

## FORMS RELATING TO LISTING

### Form F

#### The Growth Enterprise Market (GEM)

##### Company Information Sheet

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**Company name** : RICHFIELD GROUP HOLDINGS LIMITED

**Stock code (ordinary shares)** : 8136

This information sheet contains certain particulars concerning the above company (the "Company") which is listed on the Growth Enterprise Market ("GEM") of the Stock Exchange of Hong Kong Limited (the "Exchange"). These particulars are provided for the purpose of giving information to the public with regard to the Company in compliance with the Rules Governing the Listing of Securities on the Growth Enterprise Market of The Stock Exchange of Hong Kong Limited (the "GEM Listing Rules"). They will be displayed at the GEM website on the Internet. This information sheet does not purport to be a complete summary of information relevant to the Company and/or its securities.

The information in this sheet was updated as of 5 November 2010.

#### A. *General*

Place of incorporation : Cayman Islands

Date of initial listing on GEM : 21st May 2002

Name of Sponsor(s) : N/A

Names of directors :

*(please distinguish the status of the directors - Executive, Non-Executive or Independent*

*Non-Executive)* : *Executive Director:*  
Pong Wai San, Wilson  
Lee Wing Yin

*Non-executive Director:*  
Li Chi Chung

*Independent Non-executive Directors:*  
Koo Fook Sun, Louis  
Lai Hin Wing, Henry  
Lung Hung Cheuk

Name(s) of substantial shareholder(s)  
(as such term is defined in rule 1.01 of the  
GEM Listing Rules) and their respective  
interests in the ordinary shares and other  
securities of the Company

<i>Shareholder</i>	<i>No. of Share held</i>	<i>Percentage of issued share capital</i>
Pong Wai San, Wilson ("Mr. Pong")	1,288,970,000 (Note 1)	39.93%
Tung Ching Yee, Helena	1,288,970,000 (Note 2)	39.93%
Virtue Partner Group Limited	936,794,000 (Note 1)	29.02%
Richfield (Holdings) Limited	760,000,000 (Note 3)	23.54%
Au Wing Wah ("Mr. Au")	760,000,000 (Note 3)	23.54%
Kong Pik Fan ("Ms. Kong")	760,000,000 (Note 4)	23.54%
Vastwood Limited	760,000,000 (Note 3)	23.54%
Richfield Group Holdings Limited	760,000,000 (Note 3)	23.54%

Notes:

1. Among these shares, 352,176,000 shares is personal interest of Mr. Pong, 936,794,000 shares are corporation interest which are beneficially owned by Virtue Partner Group Limited, a company wholly owned by Mr. Pong.
2. Ms. Tung Ching Yee, Helena is the wife of Mr. Pong and accordingly is deemed to be interested in the shares beneficially owned by Mr. Pong in his own capacity and through his controlled corporation, Virtue Partner Group Limited, under Securities and Future Ordinance (the "SFO").
3. These shares are beneficially owned by Richfield (Holdings) Limited, a company wholly owned by Mr. Au, and therefore Mr. Au is deemed to be interested in the shares owned by Richfield (Holdings) Limited, under SFO. 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 SFO.
4. Ms. Kong is the wife of Mr. Au and accordingly is deemed to be interested in the shares beneficially owned by Mr. Au in his own capacity and through his controlled corporation, Richfield (Holdings) Limited, under SFO.

Name(s) of company(ies) listed on GEM  
or the Main Board of the Stock Exchange  
within the same group as the Company : Not applicable

Financial year end date : 30th June

Registered address : Cricket Square  
Hutchins Drive  
P.O. Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

Head office and principal place of business	:	Unit 1209, 12/F, Silvercord Tower 2, 30 Canton Road Tsim Sha Tsui, Kowloon, Hong Kong
Web-site address (if applicable)	:	ir.sinodelta.com.hk/richfieldgp/
Share registrar	:	<i>Principal share registrar and transfer office</i> HSBC Trustee (Cayman) Limited P.O. Box 484 HSBC House 68 West Bay Road Grand Cayman KY1-1106 Cayman Islands  <i>Hong Kong Branch share registrar and transfer office</i> Tricor Tengis Limited 26th Floor, Tesbury Centre 28 Queen's Road East Wanchai Hong Kong
Auditors	:	Grant Thornton <i>Certified Public Accountants</i> 6th Floor, Nexxus Building 41 Connaught Road Central Hong Kong

**B. Business activities**

The Company and its subsidiaries (the "Group") is principally engaged in the provision of property brokerage services, carrying out schemes for property consolidation, assembly, redevelopment, property trading and property development business in Hong Kong.

**C. Ordinary shares**

Number of ordinary shares in issue : 3,228,500,000 Shares

Par value of ordinary shares in issue : HK\$0.01 each

Board lot size (in number of shares) : 8,000 Shares

Name of other stock exchange(s) on which ordinary shares are also listed : Not applicable

**D. Warrants**

Stock code : Not applicable

Board lot size : Not applicable

Expiry date : Not applicable

Exercise price : Not applicable

Conversion ratio : Not applicable  
*(Not applicable if the warrant is denominated in dollar value of conversion right)*

No. of warrants  
outstanding : Not applicable

No. of shares falling  
to be issued upon the  
exercise of outstanding warrants : Not applicable

**E. Other securities**

Details of any other securities in issue.

*The Company has a total of 16,800,000 share options outstanding, entitling option holders to subscribe for 16,800,000 Shares.*

*(i.e. other than the ordinary shares described in C above and warrants described in D above but including options granted to executives and/or employees).*

**Responsibility statement**

The directors of the Company (the "Directors") as at the date hereof hereby collectively and individually accept full responsibility for the accuracy of the information contained in this information sheet ("the Information") and confirm, having made all reasonable inquiries, that to the best of their knowledge and belief the Information is accurate and complete in all material respects and not misleading and that there are no other matters the omission of which would make any Information inaccurate or misleading.

The Directors also collectively and individually accept full responsibility for submitting a revised information sheet, as soon as reasonably practicable after any particulars on the form previously published cease to be accurate.

The Directors acknowledge that the Stock Exchange has no responsibility whatsoever with regard to the Information and undertake to indemnify the Exchange against all liability incurred and all losses suffered by the Exchange in connection with or relating to the Information.

Signed:

\_\_\_\_\_  
PONG WAI SAN, WILSON

\_\_\_\_\_  
LEE WING YIN

\_\_\_\_\_  
LI CHI CHUNG

\_\_\_\_\_  
KOO FOOK SUN, LOUIS

\_\_\_\_\_  
LUNG HUNG CHEUK

\_\_\_\_\_  
LAI HIN WING, HENRY