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田生集團有限公司

RICHFIELD GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 183)

(1) PROPOSED CHANGE OF COMPANY NAME AND (2) PROPOSED AMENDMENT AND RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

PROPOSED CHANGE OF COMPANY NAME

The Board proposes to change the Company's name and dual foreign name from "Richfield Group Holdings Limited 田生集團有限公司" to "Winfull Group Holdings Limited 宏輝集團控股有限公司". The Name Change is subject to Completion, approval by the Shareholders by way of a special resolution at the EGM and approval by the Registrar of Companies in the Cayman Islands.

AMENDMENT AND RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION OF THE COMPANY

In view of the proposed Name Change, the Board also proposes to amend and restate the Memorandum and Articles of Association to reflect the Name Change. The amendment and restatement of the Memorandum and Articles of Association is subject to the passing of special resolution for the Name Change and the new name and dual foreign name of the Company being entered in the register of companies by the Registrar of Companies in the Cayman Islands and approval by the Shareholders by way of a special resolution at the EGM.

GENERAL

Details of the proposed Name Change and the proposed amendment and restatement of the Memorandum and Articles of Association will be included in the circular in relation to the Disposal, the Share Repurchase and the Whitewash Waiver to be issued on or before 16 January 2015.

Reference is made to the announcement of Richfield Group Holdings Limited (the “Company”) dated 11 December 2014 (the “Announcement”) in relation to, among other things, the Disposal, the Share Repurchase and the Whitewash Waiver. Capitalised terms used herein shall have the same meanings as defined in the Announcement unless the context otherwise requires.

PROPOSED CHANGE OF COMPANY NAME

As disclosed in the Announcement, subject to Completion, the Company has irrevocably undertaken under the Agreement to change its name to a new name that does not contain the words or expression “Richfield” or any other similar words or expressions or any colourable intimation thereof, such change to be effective as soon as practicable after Completion but in any event not later than six months after the date of Completion. In view of this, the Board proposes to change the Company’s name and dual foreign name from “Richfield Group Holdings Limited 田生集團有限公司” to “Winfull Group Holdings Limited 宏輝集團控股有限公司” (the “Name Change”).

Conditions

The Name Change is subject to Completion, approval of the Shareholders by way of a special resolution at the EGM and approval of the Registrar of Companies in the Cayman Islands. Subject to satisfaction of the above conditions, the Name Change will take effect from the date on which the Registrar of Companies in the Cayman Islands enters the new English and dual foreign name of the Company on the register maintained by the Registrar of Companies in the Cayman Islands. The Company will comply with the necessary filing procedures in Hong Kong and the Cayman Islands.

Effects of the Name Change

The Name Change will not, of itself, affect any of the rights of the Shareholders. All existing share certificates of the Company bearing the existing name of the Company will continue to be evidence of legal title to the Shares and valid for trading, settlement, registration and delivery purposes. Any new share certificates of the Company issued after the Name Change has become effective will bear the new name of the Company. There will not be any arrangement for free exchange of existing share certificates of the Company for new share certificates bearing the new name of the Company.

Upon the Name Change becoming effective, the Shares will be traded on the Stock Exchange under the new name and the Board intends to change the stock short name of the Company correspondingly.

The Company will make further announcement on the effective date of the Name Change and provide details of the change in the stock short name of the Company.

PROPOSED AMENDMENT AND RESTATEMENT OF THE MEMORANDUM AND ARTICLES OF ASSOCIATION

In view of the proposed Name Change, the Board also proposes to amend and restate the memorandum and articles of association of the Company (the “Memorandum and Articles of Association”) to reflect the Name Change, with such amendments to take effect when the proposed Name Change becomes effective.

At the EGM, a special resolution will be proposed for the Shareholders to consider and, if thought fit, approve, subject to the passing of special resolution for the Name Change and the new name and dual foreign name of the Company being entered in the register of companies by the Registrar of Companies in the Cayman Islands, the Memorandum and Articles of Association shall be amended by replacing all references to “Richfield Group Holdings Limited 田生集團有限公司” with “Winfull Group Holdings Limited 宏輝集團控股有限公司”.

GENERAL

Details of the proposed Name Change and the proposed amendment and restatement of the Memorandum and Articles of Association will be included in the circular in relation to the Disposal, the Share Repurchase and the Whitewash Waiver to be issued on or before 16 January 2015.

By the order of the Board
Richfield Group Holdings Limited
Lee Wing Yin
Executive Director

Hong Kong, 6 January 2015

As at the date of this announcement, the executive Directors are Mr. Lee Wing Yin and Mr. Ngan Man Ho, the non-executive Director is Mr. Lai Hin Wing, Henry and the independent non-executive Directors are Mr. Koo Fook Sun, Louis, Ms. Yeung Wing Yan, Wendy and Mr. Lung Hung Cheuk respectively.