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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)

DISCLOSURE UNDER RULE 13.18 OF THE LISTING RULES

This announcement is made pursuant to Rule 13.18 of the Listing Rules with respect to the Facility Agreement. The Facility Agreement imposes a specific performance obligation on Ms. Lin Yee Man, the controlling shareholder of the Company.

This announcement is made by Rich Goldman Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.18 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

FACILITY AGREEMENT

The board of directors (the “**Board**”) of the Company announces that on 11 January 2023, Funki Finance Limited (a wholly-owned subsidiary of the Company) as borrower, Ever Praise Enterprises Limited (a wholly-owned subsidiary of the Company) as mortgagor, and the Company as guarantor, entered into a facility agreement (the “**Facility Agreement**”) in respect of uncommitted revolving loan facility limit amounted to HK\$100,000,000 (the “**Loan Facility**”) with a commercial bank as lender (the “**Lender**”). The Loan Facility will mature on 10 January 2026.

SPECIFIC PERFORMANCE OBLIGATION OF THE CONTROLLING SHAREHOLDER

Under the terms of the Facility Agreement, Ms. Lin Yee Man, the controlling shareholder of the Company, shall (directly or indirectly) remain the single largest shareholding interest in the Company.

The Lender reserves its overriding right at any time with immediate effect to cancel or vary the Loan Facility, demand immediate repayment of all outstanding amounts and require provision of immediate cash cover (in the amount notified by the Lender) for any future or contingent liabilities.

As of the date of entering into of the Facility Agreement and the date of this announcement, Ms. Lin Yee Man is beneficially interested in approximately 70.89% of the total issued share capital of the Company.

Due to inadvertent oversight of the Listing Rules, the Group failed to comply with the announcement requirement under Rule 13.18 of the Listing Rules in a timely manner and the continuing disclosure requirements in its interim report 2022/23 under Rule 13.21 of the Listing Rules. In order to prevent reoccurrence of similar incidents in future, the Group will strengthen the coordination and reporting arrangements within the Group in respect of the requirements under Listing Rules and monitor the Group's ongoing compliance with the Listing Rules, and consult professional advisers prior to any proposed transaction or events so as to ensure that the Group could timely comply with the relevant requirements under the Listing Rules.

The Company will make continuing disclosure in its subsequent interim and annual reports pursuant to the requirements of Rule 13.21 of the Listing Rules.

By order of the Board
Rich Goldman Holdings Limited
Lin Yee Man
Chairman

Hong Kong, 15 August 2023

As at the date of this announcement, the Board comprises Ms. Lin Yee Man (Chairman) and Mr. Zhang Yiwei as executive directors; Mr. Nicholas J. Niglio as non-executive director; and Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching as independent non-executive directors.