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## THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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**If you are in any doubt** as to any aspect of this circular or as to the action to be taken, you should consult your stockbroker or other licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

**If you have sold or transferred** all your shares in **Richly Field China Development Limited**, you should at once hand this circular and the accompanying proxy form and reply slip to the purchaser or the transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this circular, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this circular.

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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)**

- (1) PROPOSED SHARE CONSOLIDATION;**
- (2) PROPOSED CHANGE IN BOARD LOT SIZE; AND**
- (3) NOTICE OF THE SPECIAL GENERAL MEETING**

**Financial adviser to the Company**



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Capitalised terms used in this cover page shall have the same meanings as those defined in this circular.

The notice convening the virtual SGM to be held on Wednesday, 15 January 2025 at 11:00 a.m. by way of electronic means via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk> is set out in this circular.

A form of proxy for use at the SGM is enclosed with this circular. Whether or not you propose to attend the SGM, you are requested to complete the accompanying form of proxy for use at the SGM in accordance with the instructions printed thereon and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong as soon as possible but in any event not less than 48 hours before the time appointed for holding the SGM or any adjournment thereof (as the case may be). Completion and returning of the form of proxy will not preclude you from attending and voting in person at the SGM or any adjournment thereof if you so desire.

31 December 2024

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## DEFINITIONS

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*In this circular, the following expressions shall have the meanings set out below unless the context requires otherwise:*

|                                |  |
|--------------------------------|--|
| “Board”                        | the board of Directors;  |
| “CCASS”                        | the Central Clearing and Settlement System established and operated by HKSCC;  |
| “CCASS Operational Procedures” | the Operational Procedures of HKSCC in relation to CCASS, containing the practices, procedures and administrative requirements relating to operations and functions of CCASS, as may be amended or modified from time to time; |
| “Change in Board Lot Size”     | the proposed change in board lot size of the Shares for trading on the Stock Exchange from 50,000 Existing Shares to 25,000 Consolidated Shares upon Share Consolidation becoming effective;                                   |
| “Company”                      | Richly Field China Development Limited, a company incorporated in the Cayman Islands and continued in Bermuda with limited liability and its shares are listed on the Main Board of the Stock Exchange (stock code: 313);      |
| “Consolidated Share(s)”        | ordinary share(s) of par value of HK\$1.00 each in the share capital of the Company upon the Share Consolidation becoming effective;   |
| “Director(s)”                  | the director(s) of the Company;  |
| “Existing Share(s)”            | issued and unissued ordinary share(s) of par value HK\$0.05 each in the share capital of the Company before the Share Consolidation becoming effective;  |
| “General Rules of CCASS”       | the terms and conditions regulating the use of CCASS, as may be amended or modified from time to time and where the context so permits, shall include the CCASS Operational Procedures;  |
| “Group”                        | the Company and its subsidiaries;  |

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## DEFINITIONS

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|---------------------------|--|
| “HK\$”                    | Hong Kong dollars, the lawful currency of Hong Kong;   |
| “HKSCC”                   | Hong Kong Securities Clearing Company Limited;   |
| “Hong Kong”               | the Hong Kong Special Administrative Region of the Republic of China;  |
| “Latest Practicable Date” | 27 December 2024, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular;                   |
| “Listing Rules”           | The Rules Governing the Listing of Securities on the Stock Exchange;   |
| “SGM”                     | the special general meeting of the Company to be convened and held for the purpose of considering and, if thought fit, approving the proposed Share Consolidation;                           |
| “Share Consolidation”     | the proposed consolidation of every twenty (20) issued and unissued Existing Shares in the share capital of the Company into one (1) Consolidated Share in the share capital of the Company; |
| “Share(s)”                | the Existing Share(s) and/or the Consolidated Share(s), as the case may be;  |
| “Shareholder(s)”          | holder(s) of the issued Shares;  |
| “Stock Exchange”          | The Stock Exchange of Hong Kong Limited  |

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## EXPECTED TIMETABLE

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*The expected timetable for the implementation of the Share Consolidation and the Change in Board Lot Size is set out below.*

Latest time for lodging transfers of shares in order to  
qualify for attendance and voting at the SGM . . . . . 4:30 p.m. on Wednesday,  
8 January 2025

Closure of the register of members for determining  
the entitlements to attend and vote at the SGM  
(both days inclusive) . . . . . Thursday, 9 January 2025 to  
Wednesday, 15 January 2025

Latest time for lodging forms of proxy for the SGM . . . . . 11:00 a.m. on Monday,  
13 January 2025

Date and time of the SGM . . . . . 11:00 a.m. on Wednesday,  
15 January 2025

Publication of the announcement of the results  
of the SGM. . . . . Wednesday, 15 January 2025

**The following events are conditional on the fulfillment of the conditions for the implementation of the Share Consolidation and the Change in Board Lot Size as set out in this circular. Subject to the above, the following timetable, including but not limited to, the effective date of the Share Consolidation, will remain unchanged even if that day is a severe weather trading day.**

Effective date of the Share Consolidation. . . . . Friday, 17 January 2025

First day of free exchange of existing share certificates  
for new share certificates for Consolidated Shares . . . . . Friday, 17 January 2025

Dealing in the Consolidated Shares commences. . . . . 9:00 a.m. on Friday,  
17 January 2025

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## EXPECTED TIMETABLE

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Original counter for trading in the Existing Shares  
in board lots of 50,000 Existing Shares  
(in the form of existing share certificates)  
temporarily closes . . . . . 9:00 a.m. on Friday,  
17 January 2025

Temporary counter for trading in the Consolidated Shares  
in board lots of 2,500 Consolidated Shares  
(in the form of existing share certificates) opens . . . . . 9:00 a.m. on Friday,  
17 January 2025

Original counter for trading in the Consolidated Shares  
in board lots of 25,000 Consolidated Shares  
(in the form of new share certificates for  
the Consolidated Shares) re-opens . . . . . 9:00 a.m. on Wednesday,  
5 February 2025

Parallel trading in the Consolidated Shares  
(in the form of new share certificates for  
the Consolidated Shares and  
existing share certificates) commence . . . . . 9:00 a.m. on Wednesday,  
5 February 2025

Designated broker starts to stand in the market to provide  
matching services for odd lots of the Consolidated Shares . . . . . 9:00 a.m. on Wednesday,  
5 February 2025

Designated broker ceases to stand in the market to provide  
matching services for odd lots of the Consolidated Shares . . . . . 4:00 p.m. on Tuesday,  
25 February 2025

Temporary counter for trading in the Consolidated Shares  
in board lots of 2,500 Consolidated Shares  
(in the form of existing share certificates) closes . . . . . 4:10 p.m. on Tuesday,  
25 February 2025

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## EXPECTED TIMETABLE

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Parallel trading in the Consolidated Shares

(in the form of new share certificates for  
the Consolidated Shares and

existing share certificates) ends . . . . . 4:10 p.m. on Tuesday,  
25 February 2025

Last day for free exchange of existing share certificates

for new share certificates for the Consolidated Shares . . . . . Thursday, 27 February 2025

*The expected timetable set out above is subject to the results of the SGM and the fulfilment of the conditions to the Share Consolidation and is therefore for indicative purpose only. All times and dates in this circular refer to Hong Kong local times and dates. Any changes to the expected timetable will be announced in a separate announcement by the Company as and when appropriate.*

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## LETTER TO THE BOARD

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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)**

The Board of Directors:

*Executive Directors:*

Mr. Li Yi Feng

Mr. Chen Wei

*Independent Non-executive Directors:*

Ms. Hsu Wai Man Helen

Mr. Wong Chi Hong William

Mr. Xu Jinghong

*Registered office:*

Victoria Place, 5th Floor

31 Victoria Street

Hamilton HM 10

Bermuda

*Principle place of business*

*in Hong Kong:*

Unit 1504, 15/F

Tower 2, Metroplaza

No. 223 Hing Fong Road

Kwai Chung, New Territories

Hong Kong

31 December 2024

*To the Shareholders*

Dear Sir or Madam,

**(1) PROPOSED SHARE CONSOLIDATION;  
(2) PROPOSED CHANGE IN BOARD LOT SIZE; AND  
(3) NOTICE OF THE SPECIAL GENERAL MEETING**

### INTRODUCTION

Reference is made to the announcement of the Company dated 13 December 2024 in relation to, among other matters, the proposed Share Consolidation and the proposed Change in Board Lot Size. The purpose of this circular is to provide you with details of the proposed Share Consolidation and the proposed Change in Board Lot Size as well as to give you the notice of the SGM to be convened.



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## LETTER TO THE BOARD

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### PROPOSED SHARE CONSOLIDATION

The Board proposes to implement the Share Consolidation on the basis that every twenty (20) issued and unissued Existing Shares be consolidated into one (1) Consolidated Share and to round down the number of Consolidated Shares in the issued share capital of the Company to the nearest whole number by disregarding each and every fractional Consolidated Share which would otherwise arise therefrom.

### Effects of the Share Consolidation

As at the Latest Practicable Date, the authorised share capital of the Company is HK\$2,000,000,000 divided into 40,000,000,000 Shares of par value of HK\$0.05 each, and there are 23,336,687,255 Existing Shares in issue which are fully paid or credited as fully paid. Upon the Share Consolidation becoming effective and assuming that no Existing Shares are issued or bought back from the Latest Practicable Date until the effective date of the Share Consolidation, not more than 1,166,834,362 Consolidated Shares will be in issue. The authorised share capital of the Company will remain at HK\$2,000,000,000 but will be divided into 2,000,000,000 Consolidated Shares of par value of HK\$1.00 each. Upon the Share Consolidation becoming effective, the Consolidated Shares shall rank pari passu in all respects with each other, and the Share Consolidation will not result in any change in the relative rights of the Shareholders.

### Conditions of the Share Consolidation

The implementation of the Share Consolidation is conditional upon:

- I. the passing of an ordinary resolution by the Shareholders at the SGM to approve the Share Consolidation;
- II. the Stock Exchange granting the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective; and
- III. the compliance with the relevant procedures and requirements under the laws of Bermuda (where applicable) and the obtaining of all necessary approvals from the regulatory authorities or otherwise as may be required in respect of the Share Consolidation, if any.

As at the Latest Practicable Date, none of the conditions above had been fulfilled.

Subject to the fulfilment of the conditions of the Share Consolidation, the effective date of the Share Consolidation is expected to be on Friday, 17 January 2025.

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## LETTER TO THE BOARD

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### **Listing Application**

An application will be made by the Company to the Stock Exchange for the listing of, and permission to deal in, the Consolidated Shares in issue and to be issued upon the Share Consolidation becoming effective.

Subject to the granting of the listing of, and permission to deal in, the Consolidated Shares on the Stock Exchange, as well as compliance with the stock admission requirements of the HKSCC, the Consolidated Shares will be accepted as eligible securities by HKSCC for deposit, clearance and settlement in CCASS with effect from the commencement date of dealings in the Consolidated Shares on the Stock Exchange or such other date as determined by HKSCC. Settlement of transactions between participants of the Stock Exchange on any trading day is required to take place in CCASS on the second settlement day thereafter. All activities under CCASS are subject to the General Rules of CCASS and CCASS Operational Procedures in effect from time to time. All necessary arrangements will be made for the Consolidated Shares to be admitted into CCASS established and operated by HKSCC.

As at the Latest Practicable Date, none of the Existing Shares or any debt securities of the Company are listed or dealt in on any other stock exchange other than the Stock Exchange, and at the time the Share Consolidation becomes effective, the Consolidated Shares in issue will not be listed or dealt in on any stock exchange other than the Stock Exchange, and no such listing or permission to deal is being or is proposed to be sought.

### **PROPOSED CHANGE IN BOARD LOT SIZE**

The Existing Shares are currently traded on the Stock Exchange in board lot size of 50,000 Existing Shares. The Board proposes to change the board lot size for trading from 50,000 Existing Shares to 25,000 Consolidated Shares per board lot upon the Share Consolidation becoming effective. Based on the closing price of HK\$0.01 per Existing Share (equivalent to the theoretical closing price of HK\$0.2 per Consolidated Share) as at the Latest Practicable Date, (i) the value per board lot of 50,000 Existing Shares is HK\$500; (ii) the value of each board lot of 50,000 Consolidated Shares would be HK\$10,000 assuming the Share Consolidation becoming effective; and (iii) the estimated value per board lot of 25,000 Consolidated Shares would be HK\$5,000 on the assumption that the Change in Board Lot Size had also become effective.

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## LETTER TO THE BOARD

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### REASONS FOR THE SHARE CONSOLIDATION AND THE CHANGE IN BOARD LOT SIZE

Pursuant to Rule 13.64 of the Listing Rules, where the market price of the securities of an issuer approaches the extremities of HK\$0.01 or HK\$9,995.00, the Stock Exchange reserves the right to require the issuer either to change the trading method or to proceed with a consolidation or splitting of its securities. Further, the “Guide on Trading Arrangements for Selected Types of Corporate Actions” issued by Hong Kong Exchanges and Clearing Limited on 28 November 2008 and last updated in September 2024 (the “**Guide**”) mentions that (i) any trading price less than HK\$0.10 will be considered as approaching the extremities as referred to under Rule 13.64 of the Listing Rules; and (ii) taking into account the minimum transaction costs for a securities trade, the expected board lot value should be greater than HK\$2,000.

The closing share price of the Existing Shares of the Company as at the Latest Practicable Date was HK\$0.01 per Share, while the average closing prices were approximately HK\$0.0103 and HK\$0.0108 per Share based on the daily closing prices quoted on the Stock Exchange for the 30 and 60 trading days prior to the Latest Practicable Date (including the Latest Practicable Date). Based on the closing price of the Existing Shares as at the Latest Practicable Date, the value of one board lot of Existing Shares is HK\$500. In view of the prevailing trading prices of the Existing Shares, the Board proposes to implement the Share Consolidation and the Change in Board Lot Size. It is expected that the proposed Share Consolidation, together with the Change in Board Lot Size, would bring about a corresponding upward adjustment in the trading price of the Consolidated Shares on the Stock Exchange and to increase the value of each board lot of the Consolidated Shares, enabling the Company to comply with the trading requirements under the Listing Rules. Based on the closing price of HK\$0.01 per Existing Share (equivalent to HK\$0.2 per Consolidated Share) as quoted on the Stock Exchange as at the Latest Practicable Date, the expected market value of each board lot of 25,000 Consolidated Shares, assuming the Share Consolidation and Change in Board Lot Size had become effective, would be HK\$5,000, which is greater than HK\$2,000 and therefore complies with the requirements as set out in the Guide.

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## LETTER TO THE BOARD

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As at the Latest Practicable Date, the Company has no intention to carry out other corporate actions in the next 12 months which may have an effect of undermining or negating the intended purpose of the Share Consolidation, and the Company does not have any concrete plan to conduct any fund raising activities in the next 12 months. However, the Board cannot rule out the possibility that the Company will conduct debt and/or equity fund raising exercises when suitable fund raising opportunities arise in order to support future development of the Group. The Company will make further announcement in this regard in accordance with the Listing Rules as and when appropriate. Other than the expenses to be incurred in relation to the Share Consolidation and the Change in Board Lot Size, the implementation thereof will not alter the underlying assets, business operations, management or financial position of the Company or the proportionate interests or rights of the Shareholders, save for any fractional Consolidated Shares will not be allocated to the Shareholders who may otherwise be entitled. The Directors are of the view that the Share Consolidation and the Change in Board Lot Size will not have any material adverse effect on the financial position of the Group and are in the interest of the Company and the Shareholders as a whole.

In view of the above, the Board considers that the Share Consolidation and the Change in Board Lot Size are fair and reasonable and in the interests of the Company and the Shareholders as a whole.

### **OTHER ARRANGEMENTS**

#### **Entitlement to fractional Consolidated Shares**

Fractional Consolidated Shares (if any) arising from the Share Consolidation will be disregarded and will not be issued to the Shareholders but all such fractional Consolidated Shares will be aggregated and, if possible, sold and retained for the benefit of the Company. Fractional Consolidated Shares will only arise in respect of the entire shareholding of a holder of the Existing Shares regardless of the number of share certificates held by such holder.

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## LETTER TO THE BOARD

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### **Arrangement on odd lot trading**

In order to facilitate the trading of odd lots (if any) of the Consolidated Shares arising from the Share Consolidation, the Company has appointed Grand China Securities Limited as an agent to provide matching services, on a best-efforts basis, to those Shareholders who wish to acquire odd lots of the Consolidated Shares to make up a full board lot, or to disposal of their holding of odd lots of the Consolidated Shares from 9:00 a.m. on Wednesday, 5 February 2025 to 4:00 p.m. on Tuesday, 25 February 2025. Shareholders who wish to take advantage of this service should contact the dealing department at Room 503, 5/F, Loke Yew Building, 50-52 Queen's Road Central, Hong Kong or at telephone number: (852) 3979 6718 during office hours (i.e. 9:00 a.m. to 6:00 p.m.) of such period.

**Holders of odd lots of the Consolidated Shares should note that the matching of the sale and purchase of odd lots of the Consolidated Shares is not guaranteed. Shareholders who are in any doubt about the odd lots matching arrangement are recommended to consult their own professional advisers.**

### **Exchange of certificates for Consolidated Shares**

Subject to the Share Consolidation becoming effective, which is currently expected to be Friday, 17 January 2025, Shareholders may on or after Friday, 17 January 2025 and until Thursday, 27 February 2025 (both days inclusive), submit their existing share certificates in Grey colour for the Existing Shares to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong, during business hours, in exchange for new share certificates in Yellow colour for the Consolidated Shares at the expense of the Company.

Shareholders should note that after the prescribed time for free exchange of new share certificates, a fee of HK\$2.5 per share certificate (or such higher amount as may from time to time be allowed by the Stock Exchange) will be payable by the Shareholders to the branch share registrar in Hong Kong for exchange of new share certificates.

After 4:10 p.m. on Tuesday, 25 February 2025, trading will only be in Consolidated Shares which share certificates will be issued in Yellow colour. Existing share certificates in Grey colour for the Existing Shares will cease to be valid for delivery, trading and settlement purposes, but will remain valid and effective as documents of title.

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## LETTER TO THE BOARD

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### SGM

The Company will conduct a virtual SGM using Tricor e-Meeting System, which allows Shareholders to participate the SGM online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the SGM via their mobile phones, tablet or computers. The live broadcast option can also broaden the reach of the SGM to the Shareholders who are unable to attend in person. For online voting at the SGM, Shareholders can refer to the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed on the Company's notification letter to be sent to the registered shareholders on Wednesday, 8 January 2025 by post) for details. If you have any queries on the above, please contact the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

A notice convening the SGM is set out on pages 14 to 15 of this circular. A form of proxy for the SGM is enclosed with this circular. Whether or not you intend to be present at the SGM, you are advised to complete the form of proxy and return it to the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong in accordance with the instructions printed thereon not less than 48 hours before the time scheduled for the SGM or any adjournment thereof. The completion and return of a form of proxy will not preclude you from attending and voting at the SGM in person or any adjourned meeting should you so wish, and in such case, the form of proxy submitted by you shall be deemed to be revoked.

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder has any material interest in the Share Consolidation and therefore, no Shareholder will be required to abstain from voting on the resolution to approve the Share Consolidation at the SGM.

### CLOSURE OF REGISTER OF MEMBERS

The register of members of the Company will be closed for the purpose of holding the SGM from Thursday, 9 January 2025 to Wednesday, 15 January 2025 both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company's Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 8 January 2025.

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## LETTER TO THE BOARD

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### 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 Company. 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.

### RECOMMENDATION

The Directors consider that the proposed Share Consolidation is in the interests of the Company and the Shareholders as a whole and recommend the Shareholders to vote in favour of the resolution approving the Share Consolidation to be proposed at the SGM.

### WARNING

**Shareholders should take note that the Share Consolidation is conditional upon the fulfilment of certain conditions and the Change in Board Lot Size is conditional upon the Share Consolidation becoming effective. Therefore, the Share Consolidation and the Change in Board Lot Size may or may not proceed. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company, and if they are in any doubt about their position, they should consult their professional advisers.**

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

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## NOTICE OF THE SPECIAL GENERAL MEETING

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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 THE SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the special general meeting of Richly Field China Development Limited (the “**Company**”) will be held on Wednesday, 15 January 2025 at 11:00 a.m. by way of electronic means via the Tricor e-Meeting System at <https://spot-emeeting.tricor.hk> for the following purposes:

### ORDINARY RESOLUTION

1. “**THAT** subject to the satisfaction of the conditions set out in the Letter from the Board under the heading “Conditions of the Share Consolidation” in the circular of the Company dated 31 December 2024, with effect from the second business day immediately following the date on which this resolution is passed:
  - (a) every twenty (20) issued and unissued ordinary shares with a par value of HK\$0.05 each in the existing share capital of the Company be consolidated into one (1) ordinary share with a par value of HK\$1.00 each (the “**Consolidated Shares**”) (the “**Share Consolidation**”), such Consolidated Shares shall rank pari passu in all respects with each other, and the Share Consolidation will not result in any change in the relative rights of the Shareholders;
  - (b) all fractional Consolidated Shares resulting from the Share Consolidation will be disregarded and will not be issued to holders of the same but all such fractional Consolidated Shares will be aggregated and, if possible, sold for the benefit of the Company in such manner and on such terms as the directors of the Company (the “**Directors**”) may think fit; and



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## NOTICE OF THE SPECIAL GENERAL MEETING

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- (c) the Directors be and are hereby authorised to issue new share certificates in respect of the Consolidated Shares and to do all such acts and things and to sign and execute all such documents, including under seal where applicable, and deliver all such documents, instruments and agreements, on behalf of the Company, as they shall, in their absolute discretion, consider necessary, desirable or expedient to implement and give effect to any or all of the foregoing.”

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

Hong Kong, 31 December 2024

*Notes:*

- (1) A member entitled to attend and vote at the SGM is entitled to appoint one or more (if he/she/it holds more than one share) proxies to attend and vote instead of him/her/its. A proxy need not be a member of the Company. If more than one proxy is appointed, the appointment shall specify the number and class of shares in respect of which each such proxy is so appointed. In order to be valid, the form of proxy must be deposited at the Company’s Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong together with any power of attorney or other authority, if any, under which it is signed, or a certified copy of that power or authority, not less than 48 hours before the time appointed for holding the SGM (i.e. not later than 11:00 a.m. on Monday, 13 January 2025) or any adjournment thereof.
- (2) The register of members of the Company will be closed for the purpose of holding the SGM from Thursday, 9 January 2025 to Wednesday, 15 January 2025 (both days inclusive), during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the SGM, all transfers of shares accompanied by the relevant share certificates must be lodged with the Company’s Hong Kong branch share registrar and transfer office, Tricor Secretaries Limited at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong for registration no later than 4:30 p.m. on Wednesday, 8 January 2025. Shareholders whose names appear on the register of members of the Company on Wednesday, 15 January 2025 will be entitled to attend and vote at the SGM.
- (3) The instrument appointing a proxy shall be in writing under the hand of the appointer or his/her/its attorney duly authorised in writing or, if the appointer is a corporation, either under its common seal or under the hand of an officer or attorney or other person duly authorised.
- (4) Delivery of the form of proxy will not preclude a member from attending and voting in person at the SGM and in such event, the form of proxy shall be deemed to be revoked.
- (5) In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.

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## NOTICE OF THE SPECIAL GENERAL MEETING

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- (6) The Company will conduct a virtual Special General Meeting using Tricor e-Meeting System, which allows Shareholders to participate the Special General Meeting online in a convenient and efficient way from anywhere with an internet connection. Shareholders will be able to view the live video broadcast and participate in voting and submit questions in written form to the Special General Meeting via their mobile phones, tablet, or computers. The live broadcast option can also broaden the reach of the Special General Meeting to Shareholders who are unable to attend in person.
- (7) For online voting at the Special General Meeting, Shareholders can refer to the Online Meeting User Guide (by visiting the hyperlink or scanning the QR code as printed on the Company's notification letter to be sent to the registered shareholders on Wednesday, 8 January 2025 by post) for details. If you have any queries on the above, please contact the Company's branch share registrar in Hong Kong, Tricor Secretaries Limited, via their hotline at (852) 2975 0928 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

*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.*