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If you have sold or transferred all your shares in Richfield Group Holdings Limited (the "Company"), you should at once hand this circular and the accompanying form of proxy to the purchaser or transferee or to the bank, licensed securities dealer or other agent through whom the sale or the transfer was effected for transmission to the purchaser or transferee.

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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)

- (1) PROPOSED CHANGE OF AUDITORS;**
(2) PROPOSED ADOPTION OF CHINESE NAME AS PART OF
THE OFFICIAL NAME;
(3) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice dated 30 December 2010 convening the extraordinary general meeting of the Company to 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. is set out on pages 8 to 10 of this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen's Road East, Wanchai, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude shareholders from attending and voting at the meeting or any adjourned meeting if they so wish.

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DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions shall have the following meanings:

“Adoption of Chinese Name”	the proposed name change of the Company (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”
“Articles of Association”	the articles of association of the Company, and “Article” shall mean an article of the articles of association of the Company
“BDO”	BDO Limited, being the proposed new auditors of the Group
“Board”	the board of Directors
“Change of Auditors”	the resignation of JBPB as auditors of the Group and the proposed appointment of BDO as auditors of the Group following the resignation of JBPB upon the approval of the Shareholders by an ordinary resolution at the EGM and to hold office until the conclusion of the next annual general meeting of the Company
“Company”	Richfield Group Holdings Limited, a company incorporated in the Cayman Islands with limited liability and the Shares of which are listed on the main board of the Stock Exchange
“Director(s)”	the director(s) of the Company
“EGM”	the extraordinary general meeting of the Company to 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. (or any adjournment thereof), notice of which is set out on pages 8 to 10 of this circular
“Group”	the Company and its subsidiaries from time to time
“JBPB”	JBPB & Co (formerly known as Grant Thornton Hong Kong), being the existing auditors of the Group

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“PRC”	the People’s Republic of China (for the purpose of this circular, excluding Hong Kong, Macau Special Administrative Region and Taiwan)
“Share(s)”	ordinary share(s) of HK\$0.01 each in the capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

LETTER FROM THE BOARD



RICHFIELD GROUP HOLDINGS LIMITED
田 生 集 團 有 限 公 司*

(Incorporated in the Cayman Islands with limited liability)

(Stock Code: 00183)

Executive Directors:

Mr. Pong Wai San, Wilson
Mr. Lee Wing Yin

Non-Executive Director:

Mr. Li Chi Chung

Independent Non-Executive Directors:

Mr. Koo Fook Sun, Louis
Mr. Lai Hin Wing, Henry
Mr. Lung Hung Cheuk

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

30 December 2010

To the Shareholders

Dear Sir or Madam,

- (1) PROPOSED CHANGE OF AUDITORS;**
**(2) PROPOSED ADOPTION OF CHINESE NAME AS PART OF
THE OFFICIAL NAME;**
(3) PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION;
AND
(4) NOTICE OF EXTRAORDINARY GENERAL MEETING

INTRODUCTION

The purpose of this circular is to provide the Shareholders with information in respect of the resolutions to be proposed at the EGM for (i) the Change of Auditors; (ii) the Adoption of Chinese Name; and (iii) the amendments to Articles of Association.

* *For identification purposes only*

LETTER FROM THE BOARD

PROPOSED CHANGE OF AUDITORS

Reference is made to an announcement of the Company dated 2 December 2010.

The Board received a letter from JBPB informing they would resign as auditors of the Group with effect on 2 December 2010. The Board proposed to appoint BDO as the new auditors of the Group to fill the casual vacancy following the resignation of JBPB. Pursuant to the Articles of Association, such appointment has to be approved by the Shareholders at the EGM.

The reason for the proposed Change of Auditors is due to a merger of their practices of JBPB with that of BDO, the Hong Kong member firm of the global BDO network. JBPB has confirmed to the Company that there were no circumstances connected with its resignation which it considered should be brought to the attention of the Shareholders or the creditors of the Company. The Board also confirms that there is no disagreement between the Company and JBPB and there are no circumstances in respect of the Change of Auditors which they consider should be brought to the attention of the Shareholders.

Accordingly, the Board proposed to seek the approval of the Shareholders by way of an ordinary resolution at the EGM for the Change of Auditors. The proposed Change of Auditors shall come into effect upon the passing of such ordinary resolution by the Shareholders at the EGM.

PROPOSED ADOPTION OF CHINESE NAME AS PART OF THE OFFICIAL NAME

The Board announced on 23 December 2010 that it proposed to formally adopt the Chinese name “田生集團有限公司” as part of the official name of the Company.

The proposed Adoption of Chinese Name is subject to (i) the passing of a special resolution by the Shareholders at the EGM to approve the Adoption of Chinese Name; and (ii) the approval by the Registrar of Companies in the Cayman Islands.

Assuming all the aforesaid conditions are fulfilled, the Adoption of Chinese Name as part of the official name of the Company shall take effect from the date a certificate of incorporation on change of name is issued by the Registrar of Companies in the Cayman Islands. The Company will carry out all necessary filing procedures with the Registry of Companies in the Cayman Islands and also, if required, notify the Companies Registry in Hong Kong under Part XI of the Companies Ordinance (Chapter 32 of the Laws of Hong Kong).

The proposed Adoption of Chinese Name as part of the official name of the Company will not affect any rights of the holders of securities of the Company or the Company's daily business operation and its financial position. All existing share certificates of the Company in issue, after the Adoption of Chinese Name, will continue to be evidence of title to such Shares of the Company and will continue to be valid for trading, settlement, registration and delivery purposes. There will not be any arrangement for exchange of existing share certificates for new share certificates as a result of the Adoption of Chinese Name as part of the official name of the Company.

LETTER FROM THE BOARD

The stock short names for trading in the Shares on the Stock Exchange, namely “RICHFIELD GP” in English and “田生集團” in Chinese, remain unchanged.

Further announcement will be made by the Company in relation to the effective date of the Adoption of Chinese Name as part of the official name of the Company.

PROPOSED AMENDMENTS TO ARTICLES OF ASSOCIATION

Reference is made to the announcement of the Company dated 23 December 2010 in relation to the proposed amendments to the Articles of Association. In order to reflect the changes in the appointment of auditors, the Board proposes to amend the Articles of Association as follows:

(i) The existing Article 155 provides that:

- “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 Members appoint another auditor. 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) A person, other than a retiring Auditor, shall not be capable of being appointed Auditor at an annual general meeting unless notice in writing of an intention to nominate that person to the office of Auditor has been given not less than fourteen (14) days before the annual general meeting and furthermore, the Company shall send a copy of any such notice to the retiring Auditor.
- (3) 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.”

It is proposed that the existing Article 155 be deleted in its entirety and be substituted by the following new Article 155:

- “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.

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- (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) The existing Article 158 provides that:

“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 as soon as practicable convene an extraordinary general meeting to fill the vacancy.”

It is proposed that the existing Article 158 be deleted in its entirety and be substituted by the following new Article 158:

“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.”

Details regarding the proposed amendments to the Articles of Association are set out in the notice of the EGM. The proposed amendments to the Articles of Association are subject to the approval of the Shareholders by way of a special resolution to be proposed at the EGM.

Further, a special resolution will be proposed at the EGM for the adoption of the amended and restated memorandum and Articles of Association incorporating the Adoption of Chinese Name (if approved by Shareholders) and such proposed amendments and all previous amendments made pursuant to resolutions passed by the Shareholders at general meetings.

EGM

The notice of EGM is set out on pages 8 to 10 of this circular. At the EGM, ordinary resolution will be proposed to approve the Change of Auditors; whereas special resolutions will be proposed to approve the Adoption of Chinese Name and the amendments to Articles of Association.

A form of proxy for use at the EGM is enclosed with this circular. Whether or not you intend to attend such meeting, please complete and return the enclosed form of proxy in accordance with the instructions printed thereon and return it to the branch share registrar of the Company in Hong Kong, Tricor Tengis Limited at 26th Floor, Tesbury Centre, 28 Queen’s Road East, Wanchai, Hong Kong as soon as possible and in any event

LETTER FROM THE BOARD

not less than 48 hours before the time appointed for holding such meeting. Completion and return of the form of proxy will not preclude Shareholders from attending and voting at the EGM if they do wish.

To the best of the Directors' knowledge, information and belief having made all reasonable enquiries, no Shareholders will be required to abstain from voting on any resolutions to be approved at the EGM.

LISTING RULES REQUIREMENT

According to Rule 13.39(4) of the Listing Rules, any vote of the Shareholders at the EGM must be taken by poll. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll and an announcement will be made after the EGM on the results of the EGM.

RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

RECOMMENDATION

The Board is of the opinion that the proposed Change of Auditors, the proposed Adoption of Chinese Name and the proposed amendments to the Articles of Association are in the best interests of the Company and the Shareholders as a whole, and therefore recommend you to vote in favour of the resolutions to be proposed at the EGM.

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

NOTICE OF EGM



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

NOTICE OF EGM

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.”

NOTICE OF EGM

- (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.
3. 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.