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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)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**Meeting**”) of Grand Field Group Holdings Limited (the “**Company**”) will be held at Suites 2701-08, 27/F., Shui On Centre, 6-8 Harbour Road, Wanchai, Hong Kong, on Thursday, 21 January 2021 at 10:30 a.m. for the purpose of considering and, if thought fit, passing, with or without modification, the following resolutions as a special resolution and an ordinary resolution of the Company:

Unless otherwise defined, capitalised terms used herein shall have the same meanings as ascribed to them in the circular of the Company dated 14 December 2020 (the “**Circular**”).

SPECIAL RESOLUTION

1. “**THAT**:–

- (a) subject to and conditional upon (i) The Stock Exchange granting the listing of, and permission to deal in, the New Shares and (ii) the compliance by the Company with the relevant procedures and requirements under the laws of Bermuda, with effect from the second business day after the date on which this resolution is passed by the shareholders of the Company or the above conditions are fulfilled (whichever is later):
 - i. every ten (10) issued and unissued Existing Shares of par value of HK\$0.10 each shall be consolidated into one (1) Consolidated Share of par value of HK\$1.00 each;

* *For identification purpose only*

- ii. the par value of each issued Consolidated Share shall be reduced from HK\$1.00 to HK\$0.01 by cancelling the paid-up capital to the extent of HK\$0.99 on each issued Consolidated Share and any fractional Consolidated Share in the issued share capital of the Company arising from the Share Consolidation shall be cancelled;
 - iii. every unissued Consolidated Share of par value of HK\$1.00 each in the authorised share capital of the Company shall be sub-divided into one hundred (100) New Shares of par value of HK\$0.01 each; and
 - iv. the credit arising from the Capital Reduction shall be transferred to the contributed surplus account of the Company within the meaning of the Companies Act;
- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Capital Reorganisation.

ORDINARY RESOLUTION

2. **“THAT**

- (a) the conditional subscription agreement dated 17 November 2020 (a copy of which has been produced to the Meeting marked “A” and initialled by the chairman of the Meeting for the purpose of identification) entered into between the Company (as issuer) and Ms. Tsang Tsz Nok Aleen (as subscriber) in relation to the settlement of the 3% coupon convertible bond in the sum of HK\$112,320,000 by the Company to the Subscriber (details were disclosed in the Circular, a copy of which is marked “B” and signed by the chairman of the Meeting for identification purpose and has been tabled at the Meeting) and the transactions contemplated thereunder including but not limited to the issue of 5% coupon convertible bond with a 18 months term under the Subscription Agreement which are convertible into ordinary shares of the Company at the conversion price of HK\$0.8 per Conversion Share (subject to adjustment) to Ms. Tsang pursuant to the Subscription Agreement, and the allotment and issue of the shares of HK\$0.01 each in the share capital of the Company upon conversion of the New Convertible Bond be and are hereby generally and unconditionally approved, confirmed and ratified;

- (b) any one director of the Company be and is hereby authorised to do all such acts and things and sign, ratify or execute all such documents and take all such steps as the director in his/her discretion may consider necessary, appropriate, desirable and expedient to implement, give effect to or in connection with the Subscription Agreement and any of the transactions contemplated thereunder including but not limited to the issue of the New Convertible Bond; and
- (c) the directors of the Company be and are hereby granted a specific mandate to exercise the powers of the Company to allot, issue and deal with the Conversion Shares.”

By order of the Board of
Grand Field Group Holdings Limited
Ma Xuemian
Chairman

Hong Kong, 14 December 2020

Registered office:
Clarendon House,
2 Church Street,
Hamilton HM 11,
Bermuda

*Head office and principal place of
business in Hong Kong:*
Unit 1004B, 10/F,
Tower 5, China Hong Kong City,
33 Canton Road, Tsim Sha Tsui,
Kowloon, Hong Kong

Notes:

1. Any member entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint another person as his proxy to attend and vote instead of him, if he is a holder of two or more shares, he may appoint more than one proxy to attend and vote on his behalf. A proxy need not be a member of the Company but he must be present in person at the Meeting to represent the member. If more than one proxy is appointed, the appointment shall specify the number of shares in respect of which each such proxy is so appointed.
2. A form of proxy for use at the Meeting is enclosed. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com. In order to be valid, the form of proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power of attorney or authority, shall be delivered to the office of the Company's branch share registrar office and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof. Completion and delivery of a form of proxy will not preclude a member from attending and voting in person at the Meeting or any adjournment thereof and in such event, the form of proxy shall be deemed to be revoked.

3. In the case of joint holders of a share, if more than one of such joint holders be present at the Meeting either personally or by proxy, the vote of the senior who tenders a vote, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of such joint holding.
4. The resolutions proposed to be approved at the Meeting will be voted by way of poll.
5. In order to be eligible to attend and vote at the Meeting, all completed transfer documents accompanied by the relevant share certificate(s) must be lodged with the Company's branch share registrar office and transfer office in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong for registration not later than 4:30 p.m. on Friday, 15 January 2021.
6. If Typhoon Signal No. 8 or above, or a "black" rainstorm warning is in effect any time after 7:00 a.m. on the date of the Meeting, the Meeting will be postponed. The Company will post an announcement on the websites of the Company at <http://www.gfghl.com> and the Stock Exchange at <http://www.hkexnews.hk> to notify members of the date, time and place of the rescheduled meeting.
7. To safeguard the health and safety of Shareholders who might be attending the Meeting in person, the Company will implement the following precautionary measures at the Meeting:
 - Each attendee will be required to undergo a mandatory body temperature check and sign a health declaration form before entering the Meeting venue. Any person with a body temperature above 37.2 degree Celsius, or is exhibiting any of the symptoms stated in the health declaration form or is subject to any Hong Kong Government prescribed quarantine, may be denied entry into the Meeting venue and be required to leave the Meeting venue.
 - Shareholders, proxies and other attendees are required to comply with the latest pandemic prevention policy requirements of the Hong Kong Government. Any person who does not comply with relevant requirements will be required to leave the Meeting venue.
 - Shareholders, proxies and other attendees are required to wear surgical face masks inside the Meeting venue at all times. Any person who does not comply with this requirement will be required to leave the Meeting venue.
 - No refreshments or drinks will be served at the Meeting.
8. As at the date of this notice, 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.