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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: 00183)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting of the members of Richfield Group Holdings Limited (the “Company”) will be held at Unit 1207, 12th Floor, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong on Monday, 31 January 2011 at 3:00 p.m. for the purposes of, among other matters, considering and, if thought fit, passing the following resolutions with or without amendments as resolutions of the Company:

ORDINARY RESOLUTION

1. **“THAT** BDO Limited be and is hereby appointed as the auditors of the Company and its subsidiaries to fill the vacancy occasioned by the resignation of JBPB & Co (formerly known as Grant Thornton Hong Kong), to hold office until the conclusion of the next annual general meeting of the Company and the board of directors of the Company (the “**Directors**”) be and is hereby authorised to fix the remuneration of the auditors of the Company.”

SPECIAL RESOLUTIONS

2. **“THAT** the name of the Company be changed (i) from “**Richfield Group Holdings Limited**” to “**Richfield Group Holdings Ltd**” and subsequently (ii) from “**Richfield Group Holdings Ltd**” to “**Richfield Group Holdings Limited 田生集團有限公司**” (the “**Name Change**”) and **THAT** such documents in connection with the Name Change be filed and registered with the Registrar of Companies in the Cayman Islands and, if required, the Registrar of Companies in Hong Kong and that the Directors be and are hereby authorised to do all such acts, deeds and things as they shall, in their absolute discretion, deem fit in order to effect and implement such Name Change by the Company.”

* *For identification purposes only*

3. (A) **“THAT** the articles of association (the **“Articles”**) of the Company be and are hereby amended in the following manner:

(i) Article 155

By deleting the existing Article 155 in its entirety and substituting therefor the following:

“155. (1) At the annual general meeting or at a subsequent extraordinary general meeting in each year, the Members shall appoint an auditor to audit the accounts of the Company and such auditor shall hold office until the next annual general meeting. Such auditor may be a Member but no Director or officer or employee of the Company shall, during his continuance in office, be eligible to act as an auditor of the Company.

(2) The Members may, at any general meeting convened and held in accordance with these Articles, by special resolution remove the Auditor at any time before the expiration of his term of office and shall by ordinary resolution at that meeting appoint another Auditor in his stead for the remaining of his term.”

(ii) Article 158

By deleting the existing Article 158 in its entirety and substituting therefor the following:

“158. If the office of auditor becomes vacant by the resignation or death of the Auditor, or by his becoming incapable of acting by reason of illness or other disability at a time when his services are required, the Directors shall fill the vacancy and fix the remuneration of the Auditor so appointed.”

- (B) “**THAT** the amended and restated memorandum and articles of association of the Company consolidating the Name Change (if approved by members) and all of the proposed amendments referred to in paragraph (A) above and all previous amendments made pursuant to resolutions passed by the members of the Company at general meetings in the form produced to the meeting, a copy of which has been produced to this meeting and marked “A” and initialled by the chairman of this meeting for the purpose of identification, be and are hereby approved and adopted as the amended and restated memorandum and articles of association of the Company in substitution for and to the exclusion of all the existing memorandum and articles of association of the Company with immediate effect.”

By Order of the Board
Richfield Group Holdings Limited
Lee Wing Yin
Executive Director

Hong Kong, 30 December 2010

Registered Office:

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

Head office and principal place of business in

Hong Kong:
Unit 1209, 12/F
Silvercord Tower 2
30 Canton Road
Tsim Sha Tsui
Kowloon
Hong Kong

Notes:

1. Any member of the Company entitled to attend and vote at the above meeting is entitled to appoint a proxy to attend and vote in his stead and any member who is the holder of 2 or more shares in the Company is entitled to appoint more than one proxy(ies) to attend and vote in his stead. A proxy need not be a member of the Company.
2. To be valid, a form of proxy and the power of attorney or other authority, if any, under which it is signed, or a certified copy of such power or authority must be deposited at the Company’s branch share registrar in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the extraordinary general meeting or any adjournment thereof. Completion and return of the proxy form will not preclude you from attending the meeting should you so wish.

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.