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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)

ANNOUNCEMENT

CONNECTED TRANSACTION RELATING TO THE SALE OF THE PROPERTY UNIT OF SHENZHEN MIX PARK IN CHINA

On 26 January 2019, the Vendor and the Purchaser entered into the Agreement For Sale and Purchase, pursuant to which the Vendor agreed to sell and the Purchaser agreed to purchase the Property Unit.

The Vendor is the developer of a property project named Shenzhen Mix Park and a non wholly-owned subsidiary of the Company. The Purchaser being substantial Shareholder and senior management of the Company, is a connected person of the Company under Rule 14A.07 of the Listing Rules. Therefore, the Transaction constitutes a connected transaction of the Company under Chapter 14A of the Listing Rules.

As certain applicable percentage ratios in respect of the Transaction are more than 0.1% but less than 5%, the Transaction is subject to the reporting and announcement requirements but is exempt from independent Shareholders' approval requirement under the Listing Rules. Appropriate disclosure of the Transaction will be made in the next annual report and accounts of the Company in accordance with the Listing Rules.

* *For identification purpose only*

The Board hereby announces the following connected transaction of the Company:

THE AGREEMENT FOR SALE AND PURCHASE

On 26 January, 2019, the Vendor and the Purchaser entered into the Agreement For Sale and Purchase, pursuant to which the Vendor agreed to sell and the Purchaser agreed to purchase the Property Unit of Shenzhen Mix Park in Shenzhen, China. The principal terms of the Agreement For Sale and Purchase are set out as follows:–

Date: 26 January, 2019

Parties: (i) the Vendor
(ii) the Purchaser

Property for sale: the Property Unit

Consideration: RMB11,249,086, payable by the Purchaser in the following manner:

- (i) RMB200,000 has been paid before the signing of the Agreement as deposit;
- (ii) RMB3,179,086 to be paid upon the signing of the Agreement, and had been fully paid off;
- (iii) The balance of RMB7,870,000 to be paid within 30 days from the date of the Agreement, and had been fully paid off.

The consideration for the Transaction was determined on arm's length basis and represented the quoted price of the Property Unit as stated in the pre-sale price for Shenzhen Mix Park less a predetermined discount as applicable to the Purchaser as well as the payment plan selected. Such discount is equally applicable to other independent purchasers for the residential units of Shenzhen Mix Park.

The Vendor shall on or before 30 June 2020 (subject to permitted extension(s) as set out in the Agreement) serve written notification on the Purchaser to take possession of the Property Unit. The Purchaser shall take possession of his Property Unit on the date to be specified by the Vendor in the notification.

INFORMATION OF THE SHENZHEN MIX PARK

The Shenzhen Mix Park is a mixed-use property project under the development of the Vendor in Shenzhen, China comprising two residential towers with total gross floor area of approximately 28,000 square metres providing 279 residential units, two commercial towers, one serviced apartment tower together with car parking space and a shopping mall.

REASONS FOR AND BENEFITS OF THE SALES

The development of the Shenzhen Mix Park has been put on sale after obtaining the pre-sale permit of the residential units in the market in December 2018. The Company expects to gain approximately RMB4.3 million from the Transaction. Such gain is only an estimate provided for illustrative purposes and it should be noted that the actual gain or loss on the Transaction will depend on the then book value of the Property Unit recorded in the financial statements of the Company at completion date and be subject to further review by the auditors of the Company, which may be different from the amount as above-mentioned. Proceeds from the sales of the Property Unit will be used by the Vendor to finance further development costs.

The Directors (including the independent non-executive Directors but excluding the Abstained Directors) consider that the entering into of the Agreement For Sale and Purchase is in the ordinary and usual course of business of the Company, and the terms of the Agreement are on normal commercial terms, fair and reasonable and are in the interests of the Company and the Shareholders as a whole.

INFORMATION OF THE COMPANY AND THE VENDOR

The Company is an investment holding company and its subsidiaries are engaged in a number of business activities including property development, property management and investment.

The Vendor is a non wholly-owned subsidiary of the Company. Its principal activity is property development and it is the developer of Shenzhen Mix Park.

IMPLICATIONS UNDER THE LISTING RULES

The Purchaser being substantial shareholder and senior management of the Company, is connected person of the Company under Rule 14A.07 of the Listing Rules. Therefore, the Transaction constitutes connected transaction of the Company under Chapter 14A of the Listing Rules.

As certain applicable percentage ratios in respect of the Transaction are more than 0.1% but less than 5%, the Transaction is subject to the reporting and announcement requirements but is exempt from independent Shareholders' approval requirement under the Listing Rules. Appropriate disclosure of the Transaction will be made in the next annual report and accounts of the Company in accordance with the Listing Rules.

The Purchaser, being substantial shareholder and senior management but not a director of the Company who is considered to have material interests in the Agreement to which he is a party and the Transaction contemplated thereunder, has in fact no right to participate in the Directors' meetings and/or to vote, and Mr. Kwok Siu Bun and Ms. Kwok Siu Wa Alison each being a Director are related to the Purchaser, have abstained from voting on the relevant Board resolution(s) approving the entering into of the Agreement For Sale and Purchase.

The Directors note that the Transaction constitutes a connected transaction which should have been announced after its terms have been agreed. The Directors acknowledge that there has been a delay in making an announcement and such delay constitutes a breach of Rule 14A.35 of the Listing Rules. The Directors genuinely believed that the Transaction was a sale of consumer goods to a connected person of the Company where such connected transaction could be fully exempted under Rule 14A.97 of the Listing Rules. Having received guidance and advice from the Company's financial adviser, the Company accepted that the nature of the Transaction is indeed not falling within the definition of "consumer goods" under Rule 14A.97 of the Listing Rules and the Transaction is subject to notification and announcement requirements under the Listing Rules.

To the best of knowledge, information and belief of the Directors, other than the Transaction, the Company complies with the listing rules requirements under Rule 14A.35 of the Listing Rules.

In order to reduce the risk of recurrence of such breaches, in the event that the Directors have doubts as to the implication under the Listing Rules of a proposed action of the Company, the Directors will consult appropriate professional parties so as to ensure full compliance with the Listing Rules prior to proceed with any action. The Company will also provide suitable training and regular update on the Listing Rules to the Directors and senior management of the Group.

DEFINITIONS

In this announcement, the following expressions have the meanings set out below unless the context requires otherwise:

“Abstained Directors”	Mr. Kwok Siu Bun and Ms. Kwok Siu Wa Alison each being an executive director who has not given any opinion and has abstained from voting on the relevant Board resolution approving the Agreement For Sale and Purchase in view of his/her potential conflict of interest in the Agreement For Sale and Purchase and the transaction contemplated thereunder
“Agreement For Sale and Purchase”	a sale and purchase agreement entered into between the Purchaser and the Vendor on 26 January 2019 in respect of the sale and purchase of the Property Unit
“Board”	the board of Directors
“Company”	Grand Field Group Holdings Limited, a company incorporated in Bermuda with limited liability, the Shares of which are listed on the Stock Exchange (Stock Code: 115)
“connected person”	has the meaning ascribed thereto under the Listing Rules
“Director(s)”	the director(s), including independent non-executive director(s), of the Company
“Group”	the Company together with its subsidiaries

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Listing Rules”	the Rules governing the Listing of Securities on the Stock Exchange
“Property Unit”	the residential unit of Shenzhen Mix park located at Longgang District, Shenzhen City, China as described in the Agreement to Sale and Purchase with a gross floor area of approximately 212 square metres and a saleable area of approximately 167.46 square metres sold by the Vendor to the Purchaser
“Purchaser”	Mr. Tsang Yee, (a Substantial Shareholder and senior management of the Company)
“Share(s)”	ordinary share(s) of the Company
“Shareholder(s)”	the holder(s) of the Share(s)
“Shenzhen Mix Park”	a mixed-use property development situate at Longgang District, Shenzhen City, China which comprises two residential towers with total gross floor area of approximately 28,000 square metres, two commercial towers and one apartment tower together with parking spaces and a shopping mall.
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Transaction”	the sale of Property Unit by the Vendor to the Purchaser pursuant to the Agreement For Sale and Purchase
“Vendor”	Shenzhen Zongke Real Estate Co., Ltd. (深圳棕科置業有限公司), a company incorporated in China and a non wholly-owned subsidiary of the Company

“RMB” Reminbi, the lawful currency of China

“%” per cent

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

Hong Kong, 26 March, 2020

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 Charmaine and Ms. Kwok Siu Wa Alison; and three independent non-executive Directors, namely, Mr. Hui Pui Wai Kimber, Mr. Liu Chaodong and Mr. Wong Sze Lok.