

12 January 2015

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

Dear Sirs

Re: Richfield Group Holdings Limited (the “Company”) and its subsidiaries (together with the Company, the “Group”)

- (1) Special Deal, discloseable and connected transaction in relation to the disposal of the entire issued share capital of and the sale loan due by Vastwood Limited involving off-market buy-back of shares in the Company;**
 - (2) Application of whitewash waiver;**
 - (3) Proposed change of name; and**
 - (4) Proposed amendment and restatement of memorandum and articles of association**
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We refer to the circular (the “Circular”) of the Company dated 12 January 2015 in relation to the Disposal, the Share Repurchase, the Whitewash Waiver, the Name Change and the proposed amendment and restatement of memorandum and articles of association. Terms used herein shall have the same meanings as defined in the Circular unless stated otherwise.

We hereby give our consent and confirm that we have not withdrawn our written consent to the issue of the Circular with the inclusion of the letter from Veda Capital as set out in the Circular and all references thereto, and reference to our name in the form and context in which they respectively appear in the Circular.

We further confirm that, as at the Latest Practicable Date, we did not have any interest, either directly or indirectly, in any assets which have been acquired or disposed of by or leased to or are proposed to be acquired or disposed of by or leased to any member of the Group since 30 June 2014, the date to which the latest published audited consolidated financial statements of the Group were made up.

We further confirm that, as at the Latest Practicable Date, we were not interested in any securities in any members of the Group or any right (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for securities in any member of the Group.

We also consent to this letter and the letter from Veda Capital as set out in the Circular being made available for inspection as described in Appendix V to the Circular.

Yours faithfully
For and on behalf of
Veda Capital Limited



Name: Julisa Fong
Title: Managing Director