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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)

**DESPATCH OF CIRCULAR IN RELATION TO
(I) PROPOSED OPEN OFFER ON THE BASIS OF NINE (9)
OPEN OFFER SHARES FOR EVERY FIVE (5) EXISTING SHARES
HELD ON THE RECORD DATE;
(II) CONNECTED TRANSACTION; AND
(III) WHITEWASH WAIVER**

Reference is made to the announcement issued by Rich Goldman Holdings Limited (the “**Company**”) dated 18 October 2019 in relation to, among other things, the Open Offer and the Whitewash Waiver (the “**Announcement**”), the announcement of the Company dated 8 November 2019 in relation to the delay in despatch of circular and the announcement of the Company dated 29 November 2019 in relation to the extension letter to the Underwriting Agreement and the revised timetable for the Open Offer. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Announcement.

DESPATCH OF CIRCULAR

The Board is pleased to announcement that the Circular containing, among other things, (i) information regarding the Open Offer, the Whitewash Waiver and the transactions contemplated thereunder; (ii) the recommendation from the Listing Rules IBC to the Independent Shareholders on the Open Offer; (iii) the recommendation from the Takeovers Code IBC to the Independent Shareholders on the Whitewash Wavier, (iv) the advice of the Independent Financial Adviser to the Listing Rules IBC, the Takeovers Code IBC and the Independent Shareholders in relation to the Open Offer and the Whitewash Waiver; (v) other information required under the Listing Rules and the Takeovers Code; and (vi) the notice of the EGM has been despatched to the Shareholders on 2 December 2019.

The EGM 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 at 11:00 a.m. on Thursday, 19 December 2019.

Shareholders and potential investors of the Company should note that the Open Offer is conditional upon, among others, conditions precedent as set out in section headed “Conditions of the Open Offer” in the “Letter from the Board” in the Circular.

Any Shareholder or other person dealing in Shares up to the date on which all the conditions to which the Open Offer is subject are fulfilled will accordingly bear the risk that the Open Offer may not become unconditional or may not proceed. If in any doubt, Shareholders, and other persons contemplating dealing in securities of the Company and potential investors are recommended to consult their professional advisers. Shareholders and potential investors should exercise caution in dealing in the securities of the Company.

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

Hong Kong, 2 December 2019

As at the date of this announcement the Board comprises, Mr. Lin Chuen Chow Andy (Chairman) and Miss So Wai Yin as executive directors; Mr. Nicholas J. Niglio as the non-executive director; and Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Miss Yeung Hoi Ching as the independent non-executive directors.

The Directors jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.