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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)

DISCLOSURE PURSUANT TO RULE 17.18 OF THE GEM LISTING RULES

The Board announces that on 21 June 2010, each of the Company and Joy Shing executed a guarantee in favour of the Bank to guarantee (on a several and pro-rata basis by reference to the proportion of the Group's equity interest in the JV) the Facility made available to Everhost in connection with the Project.

The financial assistance and Guarantee given by the Group to Everhost exceed 8% of the total assets of the Group. This announcement is made in accordance with the requirement under Rule 17.18 of the GEM Listing Rules.

Reference is made to the announcement (the "Announcement") issued by Richfield Group Holdings Limited (the "Company") on 18 May 2010 relating to the formation of a joint venture for the purpose of acquiring and re-developing the property located at Nos.18-32 Junction Road, Kowloon, Hong Kong. Unless the context otherwise requires, terms defined in the Announcement shall have the same meanings when used herein.

The Board announces that on 21 June 2010, each of the Company and Joy Shing executed a guarantee (the "Guarantee") in favour of Hang Seng Bank Limited (the "Bank") to guarantee (on a several and pro-rata basis by reference to the proportion of the Group's equity interest in the JV) the term loan facility of up to an aggregate amount of HK\$480 million (the "Facility") made available to Everhost in connection with the Project. As at the date of this announcement, approximately HK\$180,000,000 of the Facility had been utilised by Everhost.

* For identification purpose only

Apart from the Guarantee, the Group has also provided shareholder's loan in an aggregate amount of approximately HK\$42,628,000 to the JV. The shareholder's loan is unsecured, interest free and has no fixed term of repayment. The aggregate amount of financial assistance given to and guarantee given for facilities granted to the JV and Everhost amounted to approximately HK\$186,628,000, representing approximately 18.9% of the total assets of the Group. As the JV is owned as to 30% by the Group, it and Everhost are affiliated companies of the Group as defined under the GEM Listing Rules and this announcement is made in accordance with the requirement under Rule 17.18 of the GEM Listing Rules.

By order of the Board
Richfield Group Holdings Limited
Pong Wai San, Wilson
Executive Director

Hong Kong, 21 June 2010

As 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 GEM Listing Rules 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:

- 1. the information contained in this announcement is accurate and complete in all material respects and not misleading;*
- 2. there are no other matters the omission of which would make any statement in this announcement misleading; and*
- 3. all opinions expressed in this announcement have been arrived at after due and careful consideration and are founded on bases and assumptions that are fair and reasonable.*

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 the Company at ir.sinodelta.com.hk/richfieldgp/.