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田生集團有限公司

RICHFIELD GROUP HOLDINGS LIMITED

(to be renamed as Winfull Group Holdings Limited 宏輝集團控股有限公司)

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 183)

POLL RESULTS OF THE ADJOURNED EGM HELD ON 17 FEBRUARY 2015

The Board is pleased to announce that the resolutions set out in the EGM Notice were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the adjourned EGM held on 17 February 2015.

Reference is made to the circular (the “**Circular**”) of Richfield Group Holdings Limited (the “**Company**”) dated 12 January 2015, the notice of the extraordinary general meeting of the Company dated 12 January 2015 (the “**EGM Notice**”), the announcement of the Company dated 19 January 2015, the supplemental circular of the Company dated 30 January 2015 and the announcement of the Company dated 4 February 2015 in relation to, among other things, the Disposal, the Share Repurchase, the Whitewash Waiver, the Name Change, the proposed amendment and restatement of the Memorandum and Articles of Association, and the adjournment of the EGM. Unless the context otherwise requires, capitalised terms used herein shall have the same meanings as those defined in the Circular.

POLL RESULTS OF THE ADJOURNED EGM

The Board is pleased to announce that the resolutions set out in the EGM Notice were duly passed by the Shareholders or the Independent Shareholders (as the case may be) by way of poll at the adjourned EGM held on 17 February 2015 (the “**Adjourned EGM**”).

As at the date of the Adjourned 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 special resolutions approving the Name Change and the proposed amendment and restatement of the Memorandum and Articles of Association (the “**Special Resolutions**”) at the Adjourned EGM. RHL, Virtue Partner and Mr. Pong held 760,000,000, 352,176,000 and 936,794,000 Shares respectively (representing approximately 21.85%, 10.13% and 26.93% of the issued Shares as at the date of the Adjourned EGM respectively), which were required under the Listing

Rules, the Takeovers Code and/or the Share Buy-backs Code to abstain, and have abstained, from voting on the ordinary resolutions approving the Disposal, the Share Repurchase and the transactions contemplated under the Agreement, and the Whitewash Waiver (the “**Ordinary Resolutions**”) at the Adjourned EGM. The total number of Shares held by the Independent Shareholders entitled to attend and vote on the Ordinary Resolutions was 1,429,530,000 Shares. Save as disclosed above, no Shareholder was required to abstain from voting on any of the resolutions proposed at the Adjourned EGM, and no Shareholder was entitled to attend but was required to abstain from voting in favour of any of the resolutions proposed at the Adjourned EGM.

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

Full text of the resolutions is set out in the EGM Notice. The poll results in respect of the resolutions are as follows:

Ordinary Resolutions	Number of votes (approximate % of total number of shares voted)	
	For	Against
1. To approve the Disposal, the Share Repurchase and the transactions contemplated under the Agreement.	90,720,000 (79.484%)	23,416,000 (20.516%)
2. To approve the Whitewash Waiver.	90,720,000 (79.484%)	23,416,000 (20.516%)

As more than 50% of the votes were cast in favour of each of the Ordinary Resolutions, the Ordinary resolutions were duly passed as ordinary resolutions. In addition, as more than 75% of the votes were cast in favour of the ordinary resolution relating to the Share Repurchase, the condition precedent of the Agreement that completion of the Share Repurchase shall be subject to the approval by more than three-fourth of the votes cast by the Independent Shareholders at the EGM is satisfied.

Special Resolutions	Number of votes (approximate % of total number of shares voted)	
	For	Against
3. To approve the change of name and dual foreign name of the Company.	2,135,586,000 (98.915%)	23,416,000 (1.085%)
4. To approve the amendments and restatement of the memorandum and articles of association of the Company.	2,135,586,000 (98.915%)	23,416,000 (1.085%)
As more than 75% of the votes were cast in favour of each of the Special Resolutions, the Special Resolutions were duly passed as special resolutions.		

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 Adjourned EGM in person, by authorised corporate representative or by proxy.

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

Hong Kong, 17 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.