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If you are in any doubt as to any aspect of this Circular or as to the action you should take, you should consult your licensed securities dealer or registered institution 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 enclosed proxy form to the purchaser or the transferee or to the bank manager, licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for 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)

**MAJOR TRANSACTION REGARDING
PROVISION OF FINANCIAL ASSISTANCE**

Capitalised terms used on this cover shall have the same meanings as those defined in this Circular, unless the context requires otherwise. A letter from the Board is set out on pages 4 to 10 of this Circular.

This circular is despatched to the Shareholders for information purpose only, and a written Shareholder's approval has been obtained in lieu of holding a general meeting of the Company pursuant to the Listing Rules.

13 March 2020

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DEFINITIONS

In this Circular, unless the context otherwise requires, the following expressions have the following meanings:

“Board”	the board of Directors
“Business Day(s)”	a day (excluding a Saturday or a Sunday) on which banks in Hong Kong are generally open for business
“Circular”	this circular of the Company dated 13 March 2020 in respect of the Loan Agreement and the transactions contemplated thereunder
“Company”	Rich Goldman Holdings Limited, a company incorporated in Hong Kong with limited liability, and the shares of which are listed on the Main Board of the Stock Exchange (Stock code: 70)
“Customer”	Dragon Joy Development Limited, a company incorporated in Hong Kong with limited liability which is principally engaged in investment holding and an Independent Third Party
“Director(s)”	the directors of the Company
“Drawdown Date”	any date within one month after the date of fulfilment of the conditions as set out in “Availability” under the paragraphs headed “Loan Agreement” in the “Letter from the Board” of this Circular, or such other time as mutually agreed by the Customer and Top Vast
“Group”	the Company together with its subsidiaries
“HK\$”	Hong Kong dollar(s), the lawful currency of Hong Kong
“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Independent Property Valuer”	BMI Appraisals Limited, an independent property valuer engaged by the Company to perform valuation on the Property
“Independent Third Party(ies)”	party(ies) who is/are independent of the Company and its connected person(s) (as defined under the Listing Rules)
“Latest Practicable Date”	10 March 2020, being the latest practicable date prior to printing of this Circular for ascertaining certain information contained in this Circular

DEFINITIONS

“Listing Rules”	the Rules Governing the Listing of Securities on the Stock Exchange
“Loan”	a loan in the amount of HK\$200,000,000 granted by Top Vast to the Customer subject to and on the terms of the Loan Agreement
“Loan Agreement”	the loan agreement dated 25 February 2020 entered into between Top Vast and the Customer pursuant to which Top Vast agreed to grant the Loan to the Customer
“Money Lenders Ordinance”	the Money Lenders Ordinance (Chapter 163 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Open Offer”	the offer of the open offer shares at the price of HK\$0.12 per open offer share on the basis of nine (9) open offer shares for every five (5) existing shares held by the Shareholders on 3 January 2020, details of which were set out in the Prospectus
“Previous Loan”	a loan in the amount of HK\$90,000,000 granted by Top Vast to the Customer pursuant to the loan agreement dated 15 November 2019 entered into between Top Vast and the Customer
“Property”	a residential property located on Perkins Road, Hong Kong
“Prospectus”	the prospectus of the Company dated 6 January 2020 in relation to the Open Offer
“Repayment Date”	the date falling one year from the Drawdown Date or such other date when called upon by Top Vast pursuant to the terms of the Loan Agreement, whichever is earlier
“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) of in the share capital of the Company
“Shareholders”	shareholder(s) of the Company
“Stock Exchange”	The Stock Exchange of Hong Kong Limited

DEFINITIONS

“subsidiary(ies)”	has the meaning as ascribed thereto under the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) as amended, supplemented or otherwise modified from time to time
“Top Vast”	Top Vast Finance Limited, a company incorporated in Hong Kong with limited liability and a wholly-owned subsidiary of the Company
“%”	per cent.

LETTER FROM THE BOARD



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 Director:

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

13 March 2020

To the Shareholders

Dear Sir or Madam,

MAJOR TRANSACTION REGARDING PROVISION OF FINANCIAL ASSISTANCE

INTRODUCTION

Reference is made to the announcement of the Company dated 25 February 2020 in relation to the provision of financial assistance to the Customer under the Loan Agreement.

On 25 February 2020 (after trading hours), Top Vast (a wholly-owned subsidiary of the Company), as lender, and the Customer, as borrower, entered into the Loan Agreement, pursuant to which Top Vast agreed to grant the Loan in the amount of HK\$200,000,000 to the Customer for a term of one year at the interest rate of 5.25% per annum. The Loan is secured by a second legal charge in respect of the Property, which is valued at HK\$750,000,000 as at 31 January 2020 by the Independent Property Valuer.

The purpose of this Circular is to provide you with, among other things, information regarding the Loan Agreement and other information required under the Listing Rules.

LETTER FROM THE BOARD

Set out below are a summary of the principal terms of the Loan Agreement:

LOAN AGREEMENT

Date	25 February 2020
Lender	Top Vast, a wholly-owned subsidiary of the Company
Borrower	The Customer is a company incorporated in Hong Kong and is principally engaged in investment holding. The Customer is indirectly wholly owned by Mr. Wang Chi Hung. To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Customer and its ultimate beneficial owner are Independent Third Parties.
Loan amount	HK\$200,000,000
Interest rate	5.25% per annum
Term	One year commencing from the Drawdown Date
Security	The Loan is secured by a second legal charge in respect of the Property, which is valued at HK\$750,000,000 as at 31 January 2020 by the Independent Property Valuer. The first legal charge in respect of the Property was created by the Customer in favour of Top Vast on 15 November 2019 to secure all indebtedness due from the Customer to Top Vast regarding the Previous Loan.
Availability	<p>The Loan will become available to the Customer within three Business Days immediately following the date of fulfilment of all following conditions:</p> <ul style="list-style-type: none">(i) all condition precedent documents as required under the Loan Agreement having been provided;(ii) all representations and warranties given by the Customer are and shall remain true, accurate, correct and not misleading in all respects;(iii) the Customer's title to the Property being approved by the solicitors of Top Vast;(iv) Top Vast having obtained all necessary approvals for granting of the Loan to the Customer; and

LETTER FROM THE BOARD

- (v) the Company having complied with all applicable requirements under the Listing Rules in respect of the Loan Agreement, including obtaining the Shareholders' approval of the Loan Agreement and the transactions contemplated thereunder, by way of either a majority vote at a general meeting of the Company, or in lieu of holding such general meeting, a written Shareholders' approval from Shareholders who together hold more than 50% of the voting rights at such general meeting of the Company in accordance with the requirements under the Listing Rules.

Repayment

The principal amount of the Loan shall be repaid in full on the Repayment Date.

When call upon by Top Vast, the Customer shall repay the principal amount of the Loan within five Business Days from the date of the notice of Top Vast together with all unpaid accrued interest on the outstanding principal.

Upon occurrence of an event of default, the Customer shall repay the principal amount of the Loan forthwith from the date of the notice of Top Vast together with all unpaid accrued interest on the outstanding principal and such other accrued amount (if any).

Prepayment

The Customer may prepay the Loan in whole or in part to Top Vast provided that Top Vast shall have received from the Customer not less than five Business Days' prior irrevocable written notice of intention to make such prepayment.

Interest payment

Interest shall accrue on the unpaid principal of the Loan from the Drawdown Date until repayment in full and the Customer shall pay interest on a monthly basis commencing from the first month after the Drawdown Date.

INFORMATION ON THE CREDIT RISK RELATING TO THE LOAN

On 15 November 2019, the Customer executed and created a first legal charge over the Property in favour of Top Vast to secure all indebtedness due from the Customer to Top Vast with respect to the Previous Loan. The Loan and Previous Loan in aggregate are collateralized against the Property provided by the Customer with a loan-to-value ratio of approximately 38.67% based on the value of the Property for the Loan as determined by the Independent Property Valuer.

LETTER FROM THE BOARD

The Loan in the amount of HK\$200,000,000 was determined based on (i) Top Vast's credit assessments on the financial strength and repayment ability of the Customer; and (ii) the collateral provided by the Customer. After taking into account the factors as disclosed above in assessing the risks of the relevant advance, Top Vast considers that the risks involved in granting the Loan to the Customer is acceptable.

INFORMATION ON THE PROPERTY

The Property is located in Jardine's Lookout which is valued at HK\$750,000,000 as at 31 January 2020 by the Independent Property Valuer. The texts of the Independent Property Valuer's report are set out in Appendix II to this Circular. The Independent Property Valuer valued the Property on market basis by the comparison approach assuming sale in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the market. Appropriate adjustments have then been made to account for the differences between the Property and the comparables in terms of time, age, size and other relevant factors. The valuation has been made on the assumption that the Property is sold in the market in its existing state without the benefit of deferred terms contract, leaseback, joint venture, management agreement or any other similar arrangement which might serve to affect the value of the Property. In addition, no account has been taken of any option or right of pre-emption concerning or effecting sale of the Property and no forced sale situation in any manner is assumed in the valuation.

The Independent Property Valuer confirmed that there has not been any material change in the valuation of the Property in the amount of HK\$750,000,000 as at the Latest Practicable Date.

INFORMATION ON THE CUSTOMER

The Customer is a company incorporated in Hong Kong and is principally engaged in investment holding. The Customer is indirectly wholly owned by Mr. Wang Chi Hung.

To the best of the knowledge, information and belief of the Directors having made all reasonable enquiries, the Customer and its ultimate beneficial owner are Independent Third Parties.

INFORMATION ON THE GROUP AND TOP VAST

The Group is principally engaged in (i) introducing customers to respective casino's VIP rooms in Macau and receiving the profit streams from junket businesses at respective casino's VIP rooms in Macau through independent junket operators in Macau; (ii) the money lending business; (iii) the hotel operation business; and (iv) the property leasing business.

Top Vast is an indirect wholly-owned subsidiary of the Company. It has obtained a money lender licence under the Money Lenders Ordinance on 24 December 2015 and commenced the money lending business thereafter.

LETTER FROM THE BOARD

FINANCIAL EFFECTS OF THE PROVISION OF THE LOAN

The Group will finance the Loan with the proceeds from the Open Offer as well as its internal resources. For details, please refer to the section headed “Reasons for and benefits of entering into the Loan Agreement and the reallocation of use of proceeds of the Open Offer” below. As a result of entering into the Loan Agreement, it is expected that the loan receivables will be increased by HK\$200,000,000 and the cash and cash equivalents will be decreased by the same amount. As such, the provision of the Loan will not have any effects to the total assets and liabilities of the Group.

The interest income to be received by the Company from the provision of the Loan will be recorded as revenue of the Group. Save for the above, the Directors expect that there will be no material effects on the Group’s consolidated profit or loss account.

REASONS FOR AND BENEFITS OF ENTERING INTO THE LOAN AGREEMENT AND THE REALLOCATION OF USE OF PROCEEDS OF THE OPEN OFFER

Taking into account the principal business activities of the Group, the grant of the Loan to the Customer is in the ordinary and usual course of business of the Group.

The terms of the Loan Agreement were negotiated on an arm’s length basis between Top Vast and the Customer. The Directors are of the view that the terms of the Loan Agreement are fair and reasonable and are entered into on normal commercial terms based on Top Vast’s credit policy. Taking into account the financial strength and repayment ability of the Customer, the value of the Property as collateral and a stable interest income to be generated from the Loan, the Directors consider that the entering into of the Loan Agreement is in the interests of the Company and the Shareholders as a whole.

As disclosed in the section headed “Reasons for the Open Offer and the Use of Proceeds” in the “Letter from the Board” of the Prospectus, the Company intended to apply, among others, approximately HK\$130 million of the net proceeds from the Open Offer to expand the Group’s money lending business (the “**Proceeds for Money Lending Business**”). It was also disclosed in the same section of the Prospectus that, based on the historical development progress of the Group’s money lending business, the Company intended to allocate the Proceeds for Money Lending Business to accelerate the development of the Group’s money lending business within the year ending 30 June 2020 in the following manner:

- (i) approximately 60% or HK\$78 million to be allocated to mortgage loans;
- (ii) approximately 30% or HK\$39 million to be allocated to pledged share loans; and
- (iii) approximately 10% or HK\$13 million to be allocated to personal and other loans.

In light of the recent outbreak of the Coronavirus, the Board considered that the business outlook and operating environment of the Group’s business may become challenging in the first half of 2020. The Loan represents a good and ready business opportunity for the Group in return for a stable interest income. Hence, the Board has resolved to apply the entire Proceeds for Money Lending Business (i.e. HK\$130 million) to finance the Loan, which is a mortgage loan. The remaining amount of the Loan (i.e. HK\$70 million) is expected to be financed by the Group’s internal resources.

LETTER FROM THE BOARD

Having considered (i) the prevailing market conditions and business environment; (ii) the business opportunity of the Loan; and (iii) the existing internal resources of the Group, the Board is of the view that the re-allocation of the Proceeds for Money Lending Business to finance the Loan will be more favourable to the Group's business development as well as a better utilisation of the Proceeds for Money Lending Business. The Board therefore considered that the aforesaid re-allocation is in the interests of the Company and its Shareholders as a whole.

Save for the abovementioned change in the allocation of the Proceeds for Money Lending Business, there is no other change in the use of proceeds from the Open Offer. The Board considered that the re-allocation in the use of net proceeds within the Group's money lending business will not have any material adverse impact on the operations of the Group and is in the best interests of the Company and its Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING RULES

Reference is made to the announcement of the Company dated 15 November 2019 and the circular of the Company dated 29 November 2019 in relation to the Previous Loan. As Top Vast advanced the Loan and the Previous Loan to the Customer within a 12-month period, the Loan and the Previous Loan were required to be aggregated under Rule 14.22 of the Listing Rules. As one or more of the applicable percentage ratios under Rule 14.07 of the Listing Rules in respect of the Loan, both on a standalone basis and on an aggregate basis with the Previous Loan, are equal to and more than 25% but less than 100%, the Loan constitutes a major transaction for the Company under Chapter 14 of the Listing Rules and is therefore subject to notification, publication and Shareholders' approval requirements under Chapter 14 of the Listing Rules.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has a material interest in the Loan, and accordingly no Shareholder is required to abstain from voting on the resolution to approve the Loan Agreement and the transactions contemplated thereunder if the Company were to convene a general meeting to approve the same.

WRITTEN SHAREHOLDER'S APPROVAL

Faith Mount Limited, the controlling shareholder of the Company which holds 1,359,187,606 Shares, representing approximately 70.10% of the issued Shares as at the date of the Loan Agreement and the Latest Practicable Date, has approved the Loan Agreement and the transactions contemplated thereunder by a written shareholder's approval in accordance with Rule 14.44 of the Listing Rules in lieu of a resolution to be passed at a general meeting of the Company. Accordingly, no Shareholders' meeting will be convened by the Company to approve the Loan Agreement and the transactions contemplated thereunder.

RECOMMENDATION

Having taken into account the reasons for and the benefits of the Loan Agreement as set out in this Letter from the Board above, the Board considers that the provision of the Loan is on normal commercial terms and in the ordinary and usual course of business of the Group, and the terms of the Loan Agreement are fair and reasonable and the provision of the Loan is in the interests of the Company and the Shareholders as a whole.

LETTER FROM THE BOARD

Accordingly, if a general meeting were to be convened, the Board would recommend the Shareholders to vote in favour of the ordinary resolution to approve the Loan Agreement and the transactions contemplated thereunder at such general meeting.

ADDITIONAL INFORMATION

Your attention is also drawn to the additional information set out in the appendices to this Circular.

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

1. CONSOLIDATED FINANCIAL INFORMATION OF THE GROUP

Consolidated financial information of the Group (being the consolidated statement of profit or loss and other comprehensive income, consolidated statement of financial position, consolidated statement of cash flows and consolidated statement of changes in equity) for each of the three financial years ended 30 June 2017, 2018 and 2019, together with the relevant notes thereto, are disclosed in the following documents which have been published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (www.richgoldman.com.hk):

- (i) annual report of the Company for the year ended 30 June 2017 dated 29 September 2017 (pages 44 to 112) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2017/1031/ltn20171031459.pdf>;
- (ii) annual report of the Company for the year ended 30 June 2018 dated 21 September 2018 (pages 52 to 118) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2018/1029/ltn20181029490.pdf>; and
- (iii) annual report of the Company for the year ended 30 June 2019 dated 20 September 2019 (pages 49 to 132) which can be accessed via the link at <https://www1.hkexnews.hk/listedco/listconews/sehk/2019/1018/ltn20191018199.pdf>.

2. STATEMENT OF INDEBTEDNESS

As at the close of business on 31 January 2020, being the latest practicable date for the purpose of ascertaining the indebtedness of the Group prior to the printing of this Circular, there are no unaudited outstanding interest-bearing bank loans and other borrowings.

The Group, apart from intra-group liabilities, did not have any loan capital issued and outstanding or agreed to be issued, bank overdrafts, loans or other similar indebtedness, liabilities under acceptance (other than normal trade bills), or acceptance credits, debentures, mortgages, charges, finance leases, hire purchase commitments, guarantees or other material contingent liabilities as at 31 January 2020.

3. WORKING CAPITAL

The Directors are of the opinion that, in the absence of any unforeseen circumstances and after taking into account the cash flows generated from the operating activities, the financial resources available to the Group including internally generated funds, the effect of the provision of the Loan, the working capital available to the Group is sufficient for the Group's requirements for at least 12 months from the date of this Circular.

4. MATERIAL ADVERSE CHANGE

The Directors confirm that since 30 June 2019, being the date to which the latest published audited accounts of the Group were made up, up to and including the Latest Practicable Date, there had been the following material changes in the financial or trading position or outlook of the Group and the general trend of the business of the Group:

- (i) the impacts on the Group's hotel operation business related to the number of tourists coming to Hong Kong having dropped due to the continuous social incidents since June 2019 and the recent outbreak of the new coronavirus since January 2020. Further details of the prospects of the Group's hotel operation business are set out in the section headed "5. Business and Financial Prospects of the Group" in this Appendix;
- (ii) the impacts on the Group's gaming business related to (i) the termination of the gaming promotion agreement between Venetian Macau Limited and the junket operators in Macau in 2017 causing the decrease in number of VIP tables in the casino for operating the Group's junket business, as disclosed in the annual report of the Company for the year ended 30 June 2019, and (ii) the expiry of the existing collaboration contract between Grand Lisboa and the junket operator from April 2020 and cessation of cooperation with the junket operator as disclosed in the announcement of the Company dated 2 March 2020; and
- (iii) the impacts on the Group's gaming business due to suspension of all casino operations in Macau from 5 February 2020 to 19 February 2020 to help curb the spread of the new coronavirus.

5. BUSINESS AND FINANCIAL PROSPECTS OF THE GROUP**Gaming Business**

The Group's gaming revenue decreased by approximately 18.9% from approximately HK\$91.3 million for the year ended 30 June 2018 to approximately HK\$74.1 million for the year ended 30 June 2019. As disclosed in the announcement of the Company dated 2 March 2020, the remaining junket operator which is currently operating junket businesses in relation to a total of 8 VIP tables in the casino of Grand Lisboa will not extend its collaboration contract with Grand Lisboa and the contract will expire from April 2020. The Group will use all reasonable endeavours to identify new junket operators for its gaming business. If the Group is unable to identify new junket operators, the Group will cease to have income stream from its gaming business.

Money Lending Business

Despite the economic uncertainty in Hong Kong, the Directors consider that the money lending market in Hong Kong has a good business prospect. As disclosed in the annual report of the Company for the year ended 30 June 2019 and the interim results announcement of the Company for the six months ended 31 December 2019, the Group has both the potential and ability to further expand its money lending business and broadening its customer base. It is the Group's intention to keep developing the money lending business.

Hotel Operations Business

In light of the social unrest in Hong Kong since June 2019 and the recent outbreak of the new coronavirus, the hotel industry in Hong Kong has been adversely affected due to the drop in number of tourists coming to Hong Kong, which have adverse impact on the Group's hotel operation business. Nevertheless, the Directors remain cautiously optimistic on the hotel business in Hong Kong in the long term. The Group will keep developing the hotel operations business.

Property Leasing Business

In April 2019, the Group had acquired the remaining 70% interests of a hotel property. The hotel property are mainly used for the hotel operations business of the Group, leaving the shops on the ground floor of the hotel property leased to independent third parties so as to generate another income stream for the Group. The Group intends to maintain such business in return for stable revenue.

The following is the text of a letter, summary of value and valuation certificate, prepared for the purpose of incorporation in this Circular received from BMI Appraisals Limited, the Independent Property Valuer, in connection with its valuation as at 31 January 2020 of the Property.

BMI APPRAISALS

BMI Appraisals Limited 中和邦盟評估有限公司

33rd Floor, Shui On Centre, Nos. 6–8 Harbour Road, Wanchai, Hong Kong

香港灣仔港灣道6–8號瑞安中心33樓

Tel 電話 : (852) 2802 2191 Fax 傳真 : (852) 2802 0863

Email 電郵 : info@bmintelligence.com Website 網址 : www.bmi-appraisals.com

Rich Goldman Holdings Limited

13 March 2020

Room 1807, 18/F

West Tower

Shun Tak Centre

Nos. 168–200 Connaught Road Central

Hong Kong

Dear Sirs,

INSTRUCTIONS

We refer to the instructions from Rich Goldman Holdings Limited (the “**Company**”) for us to value the real property located in Hong Kong. We confirm that we have conducted an inspection, made relevant enquiries and obtained such further information as we consider necessary for the purpose of providing you with our opinion of the market value of the real property as at 31 January 2020 (the “**valuation date**”).

BASIS OF VALUATION

Our valuation of the real property has been based on the Market Value, which is defined by The Hong Kong Institute of Surveyors as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion”. The Market Value is also understood as the value of an asset or liability estimated without regard to costs of sale or purchase (or transaction) and without offset for any associated taxes or potential taxes.

VALUATION METHODOLOGY

We have valued the real property on market basis by the Comparison Approach assuming sale in its existing state with the benefit of vacant possession and by making reference to comparable sales evidence as available in the market. Appropriate adjustments have then been made to account for the differences between the real property and the comparables in terms of time, location, age, size and other relevant factors.

TITLE INVESTIGATION

We have caused a land search to be made at the Land Registry and have been advised by the Company that no further relevant documents have been produced. However, we have neither examined the original documents to verify ownership nor to ascertain the existence of any amendments, which do not appear on the copies handed to us. All documents have been used for reference only.

VALUATION ASSUMPTIONS

Our valuation has been made on the assumption that the real property is sold in the market in its existing state without the benefit of deferred terms contract, leaseback, joint venture, management agreement or any other similar arrangement which might serve to affect the value of the real property. In addition, no account has been taken of any option or right of pre-emption concerning or effecting sale of the real property and no forced sale situation in any manner is assumed in our valuation.

In valuing the real property, we have relied on the advice given by the Company that the owner of the real property has valid and enforceable title to the real property which is freely transferable, and have free and uninterrupted rights to use the same, for the whole of the unexpired term granted subject to the payment of annual government rent/land use fees and all requisite land premium/purchase consideration payable have been fully settled.

VALUATION CONSIDERATIONS

The real property was inspected by Mr. Lawrence Lee (MSc Construction and Real Estate) in March 2020. We have inspected the real property externally and where possible, the interior of the real property. In the course of our inspection, we did not note any serious defects. However, no structural survey has been made. We are, therefore, unable to report whether the real property is free from rot, infestation or any other structural defects. No tests were carried out on any of the services.

In the course of our valuation, we have relied to a considerable extent on the information given by the Company and have accepted advice given to us on such matters as planning approvals or statutory notices, easements, tenures, particulars of occupancy, site/floor areas, identification of the real property and any other relevant information.

We have not carried out detailed on-site measurements to verify the correctness of the site/floor areas in respect of the real property but have assumed that the site/floor areas shown on the documents handed to us are correct. Dimensions, measurements and areas included in the valuation certificate are based on information contained in the documents provided to us by the Company and are therefore only approximations.

We have no reason to doubt the truth and accuracy of the information provided to us by the Company and we have relied on your confirmation that no material facts have been omitted from the information provided. We consider that we have been provided with sufficient information for us to reach an informed view.

No allowances have been made in our valuation for any charges, mortgages or amounts owing on the real property or for any expenses or taxation, which may be incurred in effecting a sale.

Unless otherwise stated, it is assumed that the real property is free from encumbrances, restrictions and outgoings of an onerous nature, which could affect its value.

Our valuation has been prepared in accordance with The HKIS Valuation Standards (2017 Edition) published by The Hong Kong Institute of Surveyors and the International Valuation Standards (IVS) published by The International Valuation Standards Council.

Our valuation has been prepared under the generally accepted valuation procedures and is in compliance with the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited.

REMARKS

Unless otherwise stated, all money amounts stated herein are in Hong Kong Dollars (HK\$) and no allowances have been made for any exchange transfers.

Our Summary of Value and the Valuation Certificate are attached herewith.

Yours faithfully,
For and on behalf of
BMI APPRAISALS LIMITED
Joannau W. F. Chan
BSc., MSc., MRICS, MHKIS, RPS(GP)
Senior Director

Note:

Ms. Joannau W. F. Chan is a member of the Hong Kong Institute of Surveyors (General Practice) who has over 27 years' experience in valuations of real properties in Hong Kong.

SUMMARY OF VALUE**Real property held for investment in Hong Kong**

	Market Value in existing state as at 31 January 2020 HK\$
Real property	
No. 16 Perkins Road, Jardine's Lookout, Hong Kong	750,000,000
	<hr/>
Total:	<u>750,000,000</u>

VALUATION CERTIFICATE

Real property held for investment in Hong Kong

Real property	Description and tenure	Particulars of occupancy	Market Value in existing state as at 31 January 2020 HK\$
No. 16 Perkins Road, Jardine's Lookout, Hong Kong	The real property comprises a 3-storey detached house erected on a land parcel with a site area of approximately 13,918 sq.ft. The house was completed in about September 2019.	As advised by the Company, the real property is vacant.	750,000,000
The whole of Inland Lot No. 7365	The gross floor area of the house is approximately 8,350 sq.ft. with the ancillary areas tabulated as follows:		
	Ancillary portion	Area (sq.ft.)	
	Main Roof	3,245	
	Carport	1,286	
	Garden	4,173	
	The real property is held under a Government Lease for a term of 75 years renewable for a further term of 75 years commencing on 11 January 1950.		

Notes:

1. The registered owner of the real property is Dragon Joy Development Limited vide Memorial No. 11092202120156 dated 1 September 2011 at a consideration of HK\$500,000,000.
2. The real property is subject to a Mortgage in favour of Top Vast Finance Limited vide Memorial No. 19120200030017 dated 15 November 2019 for all moneys.
3. The real property is situated in Jardine's Lookout. Jardine's Lookout, which is a well-established residential area at the west of Mid-Level East, Hong Kong, comprises mainly luxurious detached houses and high-rise apartments of various designs and ages. Further, the commercial hub of Causeway Bay is within about 10 minutes' driving distance from Jardine's Lookout.

1. RESPONSIBILITY STATEMENT

This Circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Group. 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.

2. DISCLOSURE OF INTERESTS

(i) Interests of Directors and chief executive of the Company

As at the Latest Practicable Date, the interests or short positions of each of the Directors and chief executive of the Company in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning in Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO); (ii) required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code for Securities Transactions by Directors of Listed Companies as set out in Appendix 10 to the Listing Rules (the “**Model Code**”), to be notified to the Company and the Stock Exchange were as follows:

(a) Interest in shares

As at the Latest Practicable Date, none of the Directors and the chief executive had any interests or short positions in any shares of the Company or any of its associated corporations (within the meaning of part XV of the SFO), which had to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO, or which were required, pursuant to Section 352 of the SFO, to be recorded in the register referred to therein, or which were required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

(b) Interest in share options

Name of Director	Date of grant	Adjusted exercise price per Share	Exercisable period	Number of underlying Shares held	Approximate percentage of the Company's issued share capital (Note)
Mr. Nicholas J. Niglio	1 April 2016	HK\$0.4979	1 April 2016 to 31 March 2026	5,118,555	0.26%
Mr. Lin Chuen Chow, Andy	1 April 2016	HK\$0.4979	1 April 2016 to 31 March 2026	5,118,555	0.26%

Note: As at the Latest Practicable Date, the total number of Shares in issue was 1,938,822,690 Shares.

Save as disclosed above, as at the Latest Practicable Date, none of the Directors and chief executive of the Company had any interests or short positions in the shares, underlying shares or debentures of the Company or its associated corporations (within the meaning in Part XV of the SFO) which were (i) required to be notified to the Company and the Stock Exchange pursuant to Divisions 7 and 8 of Part XV of the SFO (including interests and short positions which he was taken or deemed to have under such provisions of SFO); (ii) required, pursuant to Section 352 of the SFO, to be entered in the register referred to therein; or (iii) required, pursuant to the Model Code, to be notified to the Company and the Stock Exchange.

(ii) Interests of substantial Shareholders of the Company

So far as is known to the Directors and chief executive of the Company, as at the Latest Practicable Date, the following persons (other than the Directors or chief executive of the Company) had interests or short positions in the Shares or the underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO:

Name	Capacity and nature of interest	Number of Shares Interested		Approximate percentage of the Company's issued share capital (Note 2)
		Long position	Short position	
Mr. Wong Yau Shing	Beneficial owner	108,000,000	–	5.57%
Faith Mount Limited (Note 1)	Beneficial owner	1,359,187,606	–	70.10%
Ms. Lin Yee Man	Interest of controlled corporation	1,359,187,606	–	70.10%

Note 1: As at the Latest Practicable Date, Faith Mount Limited was wholly-owned by Ms. Lin Yee Man.

Note 2: As at the Latest Practicable Date, the total number of Shares in issue was 1,938,822,690 Shares.

Save as disclosed above and so far as is known to the Directors and chief executive of the Company, as at the Latest Practicable Date, no person (other than the Directors or chief executive of the Company) had any interests or short positions in the Shares or underlying Shares which would fall to be disclosed to the Company and the Stock Exchange under the provisions of Divisions 2 and 3 of Part XV of the SFO, or has, directly or indirectly, interested in 10% or more of the issued voting shares of any other member of the Group.

3. DISCLOSURE OF OTHER INTERESTS OF THE DIRECTORS

(i) Interests in competing interests

As at the Latest Practicable Date, none of the Directors and their respective close associates was considered to have an interest in any business which competes or is likely to compete or have any other conflict of interest, either directly or indirectly, with the business of the Group.

(ii) Interests in contracts or arrangements

As at the Latest Practicable Date, none of the Directors was materially interested, directly or indirectly, in any subsisting contract or arrangement which was significant in relation to the business of the Group.

(iii) Interests in assets

As at the Latest Practicable Date, none of the Directors had any direct or indirect interest in any assets which had been acquired or disposed of by, or leased to, or which were proposed to be acquired or disposed of by, or leased to, any member of the Group since 30 June 2019 (being the date to which the latest published audited consolidated financial statements of the Group were made up).

4. DIRECTORS' SERVICE CONTRACTS

As at the Latest Practicable Date, none of the Directors had entered, or been proposed to enter, into any service contract with the Company or any other member of the Group which is not expiring or may not be terminable by the Group within one year without payment of compensation (other than statutory compensation).

5. MATERIAL CONTRACTS

The following contracts (not being contracts entered into in the ordinary course of business) were entered into by members of the Group within the two years immediately preceding the date of this Circular which are or may be material:

- (i) a subscription agreement dated 14 December 2018 entered into between Divine Glory Global Limited (“**Divine Glory**”) and Dol-Fin Select Investment Fund SPC (“**Fund Company**”) in relation to the subscription of the participating, non-redeemable, non-voting share of par value US\$0.01 in the capital of the Fund Company designated as Class B shares attributable to Dol-Pin Select Investment Fund SP, a segregated portfolio of the Fund Company, by Divine Glory at a total subscription amount of HK\$50,000,000;

- (ii) a sale and purchase agreement dated 26 February 2019 entered into among (i) Top Metro Ventures Limited (a direct wholly-owned subsidiary of the Company) as the purchaser; (ii) Take Billion Holdings Limited and Million Wealth Worldwide Limited as vendors (the “**Vendors**”); and (iii) Ms. Cheung Hei Nga Isabella and Mr. Wang Chi Hung as guarantors to the Vendors in relation to the acquisition of (a) 70% of the issued share capital of Ever Praise Enterprises Limited (“**Ever Praise**”); (b) 70% of all the outstanding indebtedness owing by the Ever Praise to its shareholders as at completion at the aggregate consideration of HK\$455,000,000;
- (iii) the underwriting agreement dated 14 October 2019 and entered into between the Company and Faith Mount Limited in relation to the Open Offer (as amended and supplemented by a letter of extension dated 29 November 2019); and
- (iv) the placing agreement dated 14 October 2019 entered into between the Company and Ferran Securities Limited, a corporation licensed under the SFO to carry out type 1 (dealing in securities) and type 4 (advising on securities) regulated activities, in respect of the Unsubscribed Arrangements (as defined in the Prospectus).

6. CLAIMS AND LITIGATION

As at the Latest Practicable Date, no member of the Group was engaged in any litigation, arbitration or claim of material importance and no litigation, arbitration or claim of material importance was known to the Directors to be pending or threatened against any member of the Group.

7. EXPERT AND CONSENT

The following is the qualification of the expert who has given opinions or advice contained in this Circular:

Name	Qualification
BMI Appraisals Limited	Independent Property Valuer

The above expert has given and has not withdrawn its written consent to the issue of this Circular with the inclusion herein of its report and/or opinion (as the case may be) and references to its name in the form and context in which it appears.

As at the Latest Practicable Date, the above expert did not have any shareholding, directly or indirectly, in any member of the Group or any right or option (whether legally enforceable or not) to subscribe for or to nominate persons to subscribe for any securities in any member of the Group.

As at the Latest Practicable Date, the above expert did not have any direct or indirect interest in any assets which had been, since 30 June 2019, the date to which the latest published audited consolidated financial statements of the Group were made up, acquired or disposed of by, or leased to, or are proposed to be acquired or disposed of by, or leased to, any members of the Group.

The property valuation report prepared by BMI Appraisals Limited is given as of the date of this Circular for incorporation herein.

8. CORPORATE INFORMATION

Registered Office	Room 1807, 18/F West Tower Shun Tak Centre 168–200 Connaught Road Central Hong Kong
Share registrar and transfer office	Computershare Hong Kong Investor Services Limited Room 1712–1716 17th Floor Hopewell Centre 183 Queen’s Road East Wan Chai, Hong Kong
Company Secretary	Mr. Kwok Chee Wai <i>A member of each of the Hong Kong Institute of Certified Public Accountants and The Institute of Chartered Accountants in England and Wales</i>

9. LANGUAGE

The English texts of this Circular and the proxy form shall prevail over their Chinese texts in case of inconsistency.

10. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents will be available for inspection (i) at the registered office of the Company situated at Room 1807, 18/F West Tower, Shun Tak Centre, 168-200 Connaught Road Central, Hong Kong from 9:00 a.m. to 5:30 p.m. on any business day; and (ii) on the website of the Company (www.richgoldman.com.hk) from the date of this Circular up to 14 days thereafter:

- (i) the articles of association of the Company;
- (ii) the annual reports of the Company for the years ended 30 June 2018 and 2019;
- (iii) the written consent referred to in the paragraph headed “Expert and Consent” in this Appendix;
- (iv) the property valuation report as set out in Appendix II to this Circular;
- (v) the material contracts referred to in the paragraph headed “Material contracts” in this Appendix; and
- (vi) all circulars of the Company issued pursuant to the requirements set out in Chapters 14 and/or 14A of the Listing Rules which has been issued since 30 June 2019 and including this Circular.