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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 PLACING OF EXISTING SHARES AND
TOP-UP SUBSCRIPTION OF NEW SHARES**

The Board is pleased to announce that on 2 November 2010, the Placing Agent successfully placed 150,000,000 Shares for and on behalf of Virtue Partner to not less than six places who are independent of and not connected with the Company, its Directors, its substantial Shareholders, its chief executive and their respective associates, and not parties acting in concert with Virtue Partner, Mr. Pong and their concert parties.

The Board is also pleased to announce that completion of the Subscription took place on 5 November 2010 in accordance with the terms of the Subscription Agreement. As a total of 150,000,000 Placing Shares have been successfully placed to not less than six independent places at the Placing Price of HK\$1.15 per Placing Share, Virtue Partner has subscribed for 150,000,000 Subscription Shares at the price of HK\$1.15 each, representing approximately 4.65% 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 5 November 2010.

Reference is made to the announcement (the “**Announcement**”) of the Company dated 1 November 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 Announcement unless the context requires otherwise.

* For identification purposes only

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COMPLETION OF TOP-UP SUBSCRIPTION OF NEW SHARES

The Board is pleased to announce that completion of the Subscription took place on 5 November 2010 in accordance with the terms of the Subscription Agreement. As a total of 150,000,000 Placing Shares have been successfully placed to not less than six independent placees at the Placing Price of HK\$1.15 per Placing Share, Virtue Partner has subscribed for 150,000,000 Subscription Shares at the price of HK\$1.15 each, representing approximately 4.65% 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 5 November 2010.

As at the date of this announcement, the Company has 3,228,500,000 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	%	No. of shares	%	No. of shares	%
Substantial/controlling shareholders							
Virtue Partner Group Limited	1	936,794,000	30.43	786,794,000	25.56	936,794,000	29.02
Richfield (Holdings) Limited	2	760,000,000	24.69	760,000,000	24.69	760,000,000	23.54
Mr. Pong	1	<u>352,176,000</u>	<u>11.44</u>	<u>352,176,000</u>	<u>11.44</u>	<u>352,176,000</u>	<u>10.91</u>
Subtotal of Virtue Partner, Mr. Pong and parties acting in concert with them		2,048,970,000	66.56	1,898,970,000	61.69	2,048,970,000	63.47
Public shareholders							
The Placees		0	0	150,000,000	4.87	150,000,000	4.65
Other public Shareholders		<u>1,029,530,000</u>	<u>33.44</u>	<u>1,029,530,000</u>	<u>33.44</u>	<u>1,029,530,000</u>	<u>31.88</u>
Total		<u>3,078,500,000</u>	<u>100.00</u>	<u>3,078,500,000</u>	<u>100.00</u>	<u>3,228,500,000</u>	<u>100.00</u>

Notes:

Note 1: Virtue Partner 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 the Securities and Futures Ordinance.

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

Hong Kong, 5 November 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) for at least 7 days from its date of posting and on the designated website of this Company at ir.sinodelta.com.hk/richfieldgp/.