



## Monthly Return for Equity Issuer and Hong Kong Depositary Receipts listed under Chapter 19B of the Exchange Listing Rules on Movements in Securities

For the month ended: 30 April 2024

Status: New Submission

To : Hong Kong Exchanges and Clearing Limited

Name of Issuer: Grand Field Group Holdings Limited (Incorporated in Bermuda with limited liability)

Date Submitted: 06 May 2024

### I. Movements in Authorised / Registered Share Capital

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00115	Description				
	Number of authorised/registered shares	Par value		Authorised/registered share capital		
Balance at close of preceding month	50,000,000,000	HKD	0.01	HKD	500,000,000	
Increase / decrease (-)	-47,500,000,000			HKD	0	
Balance at close of the month	2,500,000,000	HKD	0.2	HKD	500,000,000	

Total authorised/registered share capital at the end of the month: HKD 500,000,000

#### Remarks:

On 26 April 2024, the Company held an special general meeting and an ordinary resolution was passed, approving the consolidation of every twenty (20) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company into one (1) consolidated share of HK\$0.20 in the share capital of the Company. The share consolidation became effective on 30 April 2024. For details of the share consolidation, please refer to the announcements of the Company dated 6 March 2024, 10 April 2024 and 26 April 2024 and the circular of the Company dated 10 April 2024.

**II. Movements in Issued Shares**

1. Class of shares	Ordinary shares	Type of shares	Not applicable	Listed on SEHK (Note 1)	Yes	
Stock code	00115	Description				
Balance at close of preceding month			244,955,413			
Increase / decrease (-)			-232,707,643			
Balance at close of the month			12,247,770			

## Remarks:

On 26 April 2024, the Company held an special general meeting and an ordinary resolution was passed, approving the consolidation of every twenty (20) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company into one (1) consolidated share of HK\$0.20 in the share capital of the Company. The share consolidation became effective on 30 April 2024. For details of the share consolidation, please refer to the announcements of the Company dated 6 March 2024, 10 April 2024 and 26 April 2024 and the circular of the Company dated 10 April 2024.

### III. Details of Movements in Issued Shares

#### (A). Share Options (under Share Option Schemes of the Issuer)

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes		
Stock code of shares issuable (if listed on SEHK) (Note 1)		00115					
Particulars of share option scheme	Number of share options outstanding at close of preceding month	Movement during the month		Number of share options outstanding at close of the month	No. of new shares of issuer issued during the month pursuant thereto (A)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month	The total number of securities which may be issued upon exercise of all share options to be granted under the scheme at close of the month
1). Share option scheme adopted on 21 June 2016.	0		0	0		0	1,224,777
General Meeting approval date (if applicable)	21 June 2016						

Total A (Ordinary shares): \_\_\_\_\_

Total funds raised during the month from exercise of options: \_\_\_\_\_

(B). Warrants to Issue Shares of the Issuer which are to be Listed Not applicable

**(C). Convertibles (i.e. Convertible into Issue Shares of the Issuer which are to be Listed)**

1. Class of shares issuable	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1)		00115				
Description of the Convertibles	Currency	Amount at close of preceding month	Movement during the month	Amount at close of the month	No. of new shares of issuer issued during the month pursuant thereto (C)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
1). Convertible bonds in the principal amount of HK\$95,896,475.43 with a repayment term of 18 months from the date of issue, i.e., 31/10/2022 (Remark 1)	HKD	95,896,475.43	Others Conversion rights extinguished (Remarks 1 and 2)	-95,896,475.43 0	0	0
Type of convertibles	Bond/Notes					
Stock code of the Convertibles (if listed on SEHK) (Note 1)						
Subscription/Conversion price	HKD	7.6				
General Meeting approval date (if applicable)	26 October 2022					

Total C (Ordinary shares): \_\_\_\_\_ 0

## Remarks:

1. The Company has issued convertible bonds in an aggregate principal amount of HK\$95,896,475.43 with conversion price of HK\$0.38 per share on 31 October 2022. Details were set out in the announcements of the Company dated 5 September 2022 and 31 October 2022 and the circular of the Company dated 10 October 2022. Pursuant to the standstill agreement dated 30 April 2024, the time of repayment of all amounts outstanding under the existing convertible bond will be extended to 30 June 2024 with interest rate unchanged, and the expiry date of the standstill agreement will be the date of completion or 30 June 2024, whichever is earlier. Moreover, the conversion rights under the existing convertible bond were extinguished pursuant to its terms on 30 April 2024.
2. As a result of the share consolidation and pursuant to the relevant instrument of the existing convertible bond, the conversion price of the existing convertible bond was adjusted from HK\$0.38 per existing share to HK\$7.60 per new share with effect from 30 April 2024.

**(D). Any other Agreements or Arrangements to Issue Shares of the Issuer which are to be listed, including Options (other than Share Options Schemes)** Not applicable

**(E). Other Movements in Issued Share**

1. Class of shares issuable (Note 5 and 6)	Ordinary shares	Type of shares	Not applicable	Shares issuable to be listed on SEHK (Note 1, 5 and 6)	Yes	
Stock code of shares issuable (if listed on SEHK) (Note 1, 5 and 6)		00115				
Type of Issue	At price (if applicable)		Issue and allotment date (Note 5 and 6)	General Meeting approval date (if applicable)	No. of new shares of issuer issued during the month pursuant thereto (E)	No. of new shares of issuer which may be issued pursuant thereto as at close of the month
	Currency	Amount				
1). Other (Please specify)			30 April 2024	26 April 2024	-232,707,643	0
Share consolidation						

Total E (Ordinary shares): -232,707,643

## Remarks:

On 26 April 2024, the Company held an special general meeting and an ordinary resolution was passed, approving the consolidation of every twenty (20) issued and unissued ordinary shares of HK\$0.01 each in the share capital of the Company into one (1) consolidated share of HK\$0.20 in the share capital of the Company. The share consolidation became effective on 30 April 2024. For details of the share consolidation, please refer to the announcements of the Company dated 6 March 2024, 10 April 2024 and 26 April 2024 and the circular of the Company dated 10 April 2024.

Total increase / decrease (-) in Ordinary shares during the month (i.e. Total of A to E) -232,707,643

**IV. Information about Hong Kong Depositary Receipt (HDR)** Not applicable

## V. Confirmations

We hereby confirm to the best knowledge, information and belief that, in relation to each of the securities issued by the issuer during the month as set out in Part III and IV which has not been previously disclosed in a return published under Main Board Rule 13.25A / GEM Rule 17.27A, it has been duly authorised by the board of directors of the listed issuer and, insofar as applicable:

(Note 2)

- (i) all money due to the listed issuer in respect of the issue of securities has been received by it;
- (ii) all pre-conditions for listing imposed by the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited under "Qualifications of listing" have been fulfilled;
- (iii) all (if any) conditions contained in the formal letter granting listing of and permission to deal in the securities have been fulfilled;
- (iv) all the securities of each class are in all respects identical (Note 3);
- (v) all documents required by the Companies (Winding Up and Miscellaneous Provisions) Ordinance to be filed with the Registrar of Companies have been duly filed and that compliance has been made with other legal requirements;
- (vi) all the definitive documents of title have been delivered/are ready to be delivered/are being prepared and will be delivered in accordance with the terms of issue;
- (vii) completion has taken place of the purchase by the issuer of all property shown in the listing document to have been purchased or agreed to be purchased by it and the purchase consideration for all such property has been duly satisfied; and
- (viii) the trust deed/deed poll relating to the debenture, loan stock, notes or bonds has been completed and executed, and particulars thereof, if so required by law, have been filed with the Registrar of Companies.

Submitted by: Ms Kwok Siu Wa Alison

Title: Executive Director

(Director, Secretary or other Duly Authorised Officer)

### Notes

1. SEHK refers to Stock Exchange of Hong Kong.
2. Items (i) to (viii) are suggested forms of confirmation which may be amended to meet individual cases. Where the issuer has already made the relevant confirmations in a return published under Main Board Rule 13.25A / GEM Rule 17.27A in relation to the securities issued, no further confirmation is required to be made in this return.

3. "Identical" means in this context:
  - . the securities are of the same nominal value with the same amount called up or paid up;
  - . they are entitled to dividend/interest at the same rate and for the same period, so that at the next ensuing distribution, the dividend/interest payable per unit will amount to exactly the same sum (gross and net); and
  - . they carry the same rights as to unrestricted transfer, attendance and voting at meetings and rank pari passu in all other respects.
4. If there is insufficient space, please submit additional document.
5. In the context of repurchase of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares repurchased listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares repurchased (if listed on SEHK)"; and
  - . "class of shares issuable" should be construed as "class of shares repurchased"; and
  - . "issue and allotment date" should be construed as "cancellation date"
6. In the context of redemption of shares:
  - . "shares issuable to be listed on SEHK" should be construed as "shares redeemed listed on SEHK"; and
  - . "stock code of shares issuable (if listed on SEHK)" should be construed as "stock code of shares redeemed (if listed on SEHK)"; and
  - . "class of shares issuable" should be construed as "class of shares redeemed"; and
  - . "issue and allotment date" should be construed as "redemption date"