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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this Circular or as to the action you should take, you should consult your licensed securities dealer or registered institution in securities, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your Shares in Rich Goldman Holdings Limited, you should at once hand this Circular and the enclosed proxy form to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this Circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this Circular.

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**金粵控股有限公司**

**Rich Goldman Holdings Limited**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00070)**

### **MAJOR TRANSACTION REGARDING PROVISION OF FINANCIAL ASSISTANCE**

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Capitalised terms used on this cover shall have the same meanings as those defined in this Circular, unless the context requires otherwise. A letter from the Board is set out on pages 3 to 8 of this Circular.

A notice convening the EGM to be held at Meeting Room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong at 11:30 a.m. on Thursday, 19 December 2019 is set out on pages EGM-1 to EGM-2 of this Circular. A proxy form for use at the EGM is enclosed with this Circular. Whether or not you are able to attend the EGM, you are requested to complete the enclosed proxy form in accordance with the instructions printed thereon and return the same to the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited, at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as possible and in any event not less than 48 hours before the time appointed for the holding of the EGM (i.e. no later than 11:30 a.m. on Tuesday, 17 December 2019 (Hong Kong time)). Completion and return of the proxy form shall not preclude you from attending and voting in person at the EGM or any adjournment thereof should you so wish and in such event, the instrument appointing a proxy shall be deemed to be revoked.

29 November 2019

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## DEFINITIONS

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*In this Circular, unless the context otherwise requires, the following expressions have the following meanings:*

“Available Date”	within three Business Days immediately following the date of fulfilment of the conditions as set out under “Availability” in the section headed “Loan Agreement” in the “Letter from the Board” of this Circular
“Board”	the board of Directors
“Business Day(s)”	a day (excluding a Saturday or a Sunday) on which banks in Hong Kong are generally open for business
“Circular”	this circular of the Company dated 29 November 2019 in respect of the Loan Agreement and the transactions contemplated thereunder
“Company”	Rich Goldman Holdings Limited, a company incorporated in Hong Kong with limited liability and the Shares of which are listed on the Main Board of the Stock Exchange (stock code: 70)
“Customer”	Dragon Joy Development Limited, a company incorporated in Hong Kong with limited liability which is principally engaged in investment holding and an Independent Third Party
“Director(s)”	the director(s) of the Company
“Drawdown Date”	any day within one month after the Available Date, or such other time as mutually agreed by the Customer and Top Vast
“EGM”	an extraordinary general meeting of the Company to be convened at 11:30 a.m. at Meeting Room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 19 December 2019 to consider and, if thought fit, to approve the Loan Agreement and the transactions contemplated thereunder
“Group”	the Company and its subsidiaries
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administration Region of the People’s Republic of China
“Independent Property Valuer”	BMI Appraisals Limited, an independent property valuer engaged by Top Vast to perform valuation on the Property

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## DEFINITIONS

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“Independent Third Parties”	third parties independent of and not connected with the Company and its connected persons (as defined under the Listing Rules)
“Latest Practicable Date”	26 November 2019, being the latest practicable date prior to printing of this Circular for ascertaining certain information contained in this Circular
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan in the amount of HK\$90,000,000 to be granted by Top Vast to the Customer
“Loan Agreement”	the loan agreement dated 15 November 2019 entered into between Top Vast and the Customer pursuant to which Top Vast agreed to grant the Loan to the Customer
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Property”	a residential property located on Perkins Road, Hong Kong
“Repayment Date”	the date falling one year from the Drawdown Date or such other date when called upon by Top Vast pursuant to the terms of the Loan Agreement, whichever is the earlier
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Share(s)”	ordinary share(s) of in the share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“subsidiary(ies)”	has the meaning as ascribed thereto under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Top Vast”	Top Vast Finance Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“%”	per cent.

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## LETTER FROM THE BOARD

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### 金 粵 控 股 有 限 公 司

Rich Goldman Holdings Limited

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00070)**

*Executive Directors:*

Mr. Lin Chuen Chow, Andy (*Chairman*)

Ms. So Wai Yin

*Non-executive Director:*

Mr. Nicholas J. Niglio

*Independent non-executive Directors:*

Mr. Cheung Yat Hung, Alton

Mr. Yue Fu Wing

Miss Yeung Hoi Ching

*Registered Office:*

Room 1807, 18/F

West Tower

Shun Tak Centre

168–200 Connaught Road Central

Hong Kong

29 November 2019

*To the Shareholders*

Dear Sir or Madam,

### **MAJOR TRANSACTION REGARDING PROVISION OF FINANCIAL ASSISTANCE**

#### **INTRODUCTION**

Reference is made to the announcement of the Company dated 15 November 2019 in relation to the provision of financial assistance to the Customer under the Loan Agreement.

On 15 November 2019 (after trading hours), Top Vast (a wholly-owned subsidiary of the Company), as lender, and the Customer, as borrower, entered into the Loan Agreement, pursuant to which Top Vast agreed to grant the Loan in the amount of HK\$90,000,000 to the Customer for a term of 12 months at the interest rate of 5.25% per annum. The Loan is secured by a first legal charge in respect of the Property, which is valued at HK\$800,000,000 as at 15 November 2019 by the Independent Property Valuer.

The purpose of this Circular is to provide you with, among other things, (i) information regarding the Loan Agreement; (ii) other information required under the Listing Rules; and (iii) the notice of the EGM.

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## LETTER FROM THE BOARD

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Set out below are the principal terms of the Loan Agreement:

### LOAN AGREEMENT

<b>Date</b>	15 November 2019
<b>Lender</b>	Top Vast, a wholly-owned subsidiary of the Company
<b>Borrower</b>	the Customer, an Independent Third Party
<b>Loan amount</b>	HK\$90,000,000
<b>Interest rate</b>	5.25% per annum
<b>Term</b>	One year commencing from the Drawdown Date
<b>Security</b>	A first legal charge in respect of the Property, which is valued at HK\$800,000,000 as at 15 November 2019 by the Independent Property Valuer.
<b>Availability</b>	<p>The Loan will become available to the Customer within three Business Days immediately following the date of fulfilment of all following conditions:</p> <ul style="list-style-type: none"><li>(i) all condition precedent documents as required under the Loan Agreement having been provided;</li><li>(ii) all representations and warranties given by the Customer are and shall remain true, accurate, correct and not misleading in all respects;</li><li>(iii) the Customer's title to the Property being approved by the solicitors of Top Vast;</li><li>(iv) Top Vast having obtained all necessary approvals for granting of the Loan to the Customer; and</li><li>(v) the Company having complied with all applicable requirements under the Listing Rules in respect of the Loan Agreement, including obtaining the Shareholders' approval of the Loan Agreement and the transactions contemplated thereunder in accordance with the requirements under the Listing Rules.</li></ul>

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## LETTER FROM THE BOARD

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### **Repayment**

The principal amount of the Loan shall be repaid in full on the Repayment Date.

When called upon by Top Vast, the Customer shall repay the principal amount of the Loan within five Business Days from the date of the notice of Top Vast together with all unpaid accrued interest on the outstanding principal.

Upon occurrence of an event of default, the Customer shall repay the principal amount of the Loan forthwith from the date of the notice of Top Vast together with all unpaid accrued interest on the outstanding principal and such other accrued amount (if any).

### **Prepayment**

The Customer may prepay the Loan in whole or in part to Top Vast provided that Top Vast shall have received from the Customer not less than five Business Days' prior irrevocable written notice of intention to make such prepayment.

### **Interest payment**

Interest shall accrue on the unpaid principal of the Loan from the Drawdown Date until repayment in full and the Customer shall pay interest on a monthly basis commencing from the first month after the Drawdown Date.

## **INFORMATION ON THE CREDIT RISK RELATING TO THE LOAN**

The Loan is collateralised against the Property provided by the Customer with a loan-to-value ratio of approximately 11.25% based on the value of the Property as determined by the Independent Property Valuer engaged by Top Vast.

The Loan in the amount of HK\$90,000,000 was determined based on (i) Top Vast's credit assessments on the financial strength and repayment ability of the Customer; and (ii) the collateral provided by the Customer. After taking into account the factors as disclosed above in assessing the risks of the relevant advance, Top Vast considers that the risks involved in granting the Loan to the Customer is acceptable.

## **INFORMATION ON THE PROPERTY**

The Property is located in Jardine's Lookout which is valued at HK\$800,000,000 as at 15 November 2019 by the Independent Property Valuer. The Independent Property Valuer valued the Property on market basis by the comparison approach assuming sale in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the market. Appropriate adjustments have then been made to account for the differences between the Property and the comparables in terms of time, age, size and other relevant factors. The valuation has been made on the assumption that the Property is sold in the market in its existing state without the benefit of deferred terms contract, leaseback, joint venture, management agreement or any other similar arrangement which might serve to affect the value of the Property. In addition, no account has been taken of any option or right of pre-emption concerning or effecting sale of the Property and no forced sale situation in any manner is assumed in the valuation.

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## LETTER FROM THE BOARD

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The Independent Property Valuer confirmed that there has not been any material change in the valuation of the Property in the amount of HK\$800,000,000 as at the Latest Practicable Date.

### INFORMATION ON THE CUSTOMER

The Customer is a company incorporated in Hong Kong and is principally engaged in investment holding. The Customer is indirectly wholly owned by Mr. Wang Chi Hung.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Customer and its ultimate beneficial owner are Independent Third Parties. There is no prior transaction entered into between the Group and the Customer or its ultimate beneficial owner which is required to be aggregated with the Loan pursuant to the Listing Rules.

### INFORMATION ON THE GROUP AND TOP VAST

The Group is principally engaged in (i) introducing customers to respective casino's VIP rooms in Macau and receiving the profit streams from junket businesses at respective casino's VIP rooms in Macau through independent junket operators in Macau; (ii) the money lending business; (iii) the hotel operation business; and (iv) the property leasing business.

Top Vast is an indirect wholly-owned subsidiary of the Company. It has obtained the money lender licence under the Money Lenders Ordinance on 24 December 2015 and commenced the money lending business thereafter.

### FINANCIAL EFFECTS OF THE PROVISION OF THE LOAN

The Loan will be funded by internal resources of the Group. As a result of entering into the Loan Agreement, it is expected that the loan receivables will be increased by HK\$90,000,000 and the cash and cash equivalents will be decreased by the same amount. As such, the provision of the Loan will not have any effects to the total assets and liabilities of the Group.

The interest income to be received by the Company from the provision of the Loan will be recorded as revenue of the Group. Save for the above, the Directors expect that there will be no material effects on the Group's consolidated profit or loss account.

### REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENT

Taking into account the principal business activities of the Group, the grant of the Loan to the Customer is in the ordinary and usual course of business of the Group.

The terms of the Loan Agreement were negotiated on an arm's length basis between Top Vast and the Customer. The Directors are of the view that the terms of the Loan Agreement are fair and reasonable and are entered into on normal commercial terms based on Top Vast's credit policy. Taking into account the financial strength and repayment ability of the Customer, the value of the Property as collateral and a stable interest income to be generated from the Loan, the Directors consider that entering into the Loan Agreement is in the interests of the Company and the Shareholders as a whole.

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## LETTER FROM THE BOARD

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### LISTING RULES IMPLICATIONS

As one of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Loan exceeds 25% but is less than 100%, the Loan constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to notification, publication and shareholders' approval requirements under Chapter 14 of the Listing Rules. The EGM will be convened and held for the Shareholders to consider and, if thought fit, approve the Loan Agreement and the transactions contemplated thereunder.

### EXTRAORDINARY GENERAL MEETING AND INDEPENDENT SHAREHOLDERS' APPROVAL

The Company will convene the EGM for the Shareholders to consider and, if thought fit, to approve the Loan Agreement and the transactions contemplated thereunder by ordinary resolutions. Set out on pages EGM-1 to EGM-2 of this Circular is a notice convening the EGM to be held at Meeting Room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong at 11:30 a.m. on Thursday, 19 December 2019.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Loan Agreement, and thus no Shareholder is required to abstain from voting at the EGM.

A form of proxy for use at the EGM is enclosed. Whether or not you are able to attend the EGM or any adjournment thereof (as the case may be), you are requested to complete and return the accompanying form of proxy in accordance with the instructions printed thereon and deposit it at the Company's share registrar and transfer office at Room 1712-16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong as soon as practicable and in any event not less than 48 hours before the time appointed for holding the EGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the EGM or any adjournment (as the case may be) thereof if you so wish.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed from Monday, 16 December 2019 to Thursday, 19 December 2019 (both dates inclusive) to determine the qualification for attendance and voting at the EGM. No transfer of Shares will be registered during this period.

### RECOMMENDATION

Having taken into account the reasons for and the benefits of the Loan Agreement as set out in this Letter from the Board above, the Board considers that the provision of the Loan is on normal commercial terms and in the ordinary and usual course of business of the Group, and the terms of the Loan Agreement are fair and reasonable and the provision of the Loan is in the interests of the Company and the Shareholders as a whole.

Accordingly, the Board recommends the Shareholders to vote in favour of the ordinary resolutions to be proposed at the EGM to approve the Loan Agreement and the transactions contemplated thereunder.

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## LETTER FROM THE BOARD

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### ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this Circular and the notice of the EGM as set out on pages EGM-1 to EGM-2 of this Circular.

By order of the Board  
**Rich Goldman Holdings Limited**  
**Lin Chuen Chow, Andy**  
*Chairman*

**1. CONSOLIDATED FINANCIAL INFORMATION OF THE GROUP**

Consolidated financial information of the Group (being the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of cash flows and consolidated statement of changes in equity) for each of the three financial years ended 30 June 2017, 2018 and 2019, together with the relevant notes thereto, are disclosed in the following documents which have been published on the websites of the Stock Exchange ([www.hkexnews.hk](http://www.hkexnews.hk)) and the Company ([www.richgoldman.com.hk](http://www.richgoldman.com.hk)):

- (i) annual report of the Company for the year ended 30 June 2017 dated 29 September 2017 (pages 44 to 112) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2017/1031/lt20171031459.pdf>;
- (ii) annual report of the Company for the year ended 30 June 2018 dated 21 September 2018 (pages 52 to 118) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2018/1029/lt20181029490.pdf>; and
- (iii) annual report of the Company for the year ended 30 June 2019 dated 20 September 2019 (pages 49 to 132) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2019/1018/lt20191018199.pdf>.

**2. STATEMENT OF INDEBTEDNESS**

As at the close of business on 31 October 2019, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this Circular, there are no unaudited outstanding interest-bearing bank loans and other borrowings.

The Group, apart from intra-group liabilities, did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptance (other than normal trade bills), or acceptance credits, debentures, mortgages, charges, finance leases, hire purchase commitments, guarantees or other material contingent liabilities as at 31 October 2019.

**3. WORKING CAPITAL**

The Directors are of the opinion that, in the absence of any unforeseen circumstances and after taking into account the cash flows generated from the operating activities, the financial resources available to the Group including internally generated funds, the effect of the provision of the Loan, the working capital available to the Group is sufficient for the Group's requirements for at least 12 months from the date of this Circular.

**4. MATERIAL ADVERSE CHANGE**

The Directors confirm that since 30 June 2019, being the date to which the latest published audited accounts of the Group were made up, up to and including the Latest Practicable Date, there was no material changes in the financial or trading position or outlook of the Group and the general trend of the business of the Group, save and except as disclosed below:

- (i) the possible impacts on the Group's hotel operation business related to the number of tourists coming to Hong Kong drops due to the recent continuous social incidents from June to September 2019, the details of the prospects of the Group's hotel operation business are set out in the section headed "5. Business and Financial Prospects of the Group" in this Appendix; and
- (ii) the possible continuous impacts on the Group's gambling business related to the termination of the gaming promotion agreement between Venetian Macau Limited and the junket operators in Macau in 2017, causing the decrease in number of VIP tables in the casino for operating the Group's junket business, as disclosed in the annual report of the Company for the year ended 30 June 2019, and the expiry of the existing license agreement between the Group and the junket operation in April 2020.

**5. BUSINESS AND FINANCIAL PROSPECTS OF THE GROUP****Gaming-related business**

The Group's gaming revenue decreased by approximately 18.9% from approximately HK\$91.3 million for the year ended 30 June 2018 to approximately HK\$74.1 million for the year ended 30 June 2019. As disclosed in the annual report of the Company for the year ended 30 June 2019, the remaining junket operator is currently operating junket businesses in relation to a total of 8 VIP tables in the casino of Grand Lisboa. The Group would continue to monitor closely the performance of the junket operator and it is the Group's intention to continue to engage in the gaming sector in Macau through the junket operator.

**Money Lending Business**

The Directors consider that the money lending market in Hong Kong has a good business prospect. As disclosed in the annual report of the Company for the year ended 30 June 2019, the Group has both the potential and ability to further expand our money lending business and broadening our customer base. It is our Group's intention to keep developing the money lending business.

**Hotel Operations Business**

In light of the recent social unrest in Hong Kong since June 2019, the hotel industry in Hong Kong has been adversely affected due to the drop in number of tourists coming to Hong Kong, which may have adverse impact on the Group's hotel operation business. Nevertheless, the Directors remaining cautiously optimistic on the hotel business in Hong Kong in long term. The Group will keep developing the hotel operations business.

**Property Leasing Business**

In April 2019, the Group had acquired the remaining 70% interests of a hotel property. The hotel property are mainly used for the hotel operations business of the Group, leaving the shops on the ground floor of the hotel property leased to independent third parties so as to generate another income stream for the Group. The Group intends to maintain such business in return for stable revenue.

## 1. 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 Group. 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.

## 2. DISCLOSURE OF INTERESTS

### (i) Interests of Directors and chief executive of the Company

As at the Latest Practicable Date, the interests or short positions of each of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning in Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO); (ii) required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 to the Listing Rules (the “**Model Code**”), to be notified to the Company and the Stock Exchange were as follows:

#### (a) Interest in shares

As at the Latest Practicable Date, none of the Directors and the chief executive had any interests or short positions in any shares of the Company or any of its associated corporations (within the meaning of part XV of the SFO), which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

#### (b) Interest in share options

Name of Director	Date of grant	Adjusted exercise price per Share	Exercisable period	Number of underlying Shares held	Approximate percentage of the Company's issued share capital (Note)
Mr. Nicholas J. Niglio	1 April 2016	HK\$0.610	1 April 2016 to 31 March 2026	4,178,000	0.60%
Mr. Lin Chuen Chow, Andy	1 April 2016	HK\$0.610	1 April 2016 to 31 March 2026	4,178,000	0.60%

*Note:* As at the Latest Practicable Date, the total number of Shares in issue was 692,436,675 Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning in Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO); (ii) required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

**(ii) Interests of substantial Shareholders of the Company**

So far as is known to the Directors and chief executive of the Company, as at the Latest Practicable Date, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or the underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name	Capacity and nature of interest	Number of Shares Interested		Approximate percentage of the Company's issued share capital (Note 2)
		Long position	Short position	
Mr. Wong Yau Shing	Beneficial owner	108,000,000	–	15.60%
Faith Mount Limited (Note 1)	Beneficial owner	1,082,286,015	–	156.30%
Ms. Lin Yee Man	Interest of controlled corporation	1,082,286,015	–	156.30%

Note 1: As at the Latest Practicable Date, Faith Mount Limited was wholly-owned by Ms. Lin Yee Man.

Note 2: As at the Latest Practicable Date, the total number of Shares in issue was 692,436,675 Shares.

Save as disclosed above and so far as is known to the Directors and chief executive of the Company, as at the Latest Practicable Date, no person (other than the Directors or chief executive of the Company) had any interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or has, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of the Group.

### 3. DISCLOSURE OF OTHER INTERESTS OF THE DIRECTORS

#### (i) Interests in competing interests

As at the Latest Practicable Date, none of the Directors and their respective close associates was considered to have an interest in any business which competes or is likely to compete or have any other conflict of interest, either directly or indirectly, with the business of the Group.

#### (ii) Interests in contracts or arrangements

As at the Latest Practicable Date, none of the Directors was materially interested, directly or indirectly, in any subsisting contract or arrangement which was significant in relation to the business of the Group.

#### (iii) Interests in assets

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to, any member of the Group since 30 June 2019 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

### 4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or been proposed to enter, into any service contract with the Company or any other member of the Group which is not expiring or may not be terminable by the Group within one year without payment of compensation (other than statutory compensation).

### 5. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by members of the Group within the two years immediately preceding the date of this Circular which are or may be material:

- (i) a subscription agreement dated 14 December 2018 entered into between Divine Glory Global Limited (“**Divine Glory**”) and Dol-Fin Select Investment Fund SPC (“**Fund Company**”) in relation to the subscription of the participating, non-redeemable, non-voting share of par value US\$0.01 in the capital of the Fund Company designated as Class B shares attributable to Dol-Pin Select Investment Fund SP, a segregated portfolio of the Fund Company, by Divine Glory at a total subscription amount of HK\$50,000,000;
- (ii) a sale and purchase agreement dated 26 February 2019 entered into among (i) Top Metro Ventures Limited (a direct wholly-owned subsidiary of the Company) as the purchaser; (ii) Take Billion Holdings Limited and Million Wealth Worldwide Limited as vendors (the “**Vendors**”); and (iii) Ms. Cheung Hei Nga Isabella and Mr. Wang Chi Hung as guarantors to the Vendors in relation to the acquisition of (a) 70% of the issued share capital of Ever Praise Enterprises Limited (“**Ever Praise**”); (b) 70% of all the outstanding indebtedness owing by the Ever Praise to its shareholders as at completion at the aggregate consideration of HK\$455,000,000;

- (iii) the underwriting agreement dated 14 October 2019 and entered into between the Company and Faith Mount Limited in relation to the proposed offer for subscription of the open offer shares (the “**Open Offer Share(s)**”) at the price of HK\$0.12 per Open Offer Share on the basis of nine (9) Open Offer Shares for every five (5) existing Shares held by the Shareholders on the record date and subject to the conditions precedent set out in the section headed “Conditions of the Open Offer” the Company’s announcement dated 18 October 2019 (“**Open Offer Announcement**”); and
- (iv) the placing agreement dated 14 October 2019 entered into between the Company and Ferran Securities Limited, a corporation licensed under the SFO to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities, in respect of the Unsubscribed Arrangements (as defined in the Open Offer Announcement).

## 6. CLAIMS AND LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

## 7. CORPORATE INFORMATION

<b>Registered Office</b>	Room 1807, 18/F West Tower Shun Tak Centre 168–200 Connaught Road Central Hong Kong
<b>Share registrar and transfer office</b>	Computershare Hong Kong Investor Services Limited Room 1712–1716 17th Floor Hopewell Centre 183 Queen’s Road East Wan Chai, Hong Kong
<b>Company Secretary</b>	Mr. Kwok Chee Wai <i>A member of each of the Hong Kong Institute of Certified Public Accountants and the Institute of Chartered Accountants in England and Wales</i>

## 8. LANGUAGE

The English texts of this Circular and the proxy form shall prevail over their Chinese texts in case of inconsistency.

**9. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents will be available for inspection (i) at the registered office of the Company situated at Room 1807, 18/F West Tower, Shun Tak Centre, 168–200 Connaught Road Central, Hong Kong from 9:00 a.m. to 5:30 p.m. on any business day; and (ii) on the website of the Company ([www.richgoldman.com.hk](http://www.richgoldman.com.hk)) from the date of this Circular up to and including the date of the EGM:

- (i) the articles of association of the Company;
- (ii) the annual reports of the Company for the years ended 30 June 2018 and 2019;
- (iii) the material contracts referred to in the paragraph headed “Material contracts” in this Appendix;  
and
- (iv) this Circular.

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## NOTICE OF EGM

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### 金 粵 控 股 有 限 公 司

Rich Goldman Holdings Limited

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 00070)**

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting of Rich Goldman Holdings Limited (the “**Meeting**”) will be held at Meeting Room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Thursday, 19 December 2019 at 11:30 a.m. for the purpose of considering and, if thought fit, passing the following resolutions.

#### **ORDINARY RESOLUTIONS**

1. “**THAT** the loan agreement dated 15 November 2019 entered into between Top Vast Finance Limited (as lender and an indirect wholly-owned subsidiary of the Company) and Dragon Joy Development Limited (as borrower) (the “**Customer**”) in relation to the grant of the loan in the amount of HK\$90,000,000 to the Customer at an interest rate of 5.25% per annum for a term of 12 months (the “**Loan Agreement**”) (a copy of the Loan Agreement having been produced to the Meeting marked “A” and signed by the chairman of the Meeting for identification purpose) and the transactions contemplated thereunder be and are hereby approved, confirmed and ratified.”
2. “**THAT** any one director of the Company (or any two directors of the Company in the case of execution of documents under seal) be and is hereby authorised to sign and execute all such documents, instruments, agreements and deeds and do all such acts and things incidental to the Loan Agreement as he/she considers necessary or otherwise expedient in connection with the implementation of or giving effect to the Loan Agreement and the transactions contemplated thereunder.”

By order of the Board  
**Rich Goldman Holdings Limited**  
**Lin Chuen Chow Andy**  
*Chairman*

Hong Kong, 29 November 2019

*Registered Office:*

Room 1807, 18/F

West Tower

Shun Tak Centre

168–200 Connaught Road Central

Hong Kong

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## NOTICE OF EGM

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*Notes:*

- (1) A shareholder of the Company who is entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his/her behalf. A proxy needs not be a shareholder of the Company but must be present in person at the Meeting to represent the shareholder. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed.
- (2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) must be deposited at the office of the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited of Room 1712–16, 17th Floor, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting or any adjournment thereof (as the case may be).
- (3) Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the Meeting or any adjournment thereof (as the case may be) should he/she so wish and in such event, the form of proxy shall be deemed to be revoked.
- (4) In the case of joint holders of a share in the Company, any one of such joint holders may vote, either in person or by proxy, in respect of such share in the Company as if he/she was solely entitled thereto; but if more than one of such joint holders are present at the Meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders. For this purpose, seniority shall be determined by the order in which the name stands first in the register of shareholders of the Company in respect of the joint holding.
- (5) The register of members of the Company will be closed from Monday, 16 December 2019 to Thursday, 19 December 2019 (both dates inclusive) for determining the identity of the shareholders of the Company who are entitled to attend and vote at the Meeting. No transfer of shares of the Company will be registered during this period, shareholders whose name appears on the register of members of the Company on Thursday, 19 December 2019 shall be entitled to attend and vote at the Meeting. In order to be eligible to attend and vote at the Meeting, unregistered holders of the shares of the Company should ensure that all transfer forms accompanied by the relevant share certificates must be lodged with the share registrar and transfer office of the Company, Computershare Hong Kong Investor Services Limited at Room 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wan Chai, Hong Kong., for registration no later than 4:30 p.m. on Friday, 13 December 2019.
- (6) As required under the Rules Governing the Listing of Securities on the Main Board of The Stock Exchange of Hong Kong Limited, all of the above resolutions will be voted by way of poll.