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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 to be taken, you should consult your stockbroker or other registered dealer 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 accompanying form of proxy to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or the transfer was effected for onward transmission to the purchaser or the transferee.

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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) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(2) PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

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A notice convening the annual general meeting of the Company 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 on 18 November 2019 at 11:00 a.m. is set out on pages 13 to 17 of this circular. Whether or not you are able to attend and vote at the annual general meeting, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar and transfer office in Hong Kong, 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 but in any event not less than 48 hours before the time appointed for holding the annual general meeting 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 annual general meeting or any adjournment thereof (as the case may be) should you so wish. In the event you attend the annual general meeting after having lodged the form of proxy, it will be deemed to have been revoked.

18 October 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:*

“AGM”	the annual general meeting of the Company 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 on Monday, 18 November 2019 at 11:00 a.m..
“Articles”	the articles of association of the Company
“Board”	the board of Directors
“close associate(s)”	has the meaning ascribed to it under the Listing Rules
“Company”	Rich Goldman Holdings Limited, a company incorporated in Hong Kong with limited liability, the Shares of which are listed on the Main Board
“core connected person(s)”	has the meaning ascribed to it under the Listing Rules
“Director(s)”	director(s) of the Company
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Issue Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution for approving such general mandate
“Latest Practicable Date”	11 October 2019, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein
“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and otherwise modified from time to time
“Memorandum”	the memorandum of association of the Company, as amended from time to time
“PRC”	the People’s Republic of China which, for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan, unless otherwise specified

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## DEFINITIONS

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“Repurchase Mandate”	a general and unconditional mandate proposed to be granted to the Directors to exercise all powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the relevant resolution for approving such general mandate
“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) in the capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Takeovers Code”	the Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented or otherwise modified from time to time
“HK\$”	Hong Kong dollars, the lawful currency of Hong Kong
“%”	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 Directors:*

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

18 October 2019

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS;  
(2) PROPOSED GENERAL MANDATES  
TO ISSUE AND REPURCHASE SHARES;  
AND  
(3) NOTICE OF ANNUAL GENERAL MEETING**

#### **1. INTRODUCTION**

The purpose of this circular is to provide the Shareholders with information relating to the resolutions to be proposed at the AGM for (i) the re-election of retiring Directors at the AGM; (ii) the granting of the Issue Mandate and the Repurchase Mandate; and (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and to give you notice of the AGM.

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## **LETTER FROM THE BOARD**

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### **2. RE-ELECTION OF RETIRING DIRECTORS**

In accordance with article 79 of the Articles at each AGM, one-third of the Directors for the time being(, or if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation, provided that every Director should be subject to retirement by rotation at least once every three years.

Accordingly, Mr. Lin Chuen Chow, Andy and Mr. Yue Fu Wing shall retire from office at the AGM and, being eligible, will offer themselves for re-election at the AGM.

Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing have served the Company for more than nine years. The Nomination Committee of the Company considered that their long service would not affect their exercise of independent judgment and was satisfied that both of them have the required integrity and experience to continue fulfilling the role of Independent Non-Executive Directors. Taking into consideration the above, the Board is of the view that Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing remain independent notwithstanding the length of their service and should be re-elected at the Annual General Meeting. In accordance with the Corporate Governance Code as set out in the Listing Rules, the re-election of each of Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing will be subject to a separate resolution to be approved at the Annual General Meeting.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or any directors proposed to be appointed in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting (including, but not limited to, an annual general meeting). Biographical details of Mr. Lin Chuen Chow, Andy, Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing, the Directors who are proposed to be re-elected at the AGM, are set out in Appendix I to this circular.

### **3. GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE**

At the annual general meeting of the Company held on 30 November 2018, the Directors were granted a general mandate (i) to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue as at that date; and (ii) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at that date. Such mandates will expire at the conclusion of the AGM. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Board will seek the approval of the Shareholders for the renewal of such mandates at the AGM.

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## LETTER FROM THE BOARD

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As at the Latest Practicable Date, a total of 692,436,675 Shares were in issue. Subject to the passing of the proposed resolution to approve the Issue Mandate and on the basis that no Shares are allotted and issued or repurchased by the Company after the Latest Practicable Date and prior to the date of the AGM, the Directors will be allowed under the Issue Mandate to allot, issue and otherwise deal with a maximum of 138,487,335 new Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution.

The Directors have no immediate plans to allot and issue any new Shares other than Shares which may fall to be issued upon the exercise of options granted under the share option scheme of the Company or other options granted by the Company to entitle holders thereof to subscribe for Shares or pursuant to any scrip dividend scheme which may be approved by the Shareholders or the Directors.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of the resolution.

Each of the Issue Mandate and the Repurchase Mandate, if granted, will be effective until whichever is the earliest of:

- (a) the conclusion of the next annual general meeting of the Company; or
- (b) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of Hong Kong; or
- (c) the passing of an ordinary resolution by the Shareholders in a general meeting revoking or varying the authority given to the Directors by such resolutions.

Under the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision as to whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

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## LETTER FROM THE BOARD

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### **4. EXTENSION OF THE ISSUE MANDATE**

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, a resolution authorising the extension of the Issue Mandate to include the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate will be proposed at the AGM, provided that such extended amount shall not exceed 10% of the aggregate number of the issued Shares as at the date of passing the resolution for approving the Issue Mandate.

### **5. ANNUAL GENERAL MEETING**

A notice convening the AGM is set out on pages 13 to 17 of this circular. At the AGM, resolutions will be proposed to consider and, if thought fit, (i) the re-election of retiring Directors, (ii) the granting of the Issue Mandate and the Repurchase Mandate, (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and (iv) the proposed re-appointment of auditors of the Company.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar and transfer office in Hong Kong, 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 but in any event not less than 48 hours before the time appointed for holding the AGM 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 AGM or any adjournment thereof should you so wish. In the event you attend the AGM after having lodged the form of proxy, it will be deemed to have been revoked.

Pursuant to the Listing Rules, all votes of Shareholders at a general meeting must be taken by poll and the Company will announce the results of the poll in accordance with the manner set out in the Listing Rules.

### **6. RECOMMENDATION**

The Directors consider that the resolutions, including without limitation, regarding (i) the re-election of retiring Directors, (ii) the granting of the Issue Mandate and the Repurchase Mandate, (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and (iv) the re-appointment of auditors of the Company, as set out respectively in the notice of the AGM are all in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of all such resolutions to be proposed at the AGM.



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## LETTER FROM THE BOARD

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### 7. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility for the accuracy of the information contained herein, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. 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.

### 8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English text of this circular shall prevail over the Chinese text, where applicable.

Yours faithfully,  
By Order of the Board  
**Rich Goldman Holdings Limited**  
**Lin Chuen Chow, Andy**  
*Chairman*

The details of the Directors who will retire from their offices at the AGM and, being eligible, will offer themselves for re-election at the AGM, is set out below:

**EXECUTIVE DIRECTOR**

**Mr. Lin Chuen Chow, Andy**, aged 44, was appointed as an executive Director on 30 November 2012. Mr. Lin obtained from the University of Wales, holding a Bachelor of Arts (Hons) Business Management Degree. He is currently an affiliate member of Hong Kong Securities and Investment Institute (“HKSI”). He has also passed the Estate Agent Qualifying Examination of the Estate Agents Authority and has obtained an Estate Agent’s (Individual) License. He is currently the Chief Operation Officer of the Company and is a veteran in gaming industry who has managed gaming business in Macau, particularly in customer relationship management. Prior to joining the Company, he had worked in the Administration Department of the Hong Kong Exchanges and Clearing Limited for a period more than thirteen years.

On 24 July 2019, Mr. Lin was appointed as the Chairman of the Board of the Group.

Mr. Lin did not hold any directorships in any listed public companies in Hong Kong or overseas or other major appointments and qualifications in the last three years. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. Lin does not have interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Lin as an executive Director or any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**INDEPENDENT NON-EXECUTIVE DIRECTOR**

**Mr. Cheung Yat Hung, Alton**, aged 56, was elected as an independent non-executive director on 5 June 2007. He has over 12 years business experience and is an elite of automobile dealer industry. At present he is currently holding directorship in a number of private companies which engaging in automobile distribution in PRC, China among most of the finest brand automobile in the world. He is also currently a director and chairman of both POC Holdings (HK) Ltd and Foremostar Easymax Group Co. Ltd, being private companies which are mainly engaged in real estates development in Shanghai and Nanchang respectively. He graduated from California College of Arts and Craft, Berkeley, USA holding a Bachelor degree major in faculty of communication and fine arts. He has a full membership of Royal Hong Kong Yacht Club and Hong Kong Jockey Club.

Mr. Cheung did not hold any directorships in any listed public companies in Hong Kong or overseas or other major appointments and qualifications in the last three years. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. Cheung does not have interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Cheung as an independent non-executive Director or any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

**Mr. Yue Fu Wing**, aged 51, was appointed as an independent non-executive director and a member of the audit committee of the Company on 15 January 2005. Mr. Yue is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He has a Master Degree in PRC Accounting from Jinan University in China and a Bachelor Degree in Accountancy from the City University of Hong Kong. Mr. Yue has over 10 years of experience in accounting and finance. He has worked for a multinational company; a Hong Kong listed company and an international accounting firm.

Mr. Yue did not hold any directorships in any listed public companies in Hong Kong or overseas or other major appointments and qualifications in the last three years. He does not have any relationship with any Directors, senior management or substantial or controlling shareholders of the Company. Mr. Yue does not have interest in Shares within the meaning of Part XV of the SFO.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Yue as an independent non-executive Director or any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(w) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with all the information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM to approve the granting of the Repurchase Mandate.

### **1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES**

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission of Hong Kong subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

### **2. SHARE CAPITAL**

As at the Latest Practicable Date, there were a total of 692,436,675 Shares in issue. Subject to the passing of the proposed resolution for granting the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and prior to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 69,243,667 Shares, representing 10% of the aggregate nominal amount of the issued share capital of the Company as at the date of the AGM.

### **3. REASONS FOR REPURCHASES**

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

### **4. FUNDING OF REPURCHASES**

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of Hong Kong and the Memorandum and Articles of the Company for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2019, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

**5. SHARE PRICES**

The highest and lowest prices at which the Shares have been traded on the Stock Exchange in each of the previous twelve calendar months before the Latest Practicable Date were as follows:

	<b>Highest</b> <i>HK\$</i>	<b>Lowest</b> <i>HK\$</i>
<b>2018</b>		
October	0.295	0.250
November	0.290	0.215
December	0.320	0.260
<b>2019</b>		
January	0.275	0.250
February	0.290	0.250
March	0.275	0.250
April	0.265	0.243
May	0.255	0.224
June	0.244	0.215
July	0.225	0.170
August	0.215	0.150
September	0.199	0.150
October (up to the Latest Practicable Date)	0.184	0.160

**6. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR ASSOCIATES AND CONNECTED PERSONS**

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their close associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM and exercised.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company and has undertaken not to sell any Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the AGM and exercised.

**7. UNDERTAKING OF THE DIRECTORS**

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, any applicable laws of Hong Kong and the Articles.

**8. EFFECT OF THE TAKEOVERS CODE**

If a Shareholder's proportionate interest in the voting rights of the Company increases upon the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rule 26 of the Takeovers Code.

To the best of the Directors' knowledge, information and belief having made all reasonable enquires, they are not aware of any consequence which will give rise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

**9. SHARE REPURCHASE MADE BY THE COMPANY**

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

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## NOTICE OF ANNUAL GENERAL MEETING

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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 the annual general meeting of Rich Goldman Holdings Limited (“**Company**”) 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 18 November 2019 at 11:00 a.m. for the following purposes:

#### **ORDINARY RESOLUTIONS**

1. To receive and adopt the audited consolidated financial statements of the Company, the report of the directors of the Company (the “**Directors**”) and the independent auditors’ report of the Company for the year ended 30 June 2019.
2.
  - (a) To re-elect Mr. Lin Chuen Chow, Andy as an executive Director.
  - (b) To re-elect Mr. Cheung Yat Hung, Alton as an independent non-executive Director.
  - (c) To re-elect Mr. Yue Fu Wing as an independent non-executive Director.
3. To authorise the board of Directors (the “**Board**”) of the Company to fix the Directors’ remuneration.
4. To re-appoint RSM Hong Kong as auditors of the Company and authorise the Board to fix their remuneration.

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## NOTICE OF ANNUAL GENERAL MEETING

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As special business, to consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions:

5. **“THAT:**

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and otherwise deal with additional shares (each a **“Share”**) in the share capital of the Company and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers, be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers after the expiration of the Relevant Period;
- (c) the aggregate nominal amount of the share capital of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as defined below); or (ii) the exercise of any option granted under any share option scheme or similar arrangements for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares, shall not exceed the aggregate of:
  - (i) 20 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution; and
  - (ii) (provided that resolution 7 is passed) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and



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## NOTICE OF ANNUAL GENERAL MEETING

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of Hong Kong; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution;

“**Rights Issue**” means an offer of Shares, or an offer of warrants, options or other securities giving rights to subscribe for Shares, open for a period fixed by the Directors to holders of Shares whose names appear on the Company’s register of members on a fixed record date in proportion to their then holdings of Shares at that date (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any territory applicable to the Company).”

6. “**THAT:**

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) or on any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for such purpose, subject to and in accordance with all applicable laws and/or the requirements of the Rules Governing the Listing of Securities on the Stock Exchange as amended from time to time, be and is hereby generally and unconditionally approved;
- (b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) above during the Relevant Period shall not exceed 10 per cent. of the aggregate nominal amount of the share capital of the Company in issue as at the date of passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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## NOTICE OF ANNUAL GENERAL MEETING

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(c) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of passing of this resolution until whichever is the earliest of:

- (i) the conclusion of the next annual general meeting of the Company;
- (ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any other applicable laws of Hong Kong; or
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors under this resolution.”

7. “**THAT**

conditional upon the passing of resolutions nos. 5 and 6 above, the general mandate granted to the Directors pursuant to resolution no. 5 above be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution no. 6 above.”

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

Hong Kong, 18 October 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 ANNUAL GENERAL MEETING

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- (1) A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, to vote on his/her/its behalf. A proxy need 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 so 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). 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/it so wish. In the event that you attend the meeting after having lodged the form of proxy, it will be deemed to have been revoked.
- (3) As required under the Rules Governing the Listing of Securities on the Main Board of the Stock Exchange, all of the above resolutions will be voted by way of poll.

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

This notice will be published on the website of the Stock Exchange at <http://www.hkexnews.hk> and is available for reference on the website of the Company at <http://www.richgoldman.com.hk>.