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RICHLY FIELD

RICHLY FIELD CHINA DEVELOPMENT LIMITED

裕田中國發展有限公司

(Incorporated in the Cayman Islands and continued in Bermuda with limited liability)

(Stock Code: 313)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (the “**SGM**”) of Richly Field China Development Limited (the “**Company**”) will be held at 11:00 a.m. on Friday, 1 April 2022 at Unit 1504, 15/F, Tower 2, Metroplaza, No. 223 Hing Fong Road, Kwai Chung, New Territories, Hong Kong for the purpose of considering and, if though fit, passing the following resolutions which will be proposed as ordinary resolutions of the Company. Unless otherwise indicated, capitalised terms used in this notice and the following resolutions shall have the same meanings as those defined in the circular of the Company dated 17 March 2022 (the “**Circular**”) of which the notice convening the SGM forms part.

ORDINARY RESOLUTION

1. “**THAT**

- (a) the Equity Transfer Agreement 1 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any one Director be and is hereby authorised to do such acts and deeds in his/her sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Equity Transfer Agreement 1 and the transactions contemplated thereunder.”

2. **“THAT**

(a) the Equity Transfer Agreement 2 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any one Director be and is hereby authorised to do such acts and deeds in his/her sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Equity Transfer Agreement 2 and the transactions contemplated thereunder.”

3. **“THAT**

(a) the Equity Transfer Agreement 3 and all the transactions contemplated thereunder be and are hereby approved, confirmed and ratified; and

(b) any one Director be and is hereby authorised to do such acts and deeds in his/her sole and absolute discretion and opinion deemed expedient and appropriate to implement and effect the Equity Transfer Agreement 3 and the transactions contemplated thereunder.”

By order of the Board
Richly Field China Development Limited
Li Yi Feng
Chairman and Chief Executive Officer

Hong Kong, 17 March 2022

Notes:

1. Registered shareholders of the Company (“**Shareholders**”) will be able to view and listen to the SGM and submit questions online in accordance with the instructions as stated in the letter sent to the shareholders of the Company. Beneficial owners or CCASS non-registered Shareholders whose Shares are held through banks, brokers, custodians or Hong Kong Securities Clearing Company Limited (“**HKSCC**”) can also view and listen to the SGM and submit questions online. In this regard, they should consult directly with their banks, brokers or custodians (as the case may be) for the necessary arrangements and the personalized login and access code will be sent to them upon receipt of request through their respective bank, broker, custodian or HKSCC. Shareholders of the Company should note that viewing the live streaming webcast of the SGM will not be counted towards quorum nor will they be able to cast their votes online.
2. In order to be valid, you are requested to complete and return the accompanying proxy form to the Hong Kong branch share registrar of the Company, Tricor Secretaries Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong in accordance with the instructions printed thereon as soon as possible and in any event no later than 11:00 a.m. (Hong Kong time) on Wednesday, 30 March 2022, or not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof.
3. The instrument appointing a proxy shall be in writing under the hand of the appointor or of his attorney duly authorised in writing, or if the appointor is a corporation, either under its seal or under the hand of an officer or attorney duly authorised to sign the same.
4. Where there are joint registered holders of any share, any one of such joint holders may vote by proxy, in respect of such shares as if he were solely entitled thereto, but if more than one of such joint holders are present at the SGM by proxy, that one of the said persons so present whose name stands first on the register in respect of such share shall alone be entitled to vote in respect thereof.
5. In order to determine the entitlement to vote at the SGM, the register of members and transfer books of the Company will be closed from Tuesday, 29 March 2022 to Friday, 1 April 2022 (both days inclusive), during which period no transfer of shares of the Company will be registered. In order to qualify to vote at the SGM, all transfers of shares of the Company, accompanied by relevant share certificates must be lodged with the Company’s branch share registrar in Hong Kong, Tricor Secretaries Limited, at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong no later than 4:30 p.m. on Monday, 28 March 2022.
6. The translation into Chinese language of this notice is for reference only. In case of any inconsistency, the English version shall prevail.

7. COVID-19 PANDEMIC SITUATION

The Company will adopt the following special arrangements at the SGM for the purpose of public health and safety:

- (a) The SGM will be held with the minimum number of persons present as is required under the by-laws of the Company to form a quorate meeting, together with a limited number of other attendees to ensure the proper conduct of the meeting. The quorum will be formed by the senior management members and/or senior staff members of the Company who are Shareholders and/or their proxies to maintain an internal grouping and minimise the risks posed by the COVID19 pandemic at the SGM. No other Shareholder, proxy or corporate representative should attend the SGM in person in light of the continuing risks posed by the COVID-19 pandemic. Any other person who attempts to do so will be excluded and will **NOT** be permitted entry to the venue of the SGM.
- (b) There will be no distribution of gifts and no refreshments will be served at the SGM.
- (c) All resolutions at the SGM will be decided on a poll. Shareholders will still be able to vote by doing so in advance of the SGM by proxy. If a Shareholder (other than those who are required to attend the SGM physically to form a quorate meeting) wishes to vote on any resolution at the SGM, he/she/it must appoint the Chairman of the SGM as his/her/its proxy to exercise his/her/its right to vote at the SGM in accordance with his/her/its instructions.
- (d) Shareholders can view and listen to the SGM through online access by visiting the Tricor e-Meeting System. Shareholders participating in the SGM using the Tricor e-Meeting System will also submit questions through the Tricor e-Meeting System. The Tricor e-Meeting System will be opened for Shareholders to log in approximately 30 minutes prior to the commencement of the SGM and can be accessed from any location with internet connection by a smart phone, tablet device or computer.
- (e) Shareholders attending the SGM using the Tricor e-Meeting System will be able to submit questions relevant to the Company's proposed resolution online during the SGM.
- (f) For the health and safety of SGM attendees, Shareholders, proxies or corporate representatives (other than those who are required to attend the SGM physically to form a quorate meeting) will **NOT** be able to attend in person but may view and listen to the SGM and submit questions online. Registered shareholders are requested to provide a valid email address to receive the login and access code to view a live streaming webcast of the SGM and submit online questions to us on the Tricor e-Meeting System. To vote at the SGM, you should complete and return the proxy form, appointing the chairman of the SGM as your proxy or alternative proxy.

8. Due to the constantly evolving COVID-19 pandemic situation in Hong Kong, the Company may be required to change the SGM arrangements at short notice. Shareholders should check the latest policies and notices announced by the Hong Kong Government, the Company's website (www.richlyfieldchinagroup.com) and the website of the Stock Exchange (www.hkexnews.hk) for future announcements and update on the SGM arrangement.

As at the date of this notice, the Board comprises two executive directors, namely Mr. Li Yi Feng (Chairman and Chief Executive Officer) and Mr. Chen Wei (Vice President), and three independent non-executive directors, namely Ms. Hsu Wai Man Helen, Mr. Wong Chi Hong William and Mr. Xu Jinghong.