

田生集團有限公司

Richfield Group Holdings Limited

(the “Company”)

SHAREHOLDERS COMMUNICATION POLICY

1. Constitution

- 1.1 The Shareholders Communication Policy was established on 30 March 2012 pursuant to a resolution passed on the same day by the board of directors (the “Board”) of the Company.

2. Principle

- 2.1 The Company aims at promoting and facilitating effective communication with the shareholders of the Company (the “Shareholder(s)”) and selects this policy with the objective to ensure that the Company provides timely, clear, reliable and material information for the Shareholders in exercising their rights as Shareholders in an informed manner.
- 2.2 The board of directors of the Company (the “Directors”) (the “Board”) shall be responsible for maintaining an on-going dialogue with the Shareholders.
- 2.3 The Board shall communicate with the Shareholders through general meetings (the “GMs”), including annual general meetings (the “AGMs”), and other corporate communication.

2.4 “Corporate Communication” refers to any document issued or to be issued by the Company for the information or action of holders of any of its securities, including, but not limited to:-

- (a) the directors’ report, its annual accounts together with a copy of the auditors’ report and, where applicable, its summary financial report;
- (b) the interim report and, where applicable, its summary interim report;
- (c) a notice of meeting;
- (d) a listing document;
- (e) a circular; and
- (f) a proxy form.

2.5 The independent non-executive Directors shall be identified in all Corporate Communications that disclose the names of Directors.

3. Company’s Website

3.1 A dedicated section is available on the Company’s website (<http://ir.sinodelta.com.hk/richfieldgp/>). The Company shall publish the Corporate Communication on its own website and also the website of The Stock Exchange of Hong Kong Limited (the “Exchange”).

4. Shareholders’ Meetings (GMs, including AGMs)

4.1 The Board shall encourage the participation of the Shareholders to the GMs.

4.2 The chairman of the Board (the “Chairman”) shall attend the AGMs.

4.3 The Chairman shall invite the chairmen of the audit, remuneration, nomination and any other committees (as appropriate) to attend the AGMs. In their absence, he shall invite another member of the committee or failing this his duly appointed delegate, to attend the AGMs. These persons shall be available to answer questions at the AGMs.

- 4.4 The chairman of the independent board committee (if any) shall be available to answer questions at the GMs to approve a connected transaction or any other transaction that requires independent shareholders' approval.
- 4.5 The management of the Company shall ensure the external auditor attend the AGMs to answer questions about the conduct of the audit, the preparation and content of the auditors' report, the accounting policies and auditor independence.
- 4.6 For each substantially separate issue at the GMs, a separate resolution shall be proposed. The Company shall avoid "bundling" resolutions unless they are interdependent and linked forming one significant proposal. Where the resolutions are "bundled", the Company shall explain the reasons and material implications in the notice of the GMs.
- 4.7 The Chairman shall ensure that an explanation is provided of the detailed procedures for conducting a poll and answer any questions from Shareholders on voting by poll.
- 4.8 The Company must announce the results of the poll.

5. Corporate Communication

A. Notice

- 5.A.1 The Company shall arrange for the notice to the Shareholders to be sent in the case of for AGMs at least 20 clear business days before the meeting and to be sent at least 10 clear business days in the case of for all other GMs (excluding AGMs).
- 5.A.2 Any notice to be given by the Company shall be in writing.
- 5.A.3 The Company shall send notices to all Shareholders whether or not their registered address is in Hong Kong.

5.A.4 The Company shall ensure that notice of the GMs is published on the websites of the Company and the Exchange.

B. Circular

5.B.1 The Company shall despatch a circular to the Shareholders at the same time as (or before) the Company gives notice of the GMs to approve the transaction referred to in the circular.

5.B.2 The Company shall provide the Shareholders with any material information on the subject matter to be considered at a GM that comes to the Directors' attention after the circular is issued. The Company must provide the information either in a supplementary circular or by way of an announcement not less than 10 business days before the date of the relevant general meeting to consider the subject matter. The meeting must be adjourned before considering the relevant resolution to ensure compliance with this 10 business days requirement by the chairman or, if that is not permitted by the Company's constitutional documents, by resolution to that effect.

C. Annual Report and Interim Report

5.C.1 The Company shall send to the Shareholders a copy of its annual report including its annual accounts and, the group accounts, together with a copy of the auditors' report thereon, (or its summary financial report) not less than 21 days before the date of the Company's AGMs and in any event not more than four months after the end of the financial year to which they relate.

5.C.2 The Company shall prepare, in respect of each of the first 6 months of each financial year, its interim report (or its summary interim report) respectively and publish the same not later than three months after the end of that period of six months. The Company may send a copy of its interim report or summary interim report to the Shareholders.

D. Proxy Form

- 5.D.1 The Company shall send with the notice convening a meeting of Shareholders to all persons entitled to vote at the meeting proxy forms, with provision for two-way voting (“for” or “against”) on all resolutions intended to be proposed thereat.

6. Shareholders’ Enquiries

- 6.1 Shareholders shall direct their questions about their shareholdings to the Company’s Registrar.
- 6.2 Shareholders and the investment community may at any time make a request for the Company’s information to the extent such information is publicly available.

7. The Articles of Association of the Company (the “Articles”)

- 7.1 This policy shall not prevail the Articles.
- 7.2 The Articles regulating the right of the Shareholders and the proceedings of the meetings of the Shareholders, so far as the same are applicable and not inconsistent with the provisions of these regulations, shall be applicable.

8. Procedures for Election of Directors

- 8.1 The Company shall disclose the details of any Directors proposed to be re-elected or proposed new Director in the notice or accompanying circular to the Shareholders of the relevant GM, if such re-election or appointment is subject to Shareholders’ approval at that relevant GM (including, but not limited to, the AGMs).

9. Review

- 9.1 The Board shall review and reassess this policy and its effectiveness on a regular basis or as required.

10. Shareholder Privacy

- 10.1 The Company recognises the importance of Shareholders' privacy and will not disclose Shareholders' information without their consent, unless required by law to do so.