


Monthly Return of Equity Issuer on Movements in Securities
For the month ended (dd/mm/yyyy) : 31/08/2018

To : Hong Kong Exchanges and Clearing Limited

 Name of Issuer Grand Field Group Holdings Limited
 Date Submitted 05/09/2018

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 (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
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 (<i>State currency</i>)	Authorised share capital (<i>State currency</i>)
Balance at close of preceding month	_____	_____	_____
Increase/(decrease)	_____		_____
Balance at close of the month	_____	_____	_____

2. Preference Shares

Stock code :	<u> N/A </u>	Description :	<u> N/A </u>
	No. of preference shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
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>

3. Other Classes of Shares

Stock code :	<u> N/A </u>	Description :	<u> N/A </u>
	No. of other classes of shares	Par value <i>(State currency)</i>	Authorised share capital <i>(State currency)</i>
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>

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 ordinary shares		No of preference shares	No. of other classes of shares
	(1)	(2)		
Balance at close of preceding month	1,633,036,088	N/A	N/A	N/A
Increase/ (decrease) during the month	816,518,044	N/A	N/A	N/A
Balance at close of the month	2,449,554,132	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\$0.356 per share</u> <u>Date of Grant (06/05/2016)</u> <i>(Remark 2)</i>						
Ordinary shares <i>(Note 1)</i>	-	-	-	2,832,722	-	93,303,475
<u>2. Share option scheme adopted on 21 June 2016</u> <u>Exercise price: HK\$0.250 per share</u> <u>Date of Grant (16/11/2016)</u> <i>(Remark 3)</i>						
Ordinary shares <i>(Note 1)</i>	-	-	-	1,018,717	-	97,582,499
<u>3.</u> <u></u> <u></u> <u></u>						
<i>(Note 1)</i>						
				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)				Nil		

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	

Convertibles (i.e. Convertible into Shares of the Issuer which are to be Listed)

Class and description	Currency of amount outstanding	Amount at close of preceding month	Converted during the 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
1. Convertible bonds in the principal amount of <u>HK\$137,000,000</u> with a repayment term of 18 months from the date of issue, i.e., 28/4/2017(Remark 1)	HK\$	137,000,000	-	112,320,000	-	505,945,945
Stock code (if listed)	-					
Class of shares issuable (Note 1)	Ordinary Shares					
Subscription price	HK\$0.222					
EGM approval date (if applicable) (dd/mm/yyyy)	(19/04/2017)					
1. N/A						
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)	(/ /)					
				Total C. (Ordinary shares)	0	
				(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. N/A <hr/> <hr/> <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)	-	-
2. N/A <hr/> <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
3. N/A <hr/> <hr/> <hr/> <div style="text-align: right;">(/ /)</div> shares (<i>Note 1</i>)		
<div style="text-align: right;">Total D. (Ordinary shares)</div> <div style="text-align: right;">(Preference shares)</div> <div style="text-align: right;">(Other class)</div>	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)	(/ /)	N/A	N/A
				EGM approval date: (dd/mm/yyyy)	(/ /)		
2.	Open offer (Remark 4)	At price : State currency	Class of shares issuable (Note 1)	Issue and allotment date : (dd/mm/yyyy)	Ordinary Share (14/08/2018)	816,518,044	N/A
		HK\$ 0.12		EGM approval date: (dd/mm/yyyy)	(/ /)		
3.	Placing	At price : State currency	Class of shares issuable (Note 1)	Issue and allotment date : (dd/mm/yyyy)	(/ /)	N/A	N/A
				EGM approval date: (dd/mm/yyyy)	(/ /)		
4.	Bonus issue		Class of shares issuable (Note 1)	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					
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>816,518,044</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>816,518,044</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):

1. The Company has issued convertible bonds in an aggregate principal amount of HK\$137,000,000 on 28 April 2017. Details were set out in the announcements of the Company dated 24 February 2017 and 24 March 2017 and the circular of the Company dated 30 March 2017 in relation to major and connected transaction in relation to acquisition of entire share capital of the target company. As a result of the open offer, the conversion price of the convertible bonds has been adjusted from HK\$0.226 per conversion share to HK\$0.222 per conversion share and the maximum number of conversion shares to be allotted and issued upon the exercise of conversion rights attached to the outstanding convertible bonds has increased from 606,194,690 shares to 617,117,117 shares. On 14 August 2018, the Company has partially redeemed the convertible bonds for the principal amount of HK\$24,680,000 in accordance with the terms of the convertible bonds.

2. Upon the completion of the open offer on 14 August 2018, the exercise price of the outstanding share options has been adjusted from HK\$0.363 to HK\$0.356 and the number of outstanding share options has been adjusted from 91,589,237 shares to 93,303,475 shares.

3. Upon the completion of the open offer on 14 August 2018, the exercise price of the outstanding share options has been adjusted from HK\$0.255 to HK\$0.250 and the number of outstanding share options has been adjusted from 95,789,645 shares to 97,582,499 shares.

4. Allotment and issue of offer shares on 14 August 2018 pursuant to the open offer (details were set out in the prospectus of the Company dated 23 July 2018.)

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.