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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 RULE 17.20 OF THE GEM LISTING RULES

This announcement is made in compliance with Rule 17.20 of the GEM Listing Rules.

Under Rule 17.20 of the GEM Listing Rules, a general disclosure obligation will arise where a listed issuer (or any of its subsidiaries) enters into a loan agreement that includes a condition imposing specific performance obligations on any controlling shareholder and the breach of which will cause a default in respect of the loans that are significant to the operation of the issuer.

The Borrowers, wholly-owned subsidiaries of the Company, with the Company and another wholly owned subsidiary of the Company as guarantors, have obtained the Loan Facility granted by two banks in favour of the Borrowers. It is a condition of the Loan Facility that Mr. Pong, the controlling shareholder of the Company, will continue to hold directly or indirectly no less than 30% of the beneficiary interest of the Company throughout the life of the Loan Facility.

Accordingly, the Company is under a general obligation to disclose the details of the Loan Facility.

This announcement is made in compliance with the disclosure requirements under Rule 17.20 of the Rules (the “**GEM Listing Rules**”) Governing the Listing of Securities on the Growth Enterprise Market (“**GEM**”) of The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

The boards (the “**Board**”) of directors (the “**Directors**”) of Richfield Group Holdings Limited (the “**Company**”, together with its subsidiaries as the “**Group**”) make the following disclosures in compliance with Rule 17.20 of the GEM Listing Rules.

* For identification purposes only

Reference is made to the announcements of the Company dated 30 July 2010 and 23 August 2010 in relation to, among others, the property acquisition and redevelopment project in relation to the properties located at Nos. 142 to 154 of Carpenter Road (the “**Project**”). Several wholly-owned subsidiaries of the Company (the “**Borrowers**”), with the Company and another wholly owned subsidiary of the Company as guarantors, have accepted a term loan facility granted by two banks on 21 October 2010, pursuant to which, the banks agreed to make available to the Borrowers, a building loan facility of HK\$490,000,000 (the “**Loan Facility**”) for the financing of the Project. The Loan Facility shall be matured on the date of 5 years from the date of signing of the facility agreement or 6 months after the issuance of the occupation permit pertaining to the Project, whichever is earlier.

The Company intends to apply the funds from the Loan Facility to finance the Project.

It is one of the conditions of the Loan Facility that Mr. Pong Wai San, Wilson (“**Mr. Pong**”), an executive director of the Company and the controlling shareholder (as defined in the GEM Listing Rules) of the Company, will continue to hold directly or indirectly no less than 30% of the beneficiary interest of the Company throughout the life of the Loan Facility. A breach of the aforesaid condition will constitute an event of default under the Loan Facility and no further advance will be allowed and all amounts outstanding under the Loan Facility will immediately become due and payable.

As at the date hereof, Mr. Pong, together with corporations directly or indirectly controlled by him, hold an aggregate of 1,288,970,000 shares, representing approximately 44.01% of the issued share capital of the Company.

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

Hong Kong, 21 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 of the issuer 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 issuer. 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 matters 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/.