Note 1) _____ Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A

			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 _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
6.	Repurchase of shares		Class of shares repurchased _____ <i>(Note 1)</i> Cancellation date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
7.	Redemption of shares		Class of shares redeemed _____ <i>(Note 1)</i> Redemption date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A
8.	Consideration issue	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (dd/mm/yyyy) (/ /)	N/A	N/A

For Main Board and GEM listed issuers

Type of Issue			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
9. Capital reorganisation		Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
10. Other (Please specify)	At price : State currency _____	Class of shares issuable _____ <i>(Note 1)</i> Issue and allotment date : (dd/mm/yyyy) (/ /) EGM approval date: (/ /) (dd/mm/yyyy)	N/A	N/A
Total E.			(Ordinary shares) <u>210,000,000</u>	
			(Preference shares) <u>N/A</u>	
			(Other class) <u>N/A</u>	

Total increase / (decrease) in ordinary shares during the month (i.e. Total of A to E):	(1)	<u>210,000,000</u>
	(2)	<u>N/A</u>
Total increase / (decrease) in preference shares during the month (i.e. Total of A to E):		<u>N/A</u>
Total increase / (decrease) in other classes of shares during the month (i.e. Total of A to E):		<u>N/A</u>
<i>(These figures should be the same as the relevant figures under II above (“Movements in Issued Share Capital”).)</i>		

Remarks (if any):

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1. The Company has issued convertible bonds in an aggregate principal amount of HK\$137,000,000 on 28 April 2017. For details, please refer to the announcements dated 24 February 2017 and 24 March 2017 of the company (the “Announcements”) and the circular dated 30 March 2017 (the “Circular”) in relation to major and connected transaction in relation to acquisition of entire share capital of the target company.
 2. The Company had issued and allotted 210,000,000 new shares at the issue price at HK\$0.226 per share to Ms. Tsang Tsz Nok Aleen. The new shares form part of the consideration for the Company to acquire 100% of the issued shares of Intra Asia Limited. For details, please refer to the Announcements and the Circular.
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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.*