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If you have sold or transferred all your shares in Richfield Group Holdings Limited, you should at once hand this supplemental circular to the purchaser or the transferee, or to the licensed securities dealer, registered institution in securities, bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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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)

**SUPPLEMENTAL CIRCULAR RELATING TO
(1) SPECIAL DEAL, DISCLOSEABLE AND
CONNECTED TRANSACTION IN RELATION TO
DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF
AND SALE LOAN DUE BY VASTWOOD LIMITED
INVOLVING OFF-MARKET BUY-BACK OF SHARES IN
RICHFIELD GROUP HOLDINGS LIMITED;
(2) APPLICATION FOR WHITEWASH WAIVER;
(3) PROPOSED CHANGE OF COMPANY NAME; AND
(4) PROPOSED AMENDMENT AND RESTATEMENT OF
MEMORANDUM AND ARTICLES OF ASSOCIATION**

Capitalised terms used on this cover shall have the same meanings as those defined in this supplemental circular, unless the context requires otherwise. A letter from the Board is set out on pages 2 to 7 of this supplemental circular.

This supplemental circular should be read in conjunction with the circular of the Company dated 12 January 2015.

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DEFINITIONS

Capitalised terms used herein shall have the same meanings as those defined in the Circular unless the context requires otherwise. In addition, in this supplemental circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Circular “	the circular of the Company dated 12 January 2015 in relation, among other things, the Disposal, the Share Repurchase, the Whitewash Waiver, the Name Change and the proposed amendment and restatement of the Memorandum and Articles of Association
“New Latest Practicable Date”	29 January 2015, being the latest practicable date prior to the printing of this supplemental circular for ascertaining certain information contained herein
“Relevant Period”	the period from 11 June 2014, being the date falling six months before the date of the Announcement, up to and including 29 January 2015 (being the New Latest Practicable Date)

LETTER FROM THE BOARD



田生集團有限公司

RICHFIELD GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 183)

Executive Directors:

Mr. Lee Wing Yin

Mr. Ngan Man Ho

Non-executive Director:

Mr. Lai Hin Wing, Henry

Independent Non-executive Directors:

Mr. Koo Fook Sun, Louis

Ms. Yeung Wing Yan, Wendy

Mr. Lung Hung Cheuk

Registered Office:

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Cayman Islands

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Business in Hong Kong:*

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Silvercord Tower 2

30 Canton Road

Tsim Sha Tsui

Kowloon

Hong Kong

30 January 2015

To the Shareholders and, for information only, holders of share options

Dear Sir or Madam,

**(1) SPECIAL DEAL, DISCLOSEABLE AND
CONNECTED TRANSACTION IN RELATION TO
DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF
AND SALE LOAN DUE BY VASTWOOD LIMITED
INVOLVING OFF-MARKET BUY-BACK OF SHARES IN
RICHFIELD GROUP HOLDINGS LIMITED;
(2) APPLICATION FOR WHITEWASH WAIVER;
(3) PROPOSED CHANGE OF COMPANY NAME; AND
(4) PROPOSED AMENDMENT AND RESTATEMENT OF
MEMORANDUM AND ARTICLES OF ASSOCIATION**

INTRODUCTION

Reference is made to the Circular in relation to, among other things, the Disposal, the Share Repurchase, the Whitewash Waiver, the Name Change and the proposed amendment and restatement of the Memorandum and Articles of Association.

LETTER FROM THE BOARD

The purpose of this supplemental circular is to supplement the Circular and provide the Shareholders with certain additional information in respect of the Share Repurchase as required under Schedule III to The Codes on Takeovers and Mergers and Share Buy-backs, which was inadvertently omitted in the Circular. This supplemental circular should be read in conjunction with the Circular.

FINANCIAL EFFECTS OF THE DISPOSAL AND THE SHARE REPURCHASE

(i) Earnings per Share

As disclosed in the annual report of the Company for the year ended 30 June 2014, the Group recorded audited consolidated net profit attributable to the Shareholders of approximately HK\$10.5 million and basic and diluted earnings per Share of approximately HK\$0.003 for the year ended 30 June 2014. As disclosed in the Circular, for the year ended 30 June 2014, the audited loss after tax of the Vastwood Group (excluding the East Up Group) was approximately HK\$193.01 million; the audited profit after tax of the East Up Group was approximately HK\$0.03 million; and the audited loss after tax of Brilliant Icon (49% interest) was approximately HK\$0.85 million. Excluding such profit/loss after tax, the Remaining Group would record consolidated net profit attributable to the Shareholders for the year ended 30 June 2014 of approximately HK\$204.3 million.

As illustrated in the unaudited pro forma earnings/(loss) per Share of the Remaining Group set out in Appendix I to this supplemental circular, assuming completion of the Disposal and the Share Repurchase had taken place on 1 July 2013, the Remaining Group would record consolidated net loss attributable to the Shareholders of approximately HK\$134.9 million and basic and diluted loss per Share of approximately HK\$0.0496 for the year ended 30 June 2014. Such pro forma loss is mainly due to the estimated loss as a result of the Disposal and the Share Repurchase of approximately HK\$339.2 million as explained below.

Based on the allocation mechanism for the consideration illustrated in the unaudited pro forma earnings/(loss) per Share of the Remaining Group set out in Appendix I to this supplemental circular, the consideration of approximately HK\$167.0 million and HK\$0.2 million are allocated to the disposal of 100% interest in the Vastwood Group (including the East Up Group) and 49% interest in Brilliant Icon, respectively. The difference between the consideration received for the disposal of 49% interest in Brilliant Icon and the amount by which the 49% non-controlling interests of Brilliant Icon are adjusted is recognised directly in the Group's equity. It is expected that the Group will record a loss of approximately HK\$339.2 million on the Disposal after deducting estimated transaction costs, which is calculated as the consideration of approximately HK\$167.0 million (which is the portion of the market value of the 760,000,000 Repurchase Shares based on the closing price of HK\$0.220 per Share as at 1 July 2013 allocated to the disposal of the Vastwood Group (including the East Up Group)) less (i) the audited net asset value of the Vastwood Group (excluding the East Up Group) as at 30 June 2013 of approximately HK\$141.1 million and the audited net asset value of the East Up Group as at 30 June 2013 of approximately HK\$45.3 million; (ii) the amount due from the Vastwood Group (excluding the East Up Group) and the East Up Group to the Remaining Group as

LETTER FROM THE BOARD

at 30 June 2013 of approximately HK\$316.1 million; and (iii) the estimated transaction costs of approximately HK\$3.7 million relating to the Disposal, as if the Disposal and the Share Repurchase had been completed on 1 July 2013.

The unaudited pro forma loss per Share of the Remaining Group as calculated above is prepared by the Directors for illustrative purposes only on the assumption that the Disposal and the Share Repurchase were completed on 1 July 2013. Shareholders should note that the actual amount of the earnings/(loss) per Share of the Remaining Group after the Disposal and the Share Repurchase will be determined based on the actual profit/(loss) of the Remaining Group, the actual gain or loss resulting from the Disposal and the Share Repurchase and the actual weighted average number of Shares, and may be different from the pro forma loss per Share of the Remaining Group as calculated above.

Please refer to the unaudited pro forma earnings/(loss) per Share of the Remaining Group and the accountant's report thereon issued by BDO Limited set out in Appendix I to this supplemental circular for further details.

(ii) Liabilities

As at 30 June 2014, the audited consolidated total liabilities of the Group were approximately HK\$515.2 million while the audited consolidated total liabilities (excluding intra-group balances) of the Vastwood Group (excluding the East Up Group) and the East Up Group were approximately HK\$171.3 million and HK\$2.4 million, respectively. As a result of the Disposal and the Share Repurchase, the consolidated total liabilities of the Group are expected to be reduced by the amount of the consolidated total liabilities (excluding intra-group balances) of the Vastwood Group (excluding the East Up Group) and the East Up Group.

(iii) Working capital

As at 30 June 2014, the audited consolidated cash and bank balances of the Group were approximately HK\$734.1 million while the audited consolidated cash and bank balances of the Vastwood Group (excluding the East Up Group) and the East Up Group were approximately HK\$30.0 million and HK\$3.4 million, respectively. As a result of the Disposal and the Share Repurchase, the working capital of the Group is expected to be reduced by the amount of cash and bank balances of the Vastwood Group (excluding the East Up Group) and the East Up Group, and the estimated transaction costs relating to the Disposal and the Share Repurchase of approximately HK\$3.7 million.

The Directors are of the view that the Disposal and the Share Repurchase will not have material adverse effect on the working capital of the Remaining Group, and the Remaining Group will have sufficient working capital to meet its normal operating requirement after Completion.

LETTER FROM THE BOARD

(iv) Net asset value

Based on the unaudited pro forma statement of net asset of the Remaining Group as set out in Appendix II to the Circular, the unaudited pro forma net asset value of the Remaining Group attributable to the Shareholders is expected to be approximately HK\$1,245.6 million, equivalent to approximately HK\$0.458 per Share, as if the Disposal and the Share Repurchase had been completed on 30 June 2014. The unaudited pro forma statement of net asset of the Remaining Group together with the reports issued by BDO Limited and Optima Capital Limited contained in the Circular are reproduced in Appendix I to this supplemental circular.

The unaudited pro forma net asset value of the Remaining Group above is prepared by the Directors for illustrative purposes only on the assumption that the Disposal and the Share Repurchase were completed on 30 June 2014. Shareholders should note that the actual amount of net asset value of the Remaining Group after the Disposal and the Share Repurchase will be determined based on the actual net asset/liability value of the Vastwood Group, the actual amount of the Sale Loan as at Completion and the actual transaction costs relating to the Disposal and the Share Repurchase, and may be different from the pro forma net asset value of the Remaining Group above.

MATERIAL CHANGE

- (i) In September 2014, the Group fully repaid to the bank the mortgage loan in respect of its investment properties located at Kimberley Road, Tsim Sha Tsui. The repayment amount of approximately HK\$86.0 million which comprised principal of approximately HK\$85.8 million and interest of HK\$0.2 million was financed by the Group's internal resources;
- (ii) during the financial year ended 30 June 2014, the Group's property development business generated a revenue of approximately HK\$491.7 million from the disposal of its entire interest in a property development project in London. There was no sale of property under development subsequent to 30 June 2014 and up to and including the New Latest Practicable Date, and therefore no revenue was generated from the property development business subsequent to 30 June 2014; and
- (iii) on 11 December 2014, the Company entered into the Agreement with RHL and Mr. Au in relation to the Disposal, the Share Repurchase and the Whitewash Waiver, details of which are set out in letter from the Board contained in the Circular and this supplemental circular.

Save as disclosed above, the Directors confirm that there has been no material change in the financial or trading position or outlook of the Group since 30 June 2014, being the date to which the latest published audited consolidated financial statements of the Group were made up, up to and including the New Latest Practicable Date.

LETTER FROM THE BOARD

OTHER DISCLOSURES

- (i) Save for (i) the 248,000 Shares held by Mr. Ngan Man Ho (an executive Director); and (ii) the share options to subscribe for 8,000,000 Shares held by the Directors (details of which are disclosed in the paragraph headed "Shareholding structure of the Company" in the letter from the Board contained in the Circular), none of the Directors and persons acting in concert with them was interested in any relevant securities in the Company as at the New Latest Practicable Date and none of them had dealt in any relevant securities in the Company during the Relevant Period.
- (ii) As at the New Latest Practicable Date, no person had irrevocably committed themselves to vote in favour of or against the resolution approving the Share Repurchase at the EGM or any adjournment thereof.
- (iii) None of Virtue Partner, Mr. Pong and RHL, being Shareholders holding 10% or more of the issued share capital of the Company as at the New Latest Practicable Date, had dealt in any relevant securities in the Company during the Relevant Period.
- (iv) None of the Directors and persons acting in concert with them had borrowed or lent any relevant securities in the Company as at the New Latest Practicable Date and none of them had dealt in any relevant securities in the Company during the Relevant Period.
- (v) To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, it is the intention of Mr. Ngan Man Ho, an executive Director, to vote in favour of the resolution approving the Share Repurchase at the adjourned EGM in respect of the 248,000 Shares held by him. Virtue Partner, Mr. Pong and RHL, being Shareholders holding 10% or more of the issued share capital of the Company, are required to abstain from voting on the resolution approving the Share Repurchase.
- (vi) The Company had not bought back any Shares since 30 June 2014 (being the end of the last financial year of the Company) and during the 12-month period immediately preceding the date of the Circular up to and including the New Latest Practicable Date.
- (vii) There had been no re-organisation of capital of the Company during the two financial years preceding the date of the Announcement.
- (viii) The Company had not issued any Shares during the two-year period immediately preceding the date of the Announcement.
- (ix) Depending on the future results and financial position of the Group, the Company may declare dividends as and when it considers appropriate. The Board does not expect the Share Repurchase to have any adverse effect on the ability of the Company to pay dividends or on the dividend policy of the Company.

LETTER FROM THE BOARD

ADJOURNMENT OF THE EGM

In order to allow sufficient time for the Shareholders to read this supplemental circular, the chairman of the EGM will propose to adjourn the EGM at the EGM to be held on 4 February 2015, and if so consented to by the Shareholders at the EGM, the EGM will be adjourned to a time, date and place to be determined by the meeting and further notified by the Company. Further announcement will be made by the Company as regards the details of the adjourned EGM in due course.

ADDITIONAL INFORMATION

Taking into account the additional information disclosed in this supplemental circular, Veda Capital confirmed that there has been no change to its recommendation to the Independent Shareholders, the Listing Rules IBC and the Takeovers Code IBC on the Agreement and the transactions contemplated thereunder, including the Disposal, the Share Repurchase and the Whitewash Waiver, as set out in the letter from Veda Capital contained in the Circular.

All the information disclosed in the Circular remains unchanged and valid as at the New Latest Practicable Date.

Your attention is drawn to the information set out in the appendices to this supplemental circular.

By order of the Board
RICHFIELD GROUP HOLDINGS LIMITED
Lee Wing Yin
Executive Director

1. UNAUDITED PRO FORMA EARNINGS/(LOSS) PER SHARE OF THE REMAINING GROUP

As a result of the Disposal, the Company will effectively dispose of 100% interest in the Vastwood Group (including 100% interest in the East Up Group) and 49% interest in Brilliant Icon. The remaining 51% interest in Brilliant Icon will still be held by the Remaining Group and the Company will continue to have control over Brilliant Icon. As such, the difference between the amount by which the 49% non-controlling interests of Brilliant Icon are adjusted and the fair value of the consideration received will be recognised directly in the Group's equity.

The following unaudited pro forma earnings/(loss) per Share of the Remaining Group for the year ended 30 June 2014 has been prepared, on the basis of the notes set forth below, for the purpose of illustrating the effect of the Disposal and the Share Repurchase as if it had taken place on 1 July 2013. It has been prepared for illustrative purpose only and, because of its hypothetical nature, may not give a true picture of the financial results of the Group had the Disposal and Share Repurchase been completed as at 1 July 2013, or at any future date.

	<i>Notes</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Profit for the year ended 30 June 2014, attributable to the owners of the Company	<i>(a)</i>		10,502
Pro forma adjustments: (Profit)/Loss for the year ended 30 June 2014:	<i>(b)</i>		
Add: Loss of the Vastwood Group (excluding the East Up Group)		193,013	
Less: Profit of the East Up Group		<u>(28)</u>	
			192,985
Add: Loss of Brilliant Icon attributable to the non-controlling interests	<i>(c)</i>		847
Add: Unaudited pro forma loss on the Disposal after the estimated transaction costs	<i>(d)</i>		<u>(339,247)</u>
Unaudited pro forma loss for the Remaining Group attributable to the owners of the Company for the year ended 30 June 2014			<u><u>(134,913)</u></u>

APPENDIX I

**UNAUDITED PRO FORMA FINANCIAL
INFORMATION ON THE REMAINING GROUP
AND REPORT ON EXPECTED GAIN OR LOSS**

	<i>Notes</i>	<i>'000</i>
Weighted average number of Shares		3,478,500
Pro forma adjustments:		
Less: the Repurchase Shares	<i>(e)</i>	<u>(760,000)</u>
Unaudited pro forma weighted average number of Shares		<u><u>2,718,500</u></u>
		<i>HK cents</i>
Unaudited pro forma basic and diluted loss per Share for the year ended 30 June 2014	<i>(f)</i>	<u><u>(4.96)</u></u>

Notes:

- (a) The audited profit attributable to the owners of the Company for the year ended 30 June 2014 is extracted from the Group's audited financial statements for the year ended 30 June 2014 set out in Appendix I to the Circular.
- (b) The adjustment represents the profit/loss of the Vastwood Group (excluding the East Up Group) and the East Up Group for the year ended 30 June 2014 which are extracted from the financial information set out in the letter from the Board contained in the Circular.
- (c) The adjustment represents the 49% loss of Brilliant Icon for the year ended 30 June 2014 attributable to the non-controlling interests which is extracted from the financial information set out in the letter from the Board contained in the Circular.
- (d) The adjustment represents the unaudited pro forma loss on the Disposal as if the Disposal and Share Repurchase had been completed as at 1 July 2013 and is calculated as follows:

	<i>Note</i>	<i>HK\$'000</i>	<i>HK\$'000</i>
Fair value of the consideration	<i>(i)</i>		166,982
Audited net asset of the Vastwood Group (excluding the East Up Group) as at 30 June 2013		141,143	
Audited net asset of the East Up Group as at 30 June 2013		45,321	
Amount due from the Vastwood Group (excluding the East Up Group) and the East Up Group to the Remaining Group as at 30 June 2013		<u>316,065</u>	
			<u>502,529</u>
Unaudited pro forma loss on the Disposal			(335,547)
Less: Estimated transaction costs			<u>(3,700)</u>
Unaudited pro forma loss on the Disposal after the estimated transaction costs			<u><u>(339,247)</u></u>

Note (i): The adjustment represents the fair value of the 760,000,000 Repurchase Shares for the Disposal and the Share Repurchase and is calculated based on the closing price of HK\$0.220 per Share as at 1 July 2013 as if the Disposal had taken place on 1 July 2013.

The estimated total consideration of HK\$167.2 million is allocated between the disposal of 100% interest in the Vastwood Group (including 100% interest in the East Up Group) and the disposal of 49% interest in Brilliant Icon based on the respective net asset values of the Vastwood Group (excluding the East Up Group), the East Up Group and Brilliant Icon being disposed of as at 1 July 2013, after taking into consideration the amount of the Sale Loan as at 30 June 2013 and the fair values of the properties held by the respective companies as at 30 June 2013. As a result, the consideration of approximately HK\$167.0 million and HK\$0.2 million are allocated to the disposal of 100% interest in the Vastwood Group (including 100% interest in the East Up Group) and the disposal of 49% interest in Brilliant Icon respectively.

- (e) The adjustment represents the number of Shares repurchased as if the Share Repurchase had taken place on 1 July 2013.
- (f) The calculation of unaudited pro forma basic and diluted loss per Share is based on the unaudited pro forma loss for the Remaining Group attributable to the owners of the Company for the year ended 30 June 2014 of HK\$134.9 million and on the assumption that the Disposal and the Share Repurchase had taken place on 1 July 2013.

There were no diluted potential ordinary shares for the year ended 30 June 2014 as the outstanding share options were out of the money for the purpose of the unaudited pro forma diluted loss per Share calculation.

- (g) The unaudited pro forma financial information presented above does not take into account of any trading or other transactions subsequent to the date of the financial statements included in the unaudited pro forma financial information (i.e. 30 June 2014).

The unaudited pro forma loss per Share of the Remaining Group as calculated above is prepared by the Directors for illustrative purposes only. Shareholders should note that the actual amount of the earnings/(loss) per Share of the Remaining Group after the Disposal and the Share Repurchase will be determined based on the actual profit/(loss) of the Remaining Group, the actual gain or loss resulting from the Disposal and the Share Repurchase and the actual weighted average number of Shares, and may be different from the pro forma loss per Share of the Remaining Group as calculated above.

2. ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA EARNINGS/(LOSS) PER SHARE OF THE REMAINING GROUP

The following is the report on the unaudited pro forma financial information issued by BDO Limited for the purpose of inclusion in this supplemental circular:



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111 Connaught Road Central
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The Board of Directors
Richfield Group Holdings Limited
Unit 1209, 12/F
Silvercord, Tower 2
30 Canton Road
Tsim Sha Tsui, Hong Kong

To the Directors of Richfield Group Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Richfield Group Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") by directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma earnings/(loss) per share of the Remaining Group for the year ended 30 June 2014 and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages I-1 to I-3 of the Company's circular dated 30 January 2015 (the "Supplemental Circular") in connection with a special deal, discloseable and connected transaction. The applicable criteria on the basis of which the Company's directors have compiled the Unaudited Pro Forma Financial Information are described on pages I-1 to I-3 of the Supplemental Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Company's directors to illustrate the impact of the disposal of the entire issued share capital of and sale loan due by Vastwood Limited involving off-market buy-back of shares in Richfield Group Holdings Limited (the "Disposal") on the Group's earnings/(loss) per share for the year ended 30 June 2014 as if the Disposal had taken place at 1 July 2013. As part of this process, information about the Group's financial results has been extracted by the Company's directors from the Group's financial statements for the year ended 30 June 2014, on which an audit report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing

Rules”) and with reference to Accounting Guideline 7 “Preparation of Pro Forma Financial Information for Inclusion in Investment Circulars” (“AG 7”) issued by the Hong Kong Institute of Certified Public Accountants (the “HKICPA”).

Reporting Accountant’s Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 “Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus” issued by the HKICPA. This standard requires that the reporting accountant complies with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Company’s directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Remaining Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 1 July 2013 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Company’s directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- The related unaudited pro forma adjustments give appropriate effect to those criteria; and

- The unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

BDO Limited

Certified Public Accountants

Yu Tsui Fong

Practising Certificate number P05440

Hong Kong, 30 January 2015

3. UNAUDITED PRO FORMA STATEMENT OF NET ASSET OF THE REMAINING GROUP

The following is the text reproduced from the section headed “Unaudited pro forma statement of net asset of the Remaining Group” as set out in Appendix II to the Circular:

“As a result of the Disposal, the Company will effectively dispose of 100% interest in the Vastwood Group (including 100% interest in the East Up Group) and 49% interest in Brilliant Icon. The remaining 51% interest in Brilliant Icon will still be held by the Remaining Group and the Company will continue to have control over Brilliant Icon. As such, the difference between the amount by which the 49% non-controlling interests of Brilliant Icon are adjusted and the fair value of the consideration received will be recognised directly in the Group’s equity.

The following unaudited pro forma statement of net asset of the Remaining Group has been prepared, on the basis of the notes set forth below, for the purpose of illustrating the effect of the Disposal and the Share Repurchase as if it had been taken place on 30 June 2014. It has been prepared for illustrative purpose only and, because of its hypothetical nature, may not give a true picture of the financial position of the Group had the Disposal and the Share Repurchase been completed as at 30 June 2014, or at any future date.

	<i>Notes</i>	<i>HK\$’million</i>
Audited net asset value of the Group, attributable to the owners of the Company	<i>(a)</i>	1,518.4
Pro forma adjustments:		
Unaudited pro forma loss on the Disposal	<i>(b)</i>	(107.1)
Fair value of the Repurchase Shares	<i>(c)</i>	<u>(165.7)</u>
Unaudited pro forma net asset value of the Group, attributable to the owners of the Company, after the Disposal and the Share Repurchase		<u><u>1,245.6</u></u>

Notes:

- (a) The audited net asset value attributable to the owners of the Company as at 30 June 2014 is extracted from the Group’s audited financial statements for the year ended 30 June 2014 set out in Appendix I to the Circular.

**UNAUDITED PRO FORMA FINANCIAL
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- (b) The adjustment represents the unaudited pro forma loss on the Disposal as if the Disposal and the Share Repurchase had been completed as at 30 June 2014 and is calculated as follows:

	<i>Note</i>	<i>HK\$'million</i>	<i>HK\$'million</i>
Fair value of the consideration	(c)		165.7
Audited net liability of the Vastwood Group (excluding the East Up Group) as at 30 June 2014		(51.9)	
Audited net asset of the East Up Group as at 30 June 2014		45.3	
Amount due from the Vastwood Group (excluding the East Up Group) and the East Up Group to the Remaining Group as at 30 June 2014		275.7	
			269.1
Unaudited pro forma loss on the Disposal			(103.4)
Less: Estimated transaction costs			(3.7)
Unaudited pro forma loss on the Disposal after the estimated transaction costs			(107.1)

- (c) The adjustment represents the fair value of the 760,000,000 Repurchase Shares for the Disposal and the Share Repurchase and is calculated based on the closing price of HK\$0.218 per Share as at 30 June 2014 as if the Disposal and the Share Repurchase had taken place on 30 June 2014. The estimated total consideration of HK\$165.7 million is allocated between the disposal of 100% interest in the Vastwood Group (including 100% interest in the East Up Group) and the disposal of 49% interest in Brilliant Icon based on the respective net asset/liability values of the Vastwood Group (excluding the East Up Group), the East Up Group and Brilliant Icon being disposed of as at 30 June 2014, after taking into consideration the amount of the Sale Loan as at 30 June 2014 and the fair values of the properties held by the respective companies as at 30 June 2014. As a result, approximately HK\$165.7 million and nil consideration are allocated to the disposal of 100% interest in the Vastwood Group (including 100% interest in the East Up Group) and the disposal of 49% interest in Brilliant Icon respectively.
- (d) The unaudited pro forma financial information presented above does not take into account of any trading or other transactions subsequent to the date of the financial statements included in the unaudited pro forma financial information (i.e. 30 June 2014).

The unaudited pro forma net asset value of the Group after the Disposal and the Share Repurchase and the unaudited pro forma loss calculated above are prepared by the Directors for illustrative purposes only. Shareholders should note that the actual amount of the net asset value of the Group after the Disposal and the Share Repurchase and the gain or loss from the Disposal and the Share Repurchase will be determined based on the closing price of the Shares, the net asset/liability value of the Vastwood Group and the actual amount of the Sale Loan as at Completion, and the actual transaction costs relating to the Disposal, and may be different from the pro forma loss as calculated above.”

**4. ACCOUNTANT'S REPORT ON THE UNAUDITED PRO FORMA STATEMENT
OF NET ASSET OF THE REMAINING GROUP**

The report issued by BDO Limited on the unaudited pro forma financial information of the Remaining Group as set out in Appendix II to the Circular is reproduced below:



Tel : +852 2218 8288
Fax : +852 2815 2239
www.bdo.com.hk

25th Floor Wing On Centre
111 Connaught Road Central
Hong Kong

The Board of Directors
Richfield Group Holdings Limited
Unit 1209, 12/F
Silvercord, Tower 2
30 Canton Road
Tsim Sha Tsui, Hong Kong

To the Directors of Richfield Group Holdings Limited

We have completed our assurance engagement to report on the compilation of unaudited pro forma financial information of Richfield Group Holdings Limited (the "Company") and its subsidiaries (collectively the "Group") by directors of the Company for illustrative purposes only. The unaudited pro forma financial information consists of the unaudited pro forma statement of net asset of the Remaining Group as at 30 June 2014 and related notes (the "Unaudited Pro Forma Financial Information") as set out on pages II-1 to II-2 of the Company's circular dated 12 January 2015 (the "Circular") in connection with a special deal, discloseable and connected transaction. The applicable criteria on the basis of which the Company's directors have compiled the Unaudited Pro Forma Financial Information are described on pages II-1 to II-2 of the Circular.

The Unaudited Pro Forma Financial Information has been compiled by the Company's directors to illustrate the impact of the disposal of the entire issued share capital of and sale loan due by Vastwood Limited involving off-market buy-back of shares in Richfield Group Holdings Limited (the "Disposal") on the Group's financial position as at 30 June 2014 as if the Disposal had taken place at 30 June 2014. As part of this process, information about the Group's financial position has been extracted by the Company's directors from the Group's financial statements for the year ended 30 June 2014, on which an audit report has been published.

Directors' Responsibility for the Unaudited Pro Forma Financial Information

The directors of the Company are responsible for compiling the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the "Listing Rules") and with reference to Accounting Guideline 7 "Preparation of Pro Forma Financial

Information for Inclusion in Investment Circulars" ("AG 7") issued by the Hong Kong Institute of Certified Public Accountants (the "HKICPA").

Reporting Accountant's Responsibilities

Our responsibility is to express an opinion, as required by paragraph 4.29(7) of the Listing Rules, on the Unaudited Pro Forma Financial Information and to report our opinion to you. We do not accept any responsibility for any reports previously given by us on any financial information used in the compilation of the Unaudited Pro Forma Financial Information beyond that owed to those to whom those reports were addressed by us at the dates of their issue.

We conducted our engagement in accordance with Hong Kong Standard on Assurance Engagements 3420 "Assurance Engagements to Report on the Compilation of Pro Forma Financial Information Included in a Prospectus" issued by the HKICPA. This standard requires that the reporting accountant complies with ethical requirements and plan and perform procedures to obtain reasonable assurance about whether the Company's directors have compiled the Unaudited Pro Forma Financial Information in accordance with paragraph 4.29 of the Listing Rules and with reference to AG 7 issued by the HKICPA.

For purposes of this engagement, we are not responsible for updating or reissuing any reports or opinions on any historical financial information used in compiling the Unaudited Pro Forma Financial Information, nor have we, in the course of this engagement, performed an audit or review of the financial information used in compiling the Unaudited Pro Forma Financial Information.

The purpose of pro forma financial information included in an investment circular is solely to illustrate the impact of a significant event or transaction on unadjusted financial information of the Remaining Group as if the event had occurred or the transaction had been undertaken at an earlier date selected for purposes of the illustration. Accordingly, we do not provide any assurance that the actual outcome of the event or transaction at 30 June 2014 would have been as presented.

A reasonable assurance engagement to report on whether the Unaudited Pro Forma Financial Information has been properly compiled on the basis of the applicable criteria involves performing procedures to assess whether the applicable criteria used by the Company's directors in the compilation of the Unaudited Pro Forma Financial Information provide a reasonable basis for presenting the significant effects directly attributable to the event or transaction, and to obtain sufficient appropriate evidence about whether:

- the related unaudited pro forma adjustments give appropriate effect to those criteria; and
- the unaudited pro forma financial information reflects the proper application of those adjustments to the unadjusted financial information.

The procedures selected depend on the reporting accountant's judgment, having regard to the reporting accountant's understanding of the nature of the Group, the event or transaction in respect of which the Unaudited Pro Forma Financial Information has been compiled, and other relevant engagement circumstances.

The engagement also involves evaluating the overall presentation of the Unaudited Pro Forma Financial Information.

We believe that the evidence we have obtained is sufficient and appropriate to provide a basis for our opinion.

Opinion

In our opinion:

- (a) the Unaudited Pro Forma Financial Information has been properly compiled on the basis stated;
- (b) such basis is consistent with the accounting policies of the Group; and
- (c) the adjustments are appropriate for the purposes of the Unaudited Pro Forma Financial Information as disclosed pursuant to paragraph 4.29(1) of the Listing Rules.

BDO Limited

Certified Public Accountants

Yu Tsui Fong

Practising Certificate number P05440

Hong Kong, 12 January 2015"

5. REPORT ON EXPECTED GAIN OR LOSS

The report issued by Optima Capital Limited on the expected gain or loss of the Group as a result of the Disposal as set out in Appendix III to the Circular is reproduced below:



Suite 1501, 15th Floor
Jardine House
1 Connaught Place
Central
Hong Kong

12 January 2015

The Board of Directors
Richfield Group Holdings Limited
Unit 1209, 12/F.
Silvercord Tower 2
30 Canton Road
Tsim Sha Tsui
Hong Kong

Dear Sirs,

**SPECIAL DEAL, DISCLOSEABLE AND CONNECTED TRANSACTION
IN RELATION TO DISPOSAL OF THE ENTIRE ISSUED SHARE CAPITAL OF
AND SALE LOAN DUE BY VASTWOOD LIMITED
INVOLVING OFF-MARKET BUY-BACK OF SHARES IN
RICHFIELD GROUP HOLDINGS LIMITED**

We refer to the special deal, discloseable and connected transaction of the Company in relation to the disposal of the entire issued share capital of and loan due by Vastwood involving off-market buy-back of Shares. Details of the aforesaid transactions are set out in the circular of the Company dated 12 January 2015 (the “**Circular**”), of which this letter forms part. Capitalised terms used in this letter shall have the same meanings as defined in the Circular unless otherwise stated.

We also refer to the expected loss (after deducting the estimated transaction costs relating to the Disposal) as a result of the Disposal of approximately HK\$107.1 million (the “**Expected Gain or Loss**”) as disclosed under the paragraph headed “Financial effects of the Disposal and the Share Repurchase ” in the letter from the Board contained in the Circular. We note that the Expected Gain or Loss is regarded as a profit forecast under Rule 10 of the Takeovers Code.

We have discussed with the Directors the bases and assumptions made for calculating the Expected Gain or Loss, and have reviewed the calculation of the Expected Gain or Loss. We have also considered the unaudited pro forma financial information of the Remaining Group and the accountant's report thereon issued by BDO Limited as set out in Appendix II to the Circular.

Based on the above, we are satisfied that the Expected Gain or Loss, for which the Directors are solely responsible, has been calculated by the Directors after due care and consideration.

Shareholders should however note that the actual gain or loss from the Disposal will be determined based on the closing price of the Shares, the net asset/liability value of the Vastwood Group and the actual amount of the Sale Loan as at Completion, and the actual transaction costs relating to the Disposal, and may be different from the Expected Gain or Loss as presented in the letter from the Board.

Yours faithfully,
for and on behalf of
Optima Capital Limited
Beatrice Lung
Managing Director

Set out below are general information in addition to those as disclosed in Appendix V to the Circular:

1. RESPONSIBILITY STATEMENT

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this supplemental circular and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this supplemental circular have been arrived at after due and careful consideration and there are no other facts not contained in this supplemental circular, the omission of which would make any statement in this supplemental circular misleading.

This supplemental circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this supplemental circular is accurate and complete in all material aspects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this supplemental circular misleading.

2. MARKET PRICE

The table below shows the closing prices of the Shares on the Stock Exchange on (i) 29 January 2015, being the New Latest Practicable Date; (ii) 10 December 2014, being the last business day immediately preceding the date of the Announcement; and (iii) the last trading day of each of the calendar months during the Relevant Period.

	Closing price per Share HK\$
30 June 2014	0.218
31 July 2014	0.223
29 August 2014	0.285
30 September 2014	0.270
31 October 2014	0.280
28 November 2014	0.330
10 December 2014	0.370
31 December 2014	0.300
29 January 2015, being the New Latest Practicable Date	0.295

The highest and lowest closing price per Share as quoted on the Stock Exchange during the Relevant Period were HK\$0.42 per Share on 18 December 2014 and HK\$0.214 per Share on 16 June 2014 respectively.

3. EXPERT

BDO Limited, the certified public accountants, has given and has not withdrawn its written consent to the issue of this supplemental circular with the inclusion of its report and reference to its name in the form and context in which they respectively appear.

4. DOCUMENTS FOR INSPECTION

In addition to those documents set out under the paragraph headed “Documents for inspection” in Appendix V to the Circular, (i) the letter from the Board as set out in this supplemental circular; (ii) the report by BDO Limited on the unaudited pro forma earnings/(loss) per Share of the Remaining Group; and (iii) the written consent letter from BDO Limited in relation to the issue of this supplemental circular as mentioned above, are available for inspection (i) at the principal place of business of the Company in Hong Kong at Unit 1209, 12/F., Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong; (ii) on the website of the Securities and Futures Commission of Hong Kong at www.sfc.hk; and (iii) on the website of the Company at www.richfieldgroup.hk, during normal business hours on any business day from the date of this supplemental circular up to and including the later of the date of the EGM and any adjourned EGM.