THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

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 registered dealer 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 form of proxy to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or the 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)

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (2) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND (3) NOTICE OF ANNUAL GENERAL MEETING

A notice convening the AGM of the Company to be held at meeting room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 28 November 2025 at 11:00 a.m. is set out on pages 12 to 17 of this circular. A form of proxy for use at the AGM is also enclosed herewith. Such form of proxy is also published on the websites of The Stock Exchange of Hong Kong Limited at https://www.hkexnews.hk and of the Company at https://www.richgoldman.com.hk. Whether or not you intend to attend the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the AGM or any adjournment thereof (as the case may be). **Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish. In the event you attend the AGM after having lodged the form of proxy, it shall be deemed to be revoked.**

31 October 2025

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

"AGM"	the annual general meeting of the Company to be held at meeting room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 28 November 2025 at 11:00 a.m.;
"AGM Notice"	the notice convening the AGM as set out on pages 12 to 17 of this circular;
"Articles"	the articles of association of the Company as amended from time to time by resolution of the Shareholders;
"Board"	the board of Directors or a duly authorised committee thereof;
"CCASS"	the Central Clearing and Settlement System established and operated by Hong Kong Securities Clearing Company Limited;
"close associate(s)"	shall have the meaning ascribed to it under the Listing Rules;
"Company"	Rich Goldman Holdings Limited, a company incorporated in Hong Kong with limited liability, the issued shares of which are listed on the Main Board of the Stock Exchange;
"core connected person(s)"	shall have the meaning ascribed to it under the Listing Rules;
"Director(s)"	the director(s) of the Company;
"Group"	the Company and its subsidiaries from time to time;
"Hong Kong"	the Hong Kong Special Administrative Region of the PRC;
"HK$"	Hong Kong dollars, the lawful currency of Hong Kong;
"Issue Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution for approving such general mandate;
"Latest Practicable Date"	24 October 2025, being the latest practicable date prior to the printing of this circular for ascertaining certain information contained herein;

"Listing Rules"	the Rules Governing the Listing of Securities on the Stock Exchange, as amended, supplemented and/or otherwise modified from time to time;
"PRC"	the People's Republic of China which, for the purpose of this circular, shall exclude Hong Kong, Macau Special Administrative Region and Taiwan, unless otherwise specified;
"Repurchase Mandate"	the general and unconditional mandate proposed to be granted to the Directors at the AGM to exercise all powers of the Company to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding Treasury Shares) as at the date of passing of the relevant resolution for approving such general mandate;
"SFO"	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong), as amended, supplemented and/or otherwise modified from time to time;
"Share(s)"	ordinary share(s) in the share capital of the Company;
"Shareholder(s)"	holder(s) of the Share(s);
"Stock Exchange"	The Stock Exchange of Hong Kong Limited;
"Takeovers Code"	the Hong Kong Code on Takeovers and Mergers and Share Buy-backs, as amended, supplemented and/or otherwise modified from time to time;
"Treasury Shares"	has the meaning ascribed to it under the Listing Rules and as amended from time to time; and
"%"	per cent.

金粵控股有限公司
Rich Goldman Holdings Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00070)

Executive Directors:
Ms. Lin Yee Man *(Chairman)*
Ms. Yu Huan

Independent non-executive Directors:
Mr. Cheung Yat Hung, Alton
Mr. Yue Fu Wing
Ms. Yeung Hoi Ching

Registered Office:
Room 1807, 18/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

31 October 2025

To the Shareholders

Dear Sir or Madam,

(1) PROPOSED RE-ELECTION OF RETIRING DIRECTORS; (2) PROPOSED GENERAL MANDATES TO ISSUE AND REPURCHASE SHARES; AND (3) NOTICE OF ANNUAL GENERAL MEETING

1. INTRODUCTION

The purpose of this circular is to provide the Shareholders with the AGM Notice and information regarding the resolutions to be proposed at the AGM relating to (i) the re-election of retiring Directors at the AGM; (ii) the grant of the Issue Mandate and the Repurchase Mandate; and (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate.

2. RE-ELECTION OF RETIRING DIRECTORS

In accordance with articles 79 and 80 of the Articles, at each annual general meeting, one-third of the Directors for the time being (or, if their number is not a multiple of three, the number nearest to but not less than one third) shall retire from office by rotation, provided that every Director shall be subject to retirement from office by rotation at least once every three years. A retiring Director shall be eligible for re-election. Moreover, pursuant to Appendix C1 to the Listing Rules, if an independent non-executive director has served for more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders. Accordingly, Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching shall retire from office by rotation at the AGM and, being eligible, offer themselves for re-election at the AGM.

Pursuant to article 84 of the Articles, any Director appointed by the Board to fill a casual vacancy or as an addition to the Board, shall hold office only until the first annual general meeting of the Company after his appointment and shall then be eligible for re-election. Accordingly, Ms. Yu Huan shall retire from office at the AGM and, being eligible, offer herself for re-election at the AGM.

Pursuant to Rule 13.74 of the Listing Rules, a listed issuer shall disclose the details required under Rule 13.51(2) of the Listing Rules of any directors proposed to be re-elected or proposed new director in the notice or accompanying circular to its shareholders of the relevant general meeting, if such re-election or appointment is subject to shareholders' approval at that relevant general meeting (including, but not limited to, an annual general meeting). The biographical details of Ms. Yu Huan, Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching, the Directors who are proposed to be re-elected at the AGM, are set out in Appendix I to this circular.

3. GRANT OF ISSUE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 29 November 2024, the Directors were granted a general mandate (i) to allot, issue and otherwise deal with additional Shares not exceeding 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at that date; and (ii) to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at that date. Such mandates will expire at the conclusion of the AGM. To facilitate future allotment and issue of Shares by the Directors on behalf of the Company, the Board will seek the approval of the Shareholders for the renewal of such mandates at the AGM.

As at the Latest Practicable Date, a total of 1,938,822,690 Shares were in issue. Subject to the passing of the proposed resolution to approve the Issue Mandate at the AGM and on the basis that no Shares are allotted, issued or repurchased by the Company between the period from the Latest Practicable Date to the date of the AGM, the Directors will be allowed under the Issue Mandate to allot, issue and otherwise deal with a maximum of 387,764,538 new Shares, representing 20% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of passing of the resolution, during the period in which the Issue Mandate remains in force.

At the AGM, an ordinary resolution will also be proposed to grant to the Directors the Repurchase Mandate to repurchase Shares not exceeding 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of passing of the resolution.

Each of the Issue Mandate and the Repurchase Mandate, if granted, will be effective until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the Articles or any applicable laws of Hong Kong; or

(iii) the passing of an ordinary resolution of the Shareholders in a general meeting revoking or varying the authority given to the Directors under such resolutions.

Pursuant to the Listing Rules, the Company is required to give to the Shareholders all information which is reasonably necessary to enable the Shareholders to make an informed decision on whether to vote for or against the resolution in respect of the Repurchase Mandate at the AGM. An explanatory statement for such purpose is set out in Appendix II to this circular.

4. EXTENSION OF ISSUE MANDATE

Subject to the passing of the ordinary resolutions to grant the Issue Mandate and the Repurchase Mandate, a resolution authorising the extension of the Issue Mandate to include the aggregate nominal amount of the Shares repurchased by the Company under the Repurchase Mandate will be proposed at the AGM, provided that such extended amount shall not exceed 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of passing of the resolution for approving the Issue Mandate.

5. ANNUAL GENERAL MEETING

The AGM Notice is set out on pages 12 to 17 of this circular. At the AGM, resolutions will be proposed to consider and, if thought fit, (i) the re-election of retiring Directors, (ii) the grant of the Issue Mandate and the Repurchase Mandate, (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and (iv) the proposed re-appointment of auditor of the Company.

A form of proxy for use by the Shareholders at the AGM is enclosed with this circular. Whether or not you are able to attend and vote at the AGM, you are requested to complete and return the enclosed form of proxy in accordance with the instructions printed thereon to the office of the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong, as soon as possible but in any event not less than 48 hours before the time appointed for holding the AGM or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the AGM or any adjournment thereof (as the case may be) should you so wish. In the event that you attend the AGM after having lodged the form of proxy, it will be deemed to have been revoked.

Pursuant to the Listing Rules, all votes of the Shareholders at a general meeting must be taken by poll and the Company shall announce the results of the poll in the manner prescribed under the Listing Rules.

6. RECOMMENDATION

The Board is pleased to recommend the re-election of the retiring Directors at the AGM whose biographical details are set out in Appendix I to this circular. The Board also considers that the proposed resolutions set out in the AGM Notice, including without limitation, regarding (i) the re-election of retiring Directors, (ii) the grant of the Issue Mandate and the Repurchase Mandate, (iii) the extension of the Issue Mandate by adding to it the number of Shares repurchased by the Company under the Repurchase Mandate, and (iv) the re-appointment of auditor of the Company, as set out respectively in the AGM Notice are all in the best interests of the Company and the Shareholders as a whole. Accordingly, the Board recommends the Shareholders to vote in favour of all such resolutions to be proposed at the AGM.

7. 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.

8. GENERAL INFORMATION

Your attention is drawn to the additional information set out in the Appendices to this circular. The English version of this circular shall prevail in case of any inconsistency.

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

The biographical details of the Directors who will retire from office at the AGM and, being eligible, offer themselves for re-election at the AGM, are set out below:

EXECUTIVE DIRECTOR

Ms. Yu Huan, aged 43, was appointed as an executive Director of the Company on 30 May 2025. She graduated from Henan Province Higher Professional School of Finance and Taxation. She has been appointed as the General Manager and Supervisor of a subsidiary of the Company in the People's Republic of China which was acquired by the Company in September 2021. She has 14 years of extensive experience in the fields of property leasing, corporate management, investment and credit. Prior to joining the Company, she has been holding managerial positions in various corporations.

Ms. Yu Huan is entitled to annual remuneration of HK$650,000, representing her full remuneration from all positions within the Group, which is determined based on her performance, experience, duties and responsibilities as well as the prevailing market conditions. Her emolument is subject to review by the Board and the remuneration committee of the Company from time to time.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Ms. Yu Huan as an executive Director or any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

INDEPENDENT NON-EXECUTIVE DIRECTORS

Mr. Cheung Yat Hung, Alton, aged 62, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 5 June 2007. He has over 24 years of business experience and is an elite of automobile dealer industry.

He is also currently a director and chairman of both POC Holdings (HK) Ltd and Foremostar Easymax Group Co. Ltd, private companies which are mainly engaged in real estates development in Shanghai and Nanchang, respectively.

He graduated from California College of Arts and Craft, Berkeley, U.S.A. holding a Bachelor degree major in faculty of communication and fine arts. He now also has a full membership of Royal Hong Kong Yacht Club and The Hong Kong Jockey Club.

Mr. Yue Fu Wing, aged 57, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 15 January 2005. Mr. Yue is a fellow of the Association of Chartered Certified Accountants and an associate member of the Hong Kong Institute of Certified Public Accountants. He has a Master Degree in PRC Accounting from Jinan University in China and a Bachelor Degree in Accountancy from the City University of Hong Kong. Mr. Yue has over 14 years of experience in accounting and finance. He has worked for a multinational company, a Hong Kong listed company and an international accounting firm.

Ms. Yeung Hoi Ching, aged 43, was appointed as an independent non-executive Director and a member of the audit committee of the Company on 1 April 2017. She was graduated from the University of Heriot Watt with a Bachelor degree in Business Administration in November 2011. Ms. Yeung commenced her career in finance field in 2011 when she served as an administration manager of a finance company and was responsible for monitoring the business operation of the company. In 2013, Ms. Yeung joined and worked for another finance company as an operation manager. She has over 12 years of experience in finance and its related business.

Each of Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing has served the Company for more than nine years, with length of tenure being 18 years and 20 years, respectively. Pursuant to Appendix C1 to the Listing Rules, if an independent non-executive director has served for more than nine years, his further appointment should be subject to a separate resolution to be approved by shareholders.

During the period of their tenure, they have provided professional advice and insight to the Board. They have in-depth understanding of the Group's business and operation and have also demonstrated strong independence by providing impartial views and comments at Board and Board committee meetings during their tenure of office. They have not taken part in the day-to-day management of the Company. The Board considered that the long service of the above independent non-executive Directors will not affect their exercise of independent judgment and was satisfied that each of Mr. Cheung Yat Hung, Alton and Mr. Yue Fu Wing has the required integrity and experience to continue fulfilling the role of an independent non-executive director, and believes that they are still independent and should be re-elected.

The annual director's fee for the service of Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching with the Group shall be HK$60,000, HK$60,000 and HK$90,000, respectively, which are determined based on their duties and responsibilities in the Company with reference to the prevailing market conditions. Each of their emoluments is subject to review by the Board and the remuneration committee of the Company from time to time.

Save as disclosed above, there are no other matters that need to be brought to the attention of the Shareholders and the Stock Exchange in relation to the re-election of Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching as an independent non-executive Director or any other information that needs to be disclosed pursuant to any of the requirements as set out in Rules 13.51(2)(h) to 13.51(2)(v) of the Listing Rules.

This Appendix serves as an explanatory statement, as required by the Listing Rules, to provide the Shareholders with requisite information reasonably necessary to enable them to make an informed decision on whether to vote for or against the ordinary resolution to be proposed at the AGM in connection with the grant of the Repurchase Mandate.

1. LISTING RULES RELATING TO THE REPURCHASE OF SHARES

The Listing Rules permit companies whose primary listings are on the Stock Exchange to repurchase their securities on the Stock Exchange and any other stock exchange on which securities of the company are listed and such exchange is recognised by the Securities and Futures Commission and the Stock Exchange subject to certain restrictions. Among such restrictions, the Listing Rules provide that the shares of such company must be fully paid up and all repurchases of shares by such company must be approved in advance by an ordinary resolution of shareholders, either by way of a general mandate or by specific approval of a particular transaction.

2. SHARE CAPITAL

As at the Latest Practicable Date, the issued and fully paid up share capital of the Company comprised 1,938,822,690 Shares. The Company did not hold any Treasury Shares. Subject to the passing of the proposed resolution for approving the Repurchase Mandate and on the basis that no further Shares are allotted and issued or repurchased after the Latest Practicable Date and prior to the date of the AGM, the Company will be allowed under the Repurchase Mandate to repurchase a maximum of 193,882,269 Shares, representing 10% of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the AGM.

The Company may cancel such repurchased Shares or hold them as Treasury Shares, subject to market conditions and the Group's capital management needs at the relevant time of the repurchases.

For any Treasury Shares deposited with CCASS pending resale on the Stock Exchange, the Company shall (i) procure its broker not to give any instructions to Hong Kong Securities Clearing Company Limited to vote at general meetings of the Company for the Treasury Shares deposited with CCASS; and (ii) in the case of dividends or distributions, withdraw the Treasury Shares from CCASS, and either re-register them in its own name as Treasury Shares or cancel them, in each case before the record date for the dividends or distributions, or take any other measures to ensure that it will not exercise any shareholders' rights or receive any entitlements which would otherwise be suspended under the applicable laws if those Shares were registered in its own name as Treasury Shares.

3. REASONS FOR REPURCHASES

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. Such repurchases may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net asset value per Share and/or earnings per Share and will only be made when the Directors believe that such repurchases will benefit the Company and the Shareholders.

4. FUNDING OF REPURCHASES

Pursuant to the Repurchase Mandate, repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the applicable laws of Hong Kong and the Articles for such purpose.

An exercise of the Repurchase Mandate in full could have a material adverse impact on the working capital and gearing position of the Company compared with that as at 30 June 2025, being the date of its most recent published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. SHARE PRICES

The highest and lowest prices at which the Shares were traded on the Stock Exchange during each of the previous twelve months until the Latest Practicable Date were as follows:

	Price per Share	
	Highest	**Lowest**
	HK$	***HK$***
2024		
October	0.074	0.050
November	0.062	0.046
December	0.057	0.045
2025		
January	0.058	0.044
February	0.069	0.047
March	0.054	0.045
April	0.056	0.042
May	0.052	0.042
June	0.051	0.038
July	0.078	0.044
August	0.074	0.056
September	0.075	0.066
October (up to the Latest Practicable Date)	0.067	0.067

6. DISCLOSURE OF INTERESTS OF DIRECTORS, THEIR CLOSE ASSOCIATES AND CONNECTED PERSONS

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, any of their close associates (as defined in the Listing Rules), have any present intention to sell to the Company any Shares in the event that the Repurchase Mandate is approved at the AGM.

No core connected person (as defined in the Listing Rules) of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company or has undertaken not to sell any of the Shares held by him/her/it to the Company, in the event that the Repurchase Mandate is approved at the AGM.

7. STATEMENT OF THE DIRECTORS

The Directors, so far as the same may be applicable, will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules and all applicable laws of Hong Kong.

Neither this explanatory statement nor the Repurchase Mandate has any unusual features.

8. EFFECT OF THE TAKEOVERS CODE

If a Shareholder's proportionate interest in the voting rights of the Company increases as a result of exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition of voting rights for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert (within the meaning of the Takeovers Code) could obtain or consolidate control of the Company and become obliged to make a mandatory offer pursuant to Rule 26 of the Takeovers Code.

To the best of the Directors' knowledge, information and belief and having made all reasonable enquires, they are not aware of any consequence which will arise under the Takeovers Code as a result of any repurchase made under the Repurchase Mandate.

The Directors have no present intention to exercise the Repurchase Mandate to such an extent that will result in the public shareholding falling below the prescribed minimum percentage of 25% as determined by the Stock Exchange.

9. SHARE REPURCHASE MADE BY THE COMPANY

No repurchases of Shares have been made by the Company (whether on the Stock Exchange or otherwise) during the six months immediately prior to the Latest Practicable Date.

金粵控股有限公司
Rich Goldman Holdings Limited
(Incorporated in Hong Kong with limited liability)
(Stock Code: 00070)

NOTICE IS HEREBY GIVEN that the annual general meeting of Rich Goldman Holdings Limited (the "**Company**") will be held at meeting room of Soho 2, 6/F, Ibis Hong Kong Central & Sheung Wan, No. 28 Des Voeux Road West, Sheung Wan, Hong Kong on Friday, 28 November 2025 at 11:00 a.m. for the following purposes:

ORDINARY RESOLUTIONS

1. To receive, consider and adopt the audited consolidated financial statements of the Company, the reports of the directors of the Company (the "**Directors**") and the independent auditor of the Company for the year ended 30 June 2025.

2. (a) To re-elect Ms. Yu Huan as an executive Director.

   (b) To re-elect Mr. Cheung Yat Hung, Alton as an independent non-executive Director.

   (c) To re-elect Mr. Yue Fu Wing as an independent non-executive Director.

   (d) To re-elect Ms. Yeung Hoi Ching as an independent non-executive Director.

3. To authorise the board of Directors of the Company (the "**Board**") to fix the Directors' remuneration.

4. To re-appoint ZHONGHUI ANDA CPA Limited as the independent auditor of the Company and authorise the Board to fix their remuneration.

To consider and, if thought fit, pass with or without amendments the following resolutions as ordinary resolutions of the Company:

5. "**THAT**:

(a) subject to paragraph (c) of this resolution and in accordance with all applicable laws, rules and regulations, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all the powers of the Company to allot, issue and otherwise deal with additional shares (each a "**Share**") in the share capital of the Company (including any sale or transfer of treasury shares (the "**Treasury Shares**") (as defined under The Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited) (the "**Listing Rules**")) and to make or grant offers, agreements and options, (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into Shares of the Company) which would or might require the exercise of such powers, be and is hereby generally and unconditionally approved;

(b) the approval in paragraph (a) of this resolution shall be in addition to any other authorisation given to the Directors and shall authorise the Directors during the Relevant Period (as hereinafter defined) to make or grant offers, agreements and options (including warrants, bonds, debentures, notes and other securities which carry rights of subscription for or conversion into Shares of the Company) which would or might require the exercise of such power after the end of the Relevant Period (as hereinafter defined);

(c) the aggregate nominal amount of the share capital of the Company allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with (whether pursuant to an option or otherwise) by the Directors pursuant to the approval in paragraph (a) of this resolution, otherwise than pursuant to or in consequence of: (i) a Rights Issue (as hereinafter defined); or (ii) the grant or exercise of any options granted under any share option scheme or similar arrangements for the time being adopted for the grant or issue to employees of the Company and/or any of its subsidiaries of Shares or rights to acquire Shares; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) the exercise of rights of subscription or conversion under the terms of any warrants, convertible bonds, debentures, notes or any securities issued by the Company which are convertible into Shares, shall not exceed the aggregate of:

(i) 20 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this resolution; and

(ii) (provided that resolution numbered 7 is passed) the aggregate nominal amount of any share capital of the Company repurchased by the Company subsequent to the passing of this resolution (up to a maximum equivalent to 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this resolution), and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(d) for the purposes of this resolution:

"**Relevant Period**" means the period from (and including) the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of Hong Kong; or

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given under this resolution;

"**Rights Issue**" means an offer of Shares, or an offer of warrants, options or other securities carrying rights to subscribe for or purchase Shares, open for a period fixed by the Directors to holders of Shares in the capital of the Company whose names appear on the Company's register of members of the Company (and, where appropriate, to holders of other securities of the Company entitled to the offer) on a fixed record date in proportion to their then holdings of Shares (subject in all cases to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of any recognised regulatory body or any stock exchange in, any jurisdiction or territory outside Hong Kong)."

6. "**THAT**:

(a) subject to paragraph (b) of this resolution and in accordance with all applicable laws, rules and regulations, the exercise by the Directors during the Relevant Period (as hereinafter defined) of all powers of the Company to repurchase Shares on The Stock Exchange of Hong Kong Limited (the "**Stock Exchange**") or on any other stock exchange on which the Shares or securities of the Company may be listed and recognised by the Securities and Futures Commission of Hong Kong and the Stock Exchange for this purpose, subject to and in accordance with all applicable laws and/or the requirements of the Listing Rules or rules of any other stock exchange as amended from time to time, be and is hereby generally and unconditionally approved;

(b) the aggregate nominal amount of Shares which may be repurchased or agreed to be repurchased by the Company pursuant to the approval in paragraph (a) of this resolution during the Relevant Period shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

(c) for the purposes of this resolution:

"**Relevant Period**" means the period from (and including) the date of the passing of this resolution until whichever is the earliest of:

(i) the conclusion of the next annual general meeting of the Company;

(ii) the expiration of the period within which the next annual general meeting of the Company is required to be held by the articles of association of the Company or any applicable laws of Hong Kong; or

(iii) the passing of an ordinary resolution of the shareholders of the Company in general meeting revoking or varying the authority given under this resolution."

7. "**THAT**:

conditional upon the passing of resolutions numbered 5 and 6 set out in the notice of the meeting, the general mandate granted to the Directors to allot, issue and otherwise deal with additional shares pursuant to resolution numbered 5 set out in the notice of the meeting be and is hereby extended by the addition thereto an amount representing the aggregate nominal amount of Shares which may be allotted, issued or dealt with or agreed conditionally or unconditionally to be allotted, issued or dealt with by the Directors pursuant to or in accordance with such general mandate of an amount representing the aggregate nominal amount of the share capital of the Company repurchased by the Company pursuant to or in accordance with the authority granted under resolution numbered 6 set out in this resolution, provided that such extended amount shall not exceed 10 per cent of the aggregate nominal amount of the share capital of the Company in issue (excluding any Treasury Shares) as at the date of the passing of this resolution."

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

Hong Kong, 31 October 2025

Registered Office:
Room 1807, 18/F
West Tower, Shun Tak Centre
168-200 Connaught Road Central
Sheung Wan, Hong Kong

Notes:

(1) A shareholder of the Company entitled to attend and vote at the meeting convened by the above notice is entitled to appoint one or more proxies to attend and, on a poll, to vote on his/her/its behalf. A proxy needs not be a shareholder of the Company but must be present in person at the meeting to represent the shareholder. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed.

(2) To be valid, the form of proxy together with the power of attorney or other authority (if any) under which it is signed (or a notarially certified copy thereof) shall be deposited at the office of the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited at 17M Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong not less than 48 hours before the time appointed for holding the meeting or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude a shareholder of the Company from attending and voting in person at the meeting or any adjournment thereof (as the case may be) should he/she/it so wish. In the event that a shareholder attends the meeting after having lodged the form of proxy, it will be deemed to have been revoked.

(3) For determining the entitlement to attend and vote at the meeting, the register of members of the Company will be closed from Tuesday, 25 November 2025 to Friday, 28 November 2025, both dates inclusive, during which period no transfer of shares of the Company will be registered. In order to be eligible to attend and vote at the meeting, unregistered holders of shares of the Company shall ensure that all transfer documents accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Computershare Hong Kong Investor Services Limited, at Shops 1712–1716, 17th Floor, Hopewell Centre, 183 Queen's Road East, Wanchai, Hong Kong for registration not later than 4:30 p.m. on Monday, 24 November 2025.

As at the date of this circular, the Board comprises Ms. Lin Yee Man and Ms. Yu Huan as executive Directors; and Mr. Cheung Yat Hung, Alton, Mr. Yue Fu Wing and Ms. Yeung Hoi Ching as independent non-executive Directors.