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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 OF EXTRAORDINARY GENERAL MEETING**

**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 11:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions.

### **SPECIAL RESOLUTION**

1. “**THAT** subject to the granting of the Whitewash Waiver (as defined below) by the Executive Director of the Corporate Finance Division of the Securities and Futures Commission of Hong Kong (or any delegate of the Executive Director)(the “**Executive**”), the wavier (the “**Whitewash Waiver**”) pursuant to Note 1 on the dispensations from Rule 26.1 of the Takeovers Code waiving any obligation on the part of Faith Mount Limited (“**Faith Mount**”) to make a mandatory general offer for all the issued securities of the Company not already owned or agreed to be acquired by Faith Mount and any parties acting in concert with it, which would be triggered as a result of the fulfilment of its underwriting obligation under the underwriting agreement entered into between Faith Mount and the Company on 14 October 2019 (as amended and supplemented by a letter of extension dated 29 November 2019) (a copy of which has been produced to this meeting marked “A” and signed by the chairman of this meeting for the purpose of identification) (the “**Underwriting Agreement**”), be and are hereby approved, and any one director of the Company (the “**Director(s)**”) be and are hereby authorised to do all such things and acts and execute all documents which he/she considers necessary, desirable or expedient to implement or to give effect to any matters relating to the Whitewash Waiver.”

## ORDINARY RESOLUTIONS

2. **“THAT** subject to and conditional upon the fulfillment or waiver (where applicable) of the conditions set out in the Underwriting Agreement:
- (a) the allotment and issue of 1,246,386,015 shares (the **“Open Offer Share(s)”**) by way of open offer (the **“Open Offer”**) at the offer price of HK\$0.12 per Open Offer Share on the basis of nine (9) Offer Shares for every five (5) existing shares of the Company held by the shareholders (the **“Qualifying Shareholders”**) of the Company whose names appear on the register of members of the Company as at the close of business on Friday, 3 January 2020 (or such later date as may be determined and announced by the Company) (the **“Record Date”**) other than those shareholders (the **“Non-Qualifying Shareholders”**) of the Company whose names appear on the register of members of the Company as at the close of business on the Record Date and whose addresses as shown on the register of members of the Company are outside Hong Kong, whom the Directors, after making enquiry regarding the legal restrictions under the laws of relevant place and requirements of the relevant regulatory body or stock exchange, consider it necessary or expedient to exclude from Open Offer, based on legal advice provided by legal advisers in the relevant jurisdictions, and the transactions contemplated thereunder, be and are hereby approved;
  - (b) the board of Directors (the **“Board”**) or a committee thereof be and is/are hereby authorised to allot and issue the Open Offer Shares pursuant to or in connection with the Open Offer notwithstanding that the same may be offered, allotted or issued otherwise than pro-rata to the Qualifying Shareholders and, in particular, the Board may make such exclusions or other arrangements in relation to the Non-Qualifying Shareholders as it may deem necessary or expedient having regard to the legal restrictions under the laws of the place and requirements of the relevant regulatory body or stock exchange; and
  - (c) any one Director be and are hereby authorised to sign or execute such documents and do all such acts and things in connection with the allotment and issue of the Open Offer Shares, the implementation of the Open Offer in accordance with all terms and conditions of the Open Offer as set out in the “Letter from the Board” in the circular of the Company dated 2 December 2019 and the Underwriting Agreement, the exercise or enforcement of any of the Company’s rights under the Underwriting Agreement and to make and agree to make such variations of the terms of the Underwriting Agreement as he/she may in his/her discretion consider to be appropriate, necessary or desirable and in the interests of the Company and its shareholders as a whole.”

3. “**THAT** the entering into the Underwriting Agreement by the Company be and is hereby approved, confirmed and ratified and the performance of the transactions contemplated thereunder by the Company (including but not limited to the arrangements for taking up of the underwritten Open Offer Shares, if any, by Faith Mount, the sole underwriter) be and are hereby approved; and any one Director be and is hereby authorised to sign and execute such documents (including but not limited to deeds) and do all such acts and things incidental to the Underwriting Agreement as he/she considers necessary or otherwise expedient in connection with the implementation of or giving effect to the Underwriting Agreement (including without limitation entering into supplemental agreement(s) in relation to the Underwriting Agreement) and the transactions contemplated thereunder or in this resolution.”

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

Hong Kong, 2 December 2019

*Registered Office:*

Room 1807, 18/F  
West Tower  
Shun Tak Centre  
168–200 Connaught Road Central  
Hong Kong

*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 in Hong Kong, 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.

*As at the date of this announcement, the board of Directors comprises Mr. Lin Chuen Chow, Andy and Ms. So Wai Yin as executive Directors; Mr. Nicholas J. Niglio as non-executive Director and Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Miss Yeung Hoi Ching as independent non-executive Directors.*