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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) POLL RESULTS OF THE EGM IN RESPECT OF
THE OPEN OFFER HELD AT 11:00 A.M. ON 19 DECEMBER 2019;
(2) POLL RESULTS OF THE EGM IN RESPECT OF
THE MAJOR TRANSACTION HELD AT 11:30 A.M. ON 19 DECEMBER 2019;
AND
(3) GRANT OF THE WHITEWASH WAIVER**

Reference is made to the (i) the circular dated 29 November 2019 issued by Rich Goldman Holdings Limited (the “**Company**”) in respect of the Loan Agreement (the “**Major Transaction Circular**”); (ii) the notice of an extraordinary general meeting of the Company dated 29 November 2019 in respect of the Loan Agreement (the “**Major Transaction EGM Notice**”); (iii) the circular dated 2 December 2019 issued by the Company in respect of, among others, the Open Offer (the “**Open Offer Circular**”); and (iv) the notice of an extraordinary general meeting of the Company dated 2 December 2019 in respect of, among others, the Open Offer (the “**Open Offer EGM Notice**”). Unless otherwise defined herein, capitalised terms used in this announcement shall have the same meanings as those defined in the Major Transaction Circular and the Open Offer Circular.

Computershare Hong Kong Investor Services Limited, the share registrar of the Company, acted as the scrutineer at the extraordinary general meeting to approve the Loan Agreement and the transactions contemplated thereunder (the “**Major Transaction EGM**”) and the extraordinary general meeting to approve the Open Offer, the Underwriting Agreement, the Whitewash Waiver and the transactions contemplated thereunder (the “**Open Offer EGM**”) for the purpose of vote-taking.

POLL RESULTS OF THE OPEN OFFER EGM

At the Open Offer EGM held at 11: 00 a.m. on 19 December 2019, a poll was demanded by the chairman of the EGM for voting on all the proposed resolutions as set out in the Open Offer EGM Notice.

Person who is involved or has interests in the Open Offer, the Underwriting Agreement and the Whitewash Waiver, namely Faith Mount, had abstained from voting on the resolutions proposed at the Open Offer EGM. Other than Faith Mount, no other Shareholders were involved in or interested in the resolutions proposed at the Open Offer EGM and were required to abstain from voting at the Open Offer EGM under the Listing Rules and the Takeovers Code. There were no Shares entitling the Shareholders to attend and vote only against the resolutions proposed at the Open Offer EGM and none of the Shareholders have stated their intention in the Open Offer Circular to vote against the resolutions proposed at the Open Offer EGM.

As at the date of the Open Offer EGM, the Company had an aggregate of 692,436,675 Shares in issue, of which a total of 205,125,000 Shares were held by Faith Mount, representing 29.62% of the Shares in issue. Accordingly, the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the Open Offer EGM was 487,311,675 Shares (representing approximately 70.38% of the total number of issued Shares as at the date of the Open Offer EGM).

Set out below are the poll results in respect of the respective resolutions put to the vote at the EGM:

SPECIAL RESOLUTION	Number of Shares voted (approximate %)		Total number of votes
	For	Against	
1. To approve the Whitewash Waiver and the transactions contemplated thereunder.	206,804,090 (100%)	0 (0%)	206,804,090
ORDINARY RESOLUTIONS	Number of Shares voted (approximate %)		Total number of votes
	For	Against	
2. To approve the Open Offer and the transactions contemplated thereunder.	206,804,090 (100%)	0 (0%)	206,804,090
3. To approve, confirm and ratify the Underwriting Agreement and the transactions contemplated thereunder.	206,804,090 (100%)	0 (0%)	206,804,090

Note: Full text of the resolutions is set out in the Open Offer EGM Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions and more than 75% of the votes were cast in favour of the above special resolution, all the above resolutions were passed by the Independent Shareholders by way of poll.

POLL RESULTS OF THE MAJOR TRANSACTION EGM

At the Major Transaction EGM held at 11:30 a.m. on 19 December 2019, a poll was demanded by the chairman of the Major Transaction EGM for voting on the proposed resolutions as set out in the Major Transaction EGM Notice.

No Shareholder had a material interest in the Loan Agreement, and thus no Shareholder was required to abstain from voting at the Major Transaction EGM. There were no Shares entitling the Shareholders to attend and vote only against the resolutions proposed at the Major Transaction EGM and none of the Shareholders have stated their intention in the Major Transaction Circular to vote against the resolutions proposed at the Major Transaction EGM.

The Company had an aggregate of 692,436,675 Shares in issue as at the date of the Major Transaction EGM, which was the total number of Shares entitling the Shareholders to attend and vote for or against the resolutions proposed at the Major Transaction EGM.

Set out below are the poll results in respect of the resolutions put to the vote at the Major Transaction EGM:

ORDINARY RESOLUTIONS	Number of Shares voted (approximate %)		Total number of votes
	For	Against	
1. To approve, ratify and confirm the Loan Agreement and the transactions contemplated thereunder.	411,957,265 (99.99958%)	1,725 (0.00042%)	411,958,990
2. To authorise any one director of the Company (or any two directors of the Company in the case of execution of documents under seal) to sign and execute all documents and to do all 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.	411,957,265 (99.99958%)	1,725 (0.00042%)	411,958,990

Note: Full text of the resolutions is set out in the Major Transaction EGM Notice.

As more than 50% of the votes were cast in favour of each of the above ordinary resolutions, all the above ordinary resolutions were passed by the Shareholders by way of poll.

GRANT OF THE WHITEWASH WAIVER

On 13 December 2019, the Executive conditionally granted the Whitewash Waiver, subject to (i) the Whitewash Waiver and the Open Offer being separately approved by at least 75% and more than 50% respectively of the independent vote (as defined in Note 1 on dispensations from Rule 26 of the Takeovers Code) that are cast either in person or by proxy at the Open Offer EGM, to be taken on a poll; and (ii) unless the Executive gives prior consent, no acquisition or disposal of voting rights of the Company being made by the Underwriter and its concert parties between the date of the Announcement and the completion of the issue of the Open Offer Shares.

Condition (i) of the Whitewash Waiver above has been fulfilled as at the date of this announcement and it is expected that condition (ii) of the Whitewash Waiver above will be fulfilled upon completion of the issue of the Open Offer Shares. Subject to the above, the Underwriter will not be required to make a mandatory general offer for all the Shares currently in issue and not already owned or agreed to be acquired by it, as a result of the Underwriter performing its obligations under the Underwriting Agreement.

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, 19 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.