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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)

NOTICE OF ANNUAL GENERAL MEETING

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 announcement, 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.