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田生集團有限公司

RICHFIELD GROUP HOLDINGS LIMITED

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 183)

POLL RESULTS OF THE EGM HELD ON 4 FEBRUARY 2015 AND ADJOURNMENT OF THE EGM

The Board announces that at the EGM held today, the chairman of the EGM had, in compliance with the Memorandum and Articles of Association, proposed and obtained consent from the Shareholders who were present at the EGM, to adjourn the EGM to 5:00 p.m. on 17 February 2015 to be held at Unit 1209, 12/F, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

Reference is made to the circular (the “**Circular**”), the announcement (the “**Announcement**”) and the supplemental circular (the “**Supplemental Circular**”) of Richfield Group Holdings Limited (the “**Company**”) dated 12 January 2015, 19 January 2015 and 30 January 2015, respectively, in relation to, among other things, the proposed adjournment of the EGM. Capitalised terms used herein shall have the same meanings as defined in the Announcement, the Circular and the Supplemental Circular unless the context requires otherwise.

POLL RESULTS OF THE EGM

In light of the reasons as mentioned in the Announcement and the Supplemental Circular, at the EGM held today at which a quorum was present, the chairman of the EGM had, in compliance with the Memorandum and Articles of Association, proposed and obtained consent from the Shareholders who were present (whether in person, by proxy or by duly authorised corporate representative) and voted by way of poll at the EGM, to adjourn the EGM to 5:00 p.m. on 17 February 2015 to be held at Unit 1209, 12/F, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong.

None of the resolutions set forth in the notice of the EGM (the “**EGM Notice**”) dated 12 January 2015 were submitted at the EGM for voting.

As at the date of the EGM, the Company had 3,478,500,000 Shares in issue, which was the total number of Shares entitling the Shareholders to attend and vote on the ordinary resolution (the “**Resolution**”) in relation to the adjournment of the EGM proposed at the EGM. Pursuant

to Rule 13.41 of the Listing Rules, all Shareholders are permitted to vote on the Resolution at the EGM, and Virtue Partner, Mr. Pong and RHL, being Shareholders who would have been required to abstain from voting on the resolutions which were to be proposed at the EGM and set out in the EGM Notice, have voted in favour of the Resolution at the EGM.

Tricor Tengis Limited, the branch share registrar of the Company, was appointed as the scrutineer for the vote-taking at the EGM.

The poll results in respect of the Resolution are as follows:

Ordinary Resolution	Number of votes (approximate % of total number of shares voted)	
	For	Against
To approve the adjournment of the EGM	2,044,910,270 (100%)	0 (0%)

Note: The number of votes and percentage of the voting as stated above are based on the total number of Shares held by the Shareholders who attended and voted at the EGM in person, by duly authorised corporate representative or by proxy.

The Board announces that the adjourned EGM will be reconvened to be held at 5:00 p.m. on 17 February 2015 at Unit 1209, 12/F, Silvercord Tower 2, 30 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong to consider, and if thought fit, pass the resolutions as set out in the EGM Notice. According to the Memorandum and Articles of Association, it shall be unnecessary to give notice of the adjournment as the EGM is adjourned for less than 14 days. The proxy form which was enclosed with the Circular is still valid to be used by the Shareholders for the adjourned EGM. **If you have duly completed and submitted any form(s) of proxy for the EGM and you wish the submitted proxy form(s) to remain in place for the adjourned EGM, there is no need for you to take any further action.**

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

Hong Kong, 4 February 2015

As at the date of this announcement, the executive Directors are Mr. Lee Wing Yin and Mr. Ngan Man Ho, the non-executive Director is Mr. Lai Hin Wing, Henry and the independent non-executive Directors are Mr. Koo Fook Sun, Louis, Ms. Yeung Wing Yan, Wendy and Mr. Lung Hung Cheuk respectively.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement, and confirm, having made all reasonable enquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.