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**RICHFIELD GROUP HOLDINGS LIMITED**  
**田 生 集 團 有 限 公 司\***  
*(Incorporated in the Cayman Islands with limited liability)*  
**(Stock Code: 8136)**

## **COMPLETION OF TOP-UP SUBSCRIPTION OF NEW SHARES**

The Board is pleased to announce that completion of the Subscription took place on 27 October 2010 in accordance with the terms of the Subscription Agreement. As a total of 150,000,000 Placing Shares has been successfully placed to not less than six independent places at the Placing Price of HK\$1.20 per Placing Share, Virtue Partner has subscribed for 150,000,000 Subscription Shares at the price of HK\$1.20 each, representing approximately 4.87% of the issued share capital of the Company as enlarged by the Subscription. All of these 150,000,000 Subscription Shares have been allotted and issued to Virtue Partner by the Company on 27 October 2010.

Reference is made to the announcements (the “**Announcements**”) of the Company dated 21 October 2010 and 26 October 2010 in relation to, among other matters, the Placing and the Subscription. Capitalized terms used herein shall have the same meanings as those defined in the Announcements unless the context requires otherwise.

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\* *For identification purposes only*

As at the date of this announcement, the Company has 3,078,500,000 Shares in issue. The shareholding structure of the Company before and after completion of the Placing and the Subscription is as follows:

Shareholder	Notes	Immediately before completion of the Placing and the Subscription		Shareholding immediately after completion of the Placing in full but before completion of the Subscription		As at the date of this announcement, i.e. Shareholding immediately after completion of the Placing and the Subscription in full	
		No. of shares	Approx. %	No. of shares	Approx. %	No. of shares	Approx. %
<b>Substantial/controlling shareholders</b>							
Virtue Partner Group Limited	1	936,794,000	31.99	786,794,000	26.87	936,794,000	30.43
Richfield (Holdings) Limited	2	760,000,000	25.95	760,000,000	25.95	760,000,000	24.69
Mr. Pong	1	352,176,000	12.02	352,176,000	12.02	352,176,000	11.44
Subtotal of Virtue Partner, Mr. Pong and parties acting in concert with them		2,048,970,000	69.96	1,898,970,000	64.84	2,048,970,000	66.56
<b>Public shareholders</b>							
The Placees		0	0	150,000,000	5.12	150,000,000	4.87
Other public Shareholders		879,530,000	30.04	879,530,000	30.04	879,530,000	28.57
Total		2,928,500,000	100.00	2,928,500,000	100.00	3,078,500,000	100.00

*Notes:*

Note 1: Virtue Partner Group Limited is beneficially owned as to 100% by Mr. Pong, an executive Director.

Note 2: Richfield (Holdings) Limited is beneficially owned as to 100% by Mr. Au Wing Wah. Under the Securities and Futures Ordinance, Mr. Au Wing Wah is deemed to be interested in all the Shares held by Richfield (Holdings) Limited. On 12 June 2008, Richfield (Holdings) Limited as a chargor has executed a share charge in favour of Vastwood Limited, a wholly-owned subsidiary of Richfield Group Holdings Limited, as a chargee in respect of the fixed charge over these 760,000,000 Shares. Therefore, Richfield Group Holdings Limited is deemed to be interested in the Shares owned by Vastwood Limited under Securities and Futures Ordinance.

By order of the board of directors of  
**Richfield Group Holdings Limited**  
**Lee Wing Yin**  
*Executive Director*

Hong Kong, 27 October 2010

*At the date of this announcement, the Company's executive Directors are Mr. Pong Wai San, Wilson and Mr. Lee Wing Yin, the Company's non-executive Director is Mr. Li Chi Chung and the Company's independent non-executive Directors are Mr. Koo Fook Sun, Louis, Mr. Lai Hin Wing, Henry and Mr. Lung Hung Cheuk respectively.*

*This announcement, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this announcement is accurate and complete in all material respects and not misleading or deceptive, and there are no other facts or matters not contained in this announcement, the omission of which would make any statement herein or this announcement misleading.*

*This announcement will remain on the "Latest Company Announcements" page of the GEM website ([www.hkgem.com](http://www.hkgem.com)) for at least 7 days from its date of posting and on the designated website of this Company at [ir.sinodelta.com.hk/richfieldgp/](http://ir.sinodelta.com.hk/richfieldgp/).*