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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)

**(1) RESULTS OF THE OPEN OFFER
ON THE BASIS OF NINE (9) OPEN OFFER SHARES
FOR EVERY FIVE (5) EXISTING SHARES
AT HK\$0.12 PER OPEN OFFER SHARE**

(2) ADJUSTMENT TO THE SHARE OPTIONS

References are made to the prospectus of Rich Goldman Holdings Limited (the “**Company**”) dated 6 January 2020 (the “**Prospectus**”) and the announcement issued by the Company dated 21 January 2020 in relation to the Open Offer. Unless otherwise defined herein, capitalized terms used herein shall have the same meanings as those defined in the Prospectus.

THE OPEN OFFER COMPLETION

The Board is pleased to announce that all conditions precedent to the Open Offer (including those as set out in the paragraph headed “Conditions of the Underwriting Agreement” under the section headed “The Underwriting Arrangement for the Open Offer” contained in the “Letter from the Board” in the Prospectus) have been fulfilled and the Open Offer Completion took place on 29 January 2020.

Results of the Open Offer and the Unsubscribed Arrangements

As announced by the Board on 21 January 2020, as at 4:00 p.m. on Monday, 20 January 2020, being the Latest Time for Application, a total of 12 valid applications had been received for a total of 461,548,409 Open Offer Shares (including 369,225,000 Open Offer Shares taken up by Faith Mount pursuant to the Irrevocable Undertaking), representing approximately 37.03% of the total number of Open Offer Shares available for subscription under the Open Offer. The remaining 784,837,606 Unsubscribed Shares, representing approximately 62.97% of the total number of Open Offer Shares available for subscription under the Open Offer, were subject to the Unsubscribed Arrangements. As at 4:00 p.m. on Thursday, 23 January 2020, being the Placing End Date, none of the Unsubscribed Shares had been placed by the Placing Agent. Accordingly, the 784,837,606 Unsubscribed Shares were taken up by the Underwriter pursuant to the terms of the Underwriting Agreement.

Effect of the Open Offer on shareholding structure of the Company

	Immediately before the Open Offer Completion		Immediately upon the Open Offer Completion	
	<i>Number of issued Shares</i>	<i>%</i>	<i>Number of issued Shares</i>	<i>%</i>
Faith Mount (<i>Note 1</i>)	205,125,000	29.62	1,359,187,606	70.10
<i>Sub-total</i>	<u>205,125,000</u>	<u>29.62</u>	<u>1,359,187,606</u>	<u>70.10</u>
Mr. Wong Yau Shing (<i>Note 2</i>)	108,000,000	15.60	108,000,000	5.57
Other public Shareholders	379,311,675	54.78	471,635,084	24.33
<i>Sub-total for public Shareholders</i>	<u>379,311,675</u>	<u>54.78</u>	<u>579,635,084</u>	<u>29.90</u>
Total	<u>692,436,675</u>	<u>100</u>	<u>1,938,822,690</u>	<u>100</u>

Notes:

1. Faith Mount is wholly-owned by Ms. Lin Yee Man. Accordingly, Ms. Lin Yee Man is deemed to be interested in the 1,359,187,606 Shares owned by Faith Mount by virtue of Part XV of the SFO.
2. Immediately before the Open Offer Completion, Mr. Wong Yau Shing was a substantial Shareholder (as defined in the Listing Rules) and a core connected person of the Company (as defined in the Listing Rules). Therefore, the Shares held by Mr. Wong Yau Shing would not be counted towards the public float of the Company. As Mr. Wong Yau Shing did not accept his assured allotment under the Open Offer, his shareholding in the Company was reduced to approximately 5.57% upon the Open Offer Completion and he ceased to be a substantial Shareholder and a core connected person of the Company. Accordingly, the Shares held by Mr. Wong Yau Shing would be counted towards the public float of the Company under the Listing Rules upon the Open Offer Completion.

Despatch of Share certificates for the Open Offer Shares

As disclosed in the Prospectus, Share certificates for the fully-paid Open Offer Shares were expected to be posted on Thursday, 30 January 2020 to those Qualifying Shareholders entitled thereto by ordinary post to their registered address(es) at their own risks.

Since the Hongkong Post has announced on 28 January 2020 that the post office counter service and mail delivery service will be temporarily suspended after the Lunar New Year (from 29 January 2020 to 2 February 2020), the Share certificates for the fully-paid Open Offer Shares will be despatched on Thursday, 30 January 2020 to those Qualifying Shareholders entitled thereto by way of courier to their registered address(es) at their own risks.

Commencement of dealings in fully-paid Open Offer Shares

Dealings in the fully-paid Open Offer Shares on the Stock Exchange are expected to commence at 9:00 a.m. on Friday, 31 January 2020.

ADJUSTMENT TO THE SHARE OPTIONS

The Board announces that, upon the Open Offer Completion, adjustment is made to the exercise price and the number of Shares falling to be issued upon the exercise of the outstanding Share Options pursuant to the relevant terms of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the supplementary guidance attached to the letter from the Stock Exchange dated 5 September 2005 to all issuers relating to share option schemes (the “**Stock Exchange Supplemental Guidance**”).

The exercise price of the outstanding Share Options and the number of Shares falling to be issued upon the exercise of the outstanding Share Options are adjusted in the following manner:

Date of grant of the outstanding Share Options	Immediately before the Open Offer Completion		Immediately after the Open Offer Completion	
	Exercise price per Share (HK\$)	Number of Shares to be issued upon full exercise of the outstanding Share Options	Adjusted exercise price per Share (HK\$)	Adjusted number of Shares to be issued upon full exercise of the outstanding Share Options
1 April 2016	0.61	8,356,620	0.4979	10,237,110

RSM Hong Kong, the auditors of the Company, has certified in writing that the adjustments made to the exercise price and the number of Shares falling to be issued upon the exercise of the outstanding Share Options are in compliance with the requirements set out in the relevant terms of the Share Option Scheme, Rule 17.03(13) of the Listing Rules and the Stock Exchange Supplemental Guidance.

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

Hong Kong, 29 January 2020

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.