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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)

COMPLETION OF THE DISPOSAL AND THE SHARE REPURCHASE

Reference is made to the circular (the “**Circular**”) of Richfield Group Holdings Limited (the “**Company**”) dated 12 January 2015, the supplemental circular of the Company dated 30 January 2015 and the announcements of the Company dated 11 December 2014, 4 February 2015 and 17 February 2015 in relation to, among other things, the Disposal, the Share Repurchase and the Whitewash Waiver. Capitalised terms used herein shall have the same meanings as defined in the Circular unless the context requires otherwise.

The Board is pleased to announce that the Disposal and the Share Repurchase were completed on 27 February 2015. Pursuant to the Agreement, the Company shall cancel the 760,000,000 Repurchase Shares after Completion. The cancellation is expected to take place on 2 March 2015.

For illustrative purpose only, set out below are the shareholding structures of the Company (i) immediately before Completion; and (ii) after cancellation of the Repurchase Shares:

Name of Shareholders	Immediately before Completion		After cancellation of the Repurchase Shares	
	Number of Shares	Approximate %	Number of Shares	Approximate %
Mr. Pong	352,176,000	10.13	352,176,000	12.95
Virtue Partner (<i>Note 1</i>)	936,794,000	26.93	936,794,000	34.46
Subtotal	1,288,970,000	37.06	1,288,970,000	47.71
RHL (<i>Note 2</i>)	760,000,000	21.85	–	–
Mr. Ngan Man Ho (<i>Note 3</i>)	248,000	0.01	248,000	0.01
Subtotal	2,049,218,000	58.92	1,289,218,000	47.42
Public Shareholders	1,492,282,000	41.08	1,492,282,000	52.58
Total:	3,478,500,000	100.00	2,718,500,000	100.00

Notes:

1. Virtue Partner is a company wholly and beneficially owned by Mr. Pong.
2. RHL is a company wholly and beneficially owned by Mr. Au.
3. Mr. Ngan Man Ho is an executive Director.

By the order of the Board
Richfield Group Holdings Limited
Ngan Man Ho
Executive Director

Hong Kong, 27 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.