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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)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (the “**Meeting**”) of Richfield Group Holdings Limited (the “**Company**”) will be held at 9:30 a.m. on Wednesday, 4 February 2015 at Unit 1209, 12/F., Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions of the Company:

ORDINARY RESOLUTIONS

1. “**THAT**

- (a) the conditional sale and purchase agreement (the “**Agreement**”) dated 11 December 2014 entered into among the Company, Richfield (Holdings) Limited (“**RHL**”) and Mr. Au Wing Wah in relation to, among other matters, (i) the proposed disposal (the “**Disposal**”) of one issued share (the “**Sale Share**”) of US\$1.00 in the capital of Vastwood Limited (“**Vastwood**”), representing the entire issued share capital of Vastwood, and all obligations, liabilities and debts (the “**Sale Loan**”) owing or incurred by Vastwood and its subsidiaries (the “**Vastwood Group**”) to the Company and its subsidiaries (other than the Vastwood Group) on the date of completion of the Agreement by the Company for the consideration of approximately HK\$269.2 million; and (ii) the proposed repurchase and cancellation (the “**Share Repurchase**”) of the 760,000,000 ordinary shares (the “**Repurchase Shares**”) of HK\$0.01 each in the share capital of the Company by the Company from RHL at the proposed repurchase price in an aggregate of approximately HK\$269.2 million to be provided out of any funds of the Company available for such repurchase in accordance with the Companies Law and the memorandum and articles of association of the Company, which constitutes an off-market share buy-back by the Company pursuant to Rule 2 of the Hong Kong Code on Share Buy-backs, (a copy of which is marked “A” and produced to the EGM and signed by the chairman of the EGM for identification purpose) be and is hereby ratified, confirmed and approved and the directors (the “**Directors**”) of the Company be and are hereby authorised to do all such acts and things and execute

all such documents, including under seal where appropriate, which they consider necessary, desirable or expedient for the implementation of and giving effect to the Agreement and the transactions contemplated thereunder;

- (b) the Disposal and the transactions contemplated thereunder be and is hereby approved and any Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and to take all such acts and things incidental to the Disposal or as he/she considers necessary, desirable or expedient to implement or give effect to the Disposal and the transactions contemplated thereunder; and
- (c) the Share Repurchase and the transactions contemplated thereunder be and is hereby approved, the Directors be and are hereby authorised to determine the manner, terms and conditions of the Share Repurchase, and any Director be and is hereby authorised to sign and execute such documents, including under seal where applicable, and to take all such acts and things incidental to the Share Repurchase or as he/she considers necessary, desirable or expedient to implement or give effect to the Share Repurchase and the transactions contemplated thereunder.”

2. “**THAT** subject to the passing of the resolution numbered 1 above, the terms of the application for a waiver granted or to be granted by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission to Virtue Partner Group Limited (the “**VP**”) pursuant to Note 1 on the Dispensations from Rule 26 of the Code on Takeovers and Mergers of Hong Kong from an obligation to make a mandatory general offer for the issued Shares not already owned by VP and parties acting in concert with it arising from the Share Repurchase be and are hereby approved and confirmed.”

SPECIAL RESOLUTIONS

3. “**THAT** subject to the passing of the resolutions numbered 1 and 2 above, and the entry of the new name and dual foreign name of the Company in the register of companies maintained by the Registrar of Companies in the Cayman Islands, the name and dual foreign name of the Company be and is hereby changed 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” with effect from the date of entry of the new English and dual foreign name of the Company on the register of companies maintained by the Registrar of Companies in the Cayman Islands, and any one or more of the Directors be and are hereby authorised to do all such acts and things and execute all such documents, including under seal where appropriate, which he/she/they consider necessary, desirable or expedient for the implementation of and giving effect to the change of the Company name and dual foreign name and the transactions ancillary thereto.”

4. “**THAT** subject to the passing of the resolution numbered 3 above, 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 of association and articles of association of the Company 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” and the amended and restated memorandum of association and articles of association of the Company (in the form which is marked “B” and produced to the EGM and signed by the chairman of the EGM for identification purpose) be approved and adopted in substitution for and to the exclusion of the existing memorandum of association and articles of association of the Company.”

Yours faithfully
By order of the Board
Ngan Man Ho
Executive Director

Hong Kong, 12 January 2015

Registered Office:

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Grand Cayman KY1-1111
Cayman Islands

Head Office and Principal Place of Business in Hong Kong:

Unit 1209, 12/F.
Silvercord Tower 2
30 Canton Road
Tsim Sha Tsui
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at a meeting of the Company shall be entitled to appoint another person as his proxy to attend and vote instead of him. A member of the Company who is the holder of two or more shares may appoint more than one proxy to represent him and vote on his behalf at the Meeting. A proxy need not be a member of the Company. In addition, a proxy or proxies representing either a member of the Company who is an individual or a member of the Company which is a corporation shall be entitled to exercise the same powers on behalf of the member of the Company which he or they represent as such member of the Company could exercise.
2. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing or, if the appointor is a corporation, either under its seal or under the hand of an officer, attorney or other person authorised to sign the same. In the case of an instrument of proxy purporting to be signed on behalf of a corporation by an officer thereof, it shall be assumed, unless the contrary appears, that such officer was duly authorised to sign such instrument of proxy on behalf of the corporation without further evidence of the fact.

3. The instrument appointing a proxy and (if required by the board of directors of the Company) the power of attorney or other authority (if any) under which it is signed, or a certified copy of such power or authority, shall be delivered to the Company's principal place of business in Hong Kong at Unit 1209, 12/F., Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Hong Kong not less than forty-eight (48) hours before the time appointed for holding the meeting at which the person named in the instrument proposes to vote.
4. Delivery of an instrument appointing a proxy shall not preclude a member from attending and voting in person at the meeting convened and in such event, the instrument appointing a proxy shall be deemed to be revoked.
5. Where there are joint holders of any share, any one of such joint holders may vote, either in person or by proxy, in respect of such share as if he were solely entitled thereto, but if more than one of such joint holders be present at any meeting the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and 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 the joint holding.

As at the date of this notice, 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.