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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)

PROPOSED ADOPTION OF THE AMENDED AND RESTATED ARTICLES OF ASSOCIATION OF THE COMPANY

This announcement is made by Rich Goldman Holdings Limited (the “**Company**”) pursuant to Rule 13.51(1) of The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

In view of the latest changes to Appendix 3 to the Listing Rules, the board (the “**Board**”) of directors (the “**Directors**”) of the Company proposes to amend the existing amended and restated articles of association (the “**Existing Articles**”) of the Company. The proposed amendments to the Existing Articles (the “**Proposed Amendments**”) set out certain changes pursuant to Appendix 3 to the Listing Rules. In addition, amendments are made to provide flexibility to the Company in relation to the conduct of general meetings and other house-keeping amendments are also incorporated to reflect consequential update changes in conjunction with the Proposed Amendments.

A summary of the major Proposed Amendments is set forth below:

- (i) to allow the Company to conduct hybrid or virtual general meetings where shareholders of the Company (the “**Shareholders**”) may attend in person or via virtual meeting technologies;
- (ii) to provide that the register (the “**Register**”) of members of the Company shall be open for inspection and that the Company may close the Register;
- (iii) to provide that all eligible Shareholders have the right to attend and speak at a general meeting;
- (iv) to clarify that any person appointed by the Directors to fill a casual vacancy on or as an addition to the Board shall hold office only until the next annual general meeting of the Company after his appointment, and shall then be eligible for re-election;

- (v) to clarify the circumstances in which an interested Director may vote and be counted in quorum at a Board meeting following the requirement of the Listing Rules;
- (vi) to clarify the removal of the auditors of the Company shall be made in accordance with the Companies Ordinance;
- (vii) to clarify that the remuneration of auditors must be fixed by the Shareholders by ordinary resolution;
- (viii) to provide that the Company may be wound up voluntarily by special resolution and other means set out in the Companies (Winding Up and Miscellaneous Provisions) Ordinance (Chapter 32 of the laws of Hong Kong);
- (ix) to allow the alteration of any provisions of the Existing Articles by way of a special resolution in a general meeting; and
- (x) any other consequential and housekeeping changes.

The Proposed Amendments were prepared in the English language. In the event of any discrepancy between the English version and the Chinese translation of the Proposed Amendments, the English version shall prevail.

In view of the number of amendments proposed to be made to the Existing Articles, the Board further proposes that the Company adopts a new set of amended and restated articles of association (the “**New Articles**”) incorporating the Proposed Amendments in substitution for, and to the exclusion of, the Existing Articles. The proposed adoption of the New Articles is subject to the approval of the Shareholders by way of a special resolution at the forthcoming annual general meeting of the Company to be held on 30 November 2023 (the “**AGM**”), and will become effective upon the approval by the Shareholders at the AGM.

A circular containing, among other things, details of the Proposed Amendments and the proposed adoption of the New Articles, together with a notice of the AGM will be despatched to the Shareholders in due course.

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

Hong Kong, 28 September 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.