

CIRCULAR DATED 21 MARCH 2022

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. IF YOU ARE IN ANY DOUBT ABOUT ITS CONTENTS OR THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR BANK MANAGER, STOCKBROKER, SOLICITOR, ACCOUNTANT, OR OTHER PROFESSIONAL ADVISERS IMMEDIATELY.

If you have sold or transferred all your Shares (as defined herein) held through CDP (as defined herein), you need not forward this Circular, together with the Notice of Extraordinary General Meeting, the enclosed Proxy Form and instructions for the electronic retrieval of this Circular to the purchaser or transferee, as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your Shares which are not deposited with CDP, you should immediately forward the Circular, together with the Notice of Extraordinary General Meeting, the enclosed Proxy Form and instructions for the electronic retrieval of this Circular to the purchaser, the transferee or the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or the transferee. However, such documents should not be forwarded or transmitted to any jurisdiction outside of Singapore.

This Circular has been prepared by the Rich Capital Holdings Limited (the “**Company**”) and its contents have been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”). This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and SGX-ST assumes no responsibility for the contents of this Circular, including the accuracy, completeness or correctness of any of the information, statements or opinions made, or reports contained in this Circular. The contact person for the Sponsor is Ms Tay Sim Yee (Tel: +65 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

This Circular has been made available on SGX-ST’s website at <http://www.sgx.com> (“**SGXNet**”) and the Company’s website at <https://www.richcapital.com.sg>. A printed copy of this Circular will **NOT** be despatched to Shareholders (as defined herein). Please refer to the announcement dated 21 March 2022 which has been uploaded on SGXNet for further information, including the steps to be taken by Shareholders to participate at the EGM.

Due to the current COVID-19 restriction orders in Singapore, Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching or listening to the EGM proceedings via a live audio-visual webcast or live audio-only stream, (b) attending and participating in a Virtual Information Session (“VIS”) via a live audio-visual webcast or live audio-only stream; (c) submitting questions in advance of the EGM, and/or (d) voting by proxy at the EGM. Please refer to the section entitled “Alternative Arrangement of EGM” in the Notice of EGM set out on page N-2 herein and the announcement dated 21 March 2022 which has been uploaded on SGXNet for further information, including the steps to be taken by Shareholders to participate at the EGM.

With the constantly evolving COVID-19 situation, the situation is fluid and the Company may be required to change its EGM arrangements at short notice, including any precautionary measures required or recommended by government agencies, in order to curb the spread of COVID-19. Shareholders should check the SGXNet and the Company’s website for updates on the EGM.



RICH CAPITAL
Holdings Limited

RICH CAPITAL HOLDINGS LIMITED

(Incorporated in Singapore with limited liability)
(Company Registration Number: 199801660M)

CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF FIRST CAPITAL PTE. LTD.

IMPORTANT DATES AND TIMES

Last date and time to pre-register to attend the VIS	: 26 March 2022, 2:30 p.m.
Last date and time for submission of questions in advance	: 28 March 2022, 2:30 p.m.
Date and time of VIS	: 29 March 2022, 2:30 p.m.
Last date and time to pre-register to attend the EGM	: 10 April 2022 by 12:00 p.m.
Last date and time for lodgment of Proxy Form	: 10 April 2022 by 2:30 p.m.
Date and time of Extraordinary General Meeting	: 12 April 2022 at 2:30 p.m.
Place of Extraordinary General Meeting	: The EGM will be held by electronic means

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless otherwise stated or the context otherwise requires:

“Board”	: The board of Directors of the Company
“Catalist Rules”	: The SGX-ST Listing Manual Section B: Rules of Catalist, as amended, modified or supplemented from time to time
“CDP”	: The Central Depository (Pte) Limited
“Circular”	: This circular to Shareholders dated 21 March 2022
“Companies Act”	: The Companies Act 1967 of Singapore, as amended, modified, or supplemented from time to time
“Company”	: Rich Capital Holdings Limited
“Completion”	: Has the meaning given to it in section 2.4(a)(iii) of this Circular
“Completion Date”	: Has the meaning given to it in section 2.4(c) of this Circular
“Controlling Shareholder”	: A person who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company (unless otherwise determined by the SGX-ST); or (b) in fact exercises Control over the Company
“Control”	: The capacity to dominate decision-making, directly or indirectly, in relation to financial and operating matters of the Company
“Deposit”	: The total sum of S\$725,000 (Seven Hundred and Twenty-Five Thousand Singapore Dollars) which sum includes the Option Fee and represents five (5%) per cent of the Sales Consideration, payable by the Purchaser upon exercising the Option, which sum has been received by the Company on 15 December 2021
“Director(s)”	: The director(s) of the Company as at the date of this Circular
“Disposal Shares”	: 4,121,350 ordinary shares, being the Company’s entire shareholding interests in the Target Company as at the date of this Circular
“EGM”	: The extraordinary general meeting of the Company in relation to the Proposed Disposal, the Notice of which is set out on pages N-1 to N-3 of this Circular
“EPS”	: Earnings per Share
“FY”	: Financial year ending or ended 31 March, as the case may be
“Group”	: The Company and its subsidiaries
“Independent Valuer”	: Jones Lang LaSalle Corporate Appraisal and Advisory Limited

DEFINITIONS

“K2 Holdings”	: K2 F&B Holdings Limited
“Longstop Date”	: The longstop date stipulated in the Sale and Purchase Agreement, being 30 days after 6 April 2022, or such other time and date as the parties may from time to time agree
“LPS”	: Loss per Share
“Market Day”	: A day on which the SGX-ST is open for trading in securities
“Net Proceeds”	: Has the meaning ascribed to it in section 4 of this Circular
“Notice”	: The notice of the EGM set out on pages N-1 to N-3 of this Circular
“NTA”	: Net tangible assets
“Option”	: The option to purchase the Disposal Shares granted by the Company to the Purchaser on 25 November 2021 and accepted by the Purchaser on 15 December 2021
“Option Fee”	: The sum of S\$145,000 payable by the Purchaser for the grant of the Option, which sum has been received by the Company
“Property”	: The property located at 6 Kim Chuan Terrace Singapore 537029, and is more particularly described in section 2.2.2 of this Circular
“Proposed Disposal”	: The proposed disposal by the Company of the Disposal Shares as described in section 2 of this Circular
“Purchaser”	: CK Chu Holdings Pte. Ltd. incorporated and registered in Singapore with its registered office at 51 Ubi Avenue 1, #02-17/18, Paya Ubi Industrial Park, Singapore 408933
“Sale and Purchase Agreement”	: The sale and purchase agreement entered into by the Company and the Purchaser on 17 February 2022
“Sales Consideration”	: Has the meaning ascribed to it in section 1.2 of this Circular
“Securities Account”	: A securities account maintained by a depositor with CDP, but which does not include a securities sub-account maintained with a depository agent
“SFA”	: The Securities and Futures Act 2001 of Singapore, as amended, modified, or supplemented from time to time
“SGX-ST”	: Singapore Exchange Securities Trading Limited
“Share(s)”	: Ordinary share(s) in the issued and paid-up share capital of the Company
“Shareholders”	: Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term “Shareholders” shall, where the context admits, mean the persons named as depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited

DEFINITIONS

“Sponsor”	: SAC Capital Private Limited
“Substantial Shareholder”	: Shall have the meaning ascribed to it in Section 81 of the Companies Act and Section 2(4) of the SFA, being a person who: <ul style="list-style-type: none">(a) has an interest or interests in one (1) or more Shares (excluding treasury shares) in the Company; and(b) the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the Shares (excluding treasury shares) in the Company
“Target Company”	: First Capital Pte. Ltd.
“Valuation Report”	: Has the meaning ascribed to it in section 2.3.3 of this Circular
“%”	: Per centum or percentage
“S\$” and “cents”	: Singapore dollars and cents respectively, being the currency of Singapore

The terms “**depositor**”, “**depository agent**” and “**Depository Register**” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA. The term “**treasury shares**” shall have the meaning ascribed to it in Section 4 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include firms, corporations, and other entities.

Any reference in this Circular to any enactment is a reference to that statute or enactment for the time being amended or re-enacted up to the date of issue of this Circular. Any term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof unless otherwise provided. Summaries of the provisions of any laws and regulations (including the Catalist Rules) contained in this Circular are of such laws and regulations (including the Catalist Rules) as at the date of issue of this Circular.

Any discrepancies in the tables included herein between the amounts in the columns of the tables and the totals thereof and relevant percentages (if any) are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of a day in this Circular shall be a reference to Singapore time unless otherwise stated.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular. All statements other than statements of historical facts included in this Circular are or may be forward looking statements. Forward-looking statements include but are not limited to those using words such as “**seek**”, “**expect**”, “**anticipate**”, “**estimate**”, “**believe**”, “**intend**”, “**project**”, “**plan**”, “**strategy**”, “**forecast**” and similar expressions or future or conditional verbs such as “**will**”, “**would**”, “**should**”, “**could**”, “**may**” and “**might**”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions, taking into consideration currently available information. Such forward looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and the Company does not undertake any obligation to update publicly or revise any forward-looking statements.

LETTER TO SHAREHOLDERS

RICH CAPITAL HOLDINGS LIMITED

(Incorporated in Singapore with limited liability)
(Company Registration Number: 199801660M)

Registered Office:

Directors:

Mr. Oh Siyang	(Executive Director)	80 Robinson Road
Mr. Chang Chi Hsung	(Independent Non-Executive Director)	#02-00
Mr. James Kho Chung Wah	(Independent Non-Executive Director)	Singapore 068898
Mr. Chong Soo Hoon, Sean	(Independent Non-Executive Director)	

21 March 2022

To: Shareholders of Rich Capital Holdings Limited

Dear Sir/ Madam,

THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF FIRST CAPITAL PTE. LTD.

1. BACKGROUND

- 1.1 The Group's current core business activities include (i) the development, investment, management of residential, commercial and industrial properties in Singapore and the region and (ii) the provision of specialist construction services. The Target Company was incorporated by the Company as a special purpose vehicle to own the Property as its sole single asset. The Property is freehold in tenure and its current authorised use is that of a single-use industrial development. Since the acquisition of the Property in 2018, the Company has been actively evaluating the strategic options for the Property to optimise the value of this Property. With the objective of maximising shareholder value, the Company has proposed to dispose the Property via selling its entire shareholding interests in the Target Company to the Purchaser after taking into consideration of the terms and rationale for the Proposed Disposal stated in section 3 of this Circular.
- 1.2 On 25 November 2021, the Company announced that it has granted the Option to the Purchaser pursuant to which the Purchaser had the right to purchase the Disposal Shares from the Company at the sales consideration of S\$14.5 million ("**Sales Consideration**") and on the terms and subject to the conditions of the Option. On 15 December 2021, the Company announced that the Purchaser had exercised the Option by making payment of the Option Fee to the Company. Pursuant to the Option, the Company and Purchaser shall negotiate and enter into a sale and purchase agreement which shall supersede the Option and form the basis of the Proposed Disposal.
- 1.3 On 17 February 2022, the Company announced that it had entered into a Sale and Purchase Agreement with the Purchaser for the sale of its entire shareholding interests in the Target Company comprising the Disposal Shares to the Purchaser. Upon completion of the Proposed Disposal, the Target Company will cease to be a subsidiary of the Group.
- 1.4 As the relative figures computed on the bases set out in Catalist Rules 1006(a) and 1006(c) for the Proposed Disposal exceed 50%, the Proposed Disposal is classified as a "Major Transaction" under Catalist Rules 1014(1) and is accordingly subject to the approval of Shareholders at the EGM to be convened pursuant to Catalist Rule 1014(2).
- 1.5 The Directors propose to convene an EGM by way of electronic means on 12 April 2022 at 2:30 p.m. to seek Shareholders' approval for the proposed disposal of the Disposal Shares, being the Company's entire shareholding interests in the Target Company ("**Proposed Disposal**"). The Notice of EGM is set out on pages N-1 to N-3 of this Circular. Further details on the financial effects and the relative figures of the Proposed Disposal are set out in sections 6 and 7 of this Circular, respectively. The purpose of this Circular is to provide Shareholders with relevant information pertaining to, and to seek the approval of the Shareholders for, the Proposed Disposal. This Circular has been prepared solely for the purposes set out herein and

LETTER TO SHAREHOLDERS

may not be relied upon by any persons (other than the Shareholders) or for any other purpose.

- 1.6 The Company has appointed Solitaire Law LLP as the legal adviser to the Company in relation to the Proposed Disposal.

2. THE PROPOSED DISPOSAL

2.1 Information on the Purchaser

2.1.1 Shareholders should note that information relating to the Purchaser in this section and elsewhere in this Circular has been provided by the Purchaser. The Company and the Directors have not independently verified the accuracy and correctness of such information herein. The sole responsibility of the Directors and the Company for the purpose of such information has been to ensure that the information has been accurately and correctly extracted and reproduced in this Circular in its proper form and context.

2.1.2 The Purchaser, CK Chu Holdings Pte. Ltd., was incorporated in Singapore with its registered office at 51 Ubi Avenue 1, #02-17/18 Paya Ubi Industrial Park, Singapore 408933. The principal activities of the Purchaser are that of an investment holding company as well as the leasing and operating of food premises. The immediate holding company of the Purchaser is Entire Courage Limited, a company incorporated in British Virgin Islands. Entire Courage Limited is a wholly-owned subsidiary of K2 Holdings, a company incorporated in the Cayman Islands with limited liability and listed on the Main Board of the Stock Exchange of Hong Kong Limited.

2.1.3 To the best of the Directors' knowledge, information and belief, and having made all reasonable enquiries, the Purchaser, K2 Holdings and its directors and controlling shareholders are unrelated third parties and are independent of the Company, the Directors and the Controlling Shareholders of the Company.

2.2 Information on the Target Company and the Property

2.2.1 The Target Company is a wholly-owned subsidiary of the Company and was incorporated in Singapore on 29 March 2018 with an issued and paid-up share capital of S\$100.00 divided into 100 ordinary shares. In order to satisfy part of the conditions precedent stipulated in the Sale and Purchase Agreement, the Target Company capitalised all outstanding amount due to the Company of approximately S\$4.1 million by issuance of 4,121,250 new shares to the Company on 4 March 2022 ("**Capital Restructuring Exercise**"). The outstanding amount of approximately S\$4.1 million were mainly related to finance costs, project consultancy and maintenance cost that was paid by the Company on behalf of the Target Company. Following the Capital Restructuring Exercise, the Target Company has an issued and paid-up share capital of S\$4,121,350 divided into 4,121,350 ordinary shares as at the date of this Circular.

2.2.2 The Target Company was incorporated as a special purpose vehicle to own the Property as its sole single asset. The Property is freehold in tenure and its current authorised use is that of a single-use industrial development. The Property is located at 6 Kim Chuan Terrace Singapore 537029 which is a plot of industrial land currently with a 2-storey corner terrace factory on it and has a gross land area of approximately 827.4 sq.m. (or 8,906.1 sq.ft.). The Property is currently vacant and is mortgaged to a financial institution (the "**Mortgage Loan**").

2.3 Valuation of the Target Company

2.3.1 Based on the unaudited financial statements of the Target Company for the financial period ended 31 December 2021 ("**Unaudited 3Q2022**"), the net loss attributable to the Target Company was approximately S\$0.3 million. The gain arising from the Proposed Disposal amounts to approximately S\$3.2 million and is computed based on the excess of the Sales Consideration (after full settlement of Mortgage Loan of approximately S\$8.6 million) over the book value of the Target Company as at 31 December 2021 of approximately S\$2.7 million after proforma adjustment for the capitalisation of amount due to the company as at 31 December 2021.

LETTER TO SHAREHOLDERS

2.3.2 Under Catalist Rule 1014(5), the Company is required to appoint a competent and independent valuer to value the Target Company as the relative figures computed in accordance with the bases set out in Catalist Rule 1006 for the Proposed Disposal exceeds 75% and is classified as a “Major Transaction”.

2.3.3 The Company commissioned Jones Lang LaSalle Corporate Appraisal and Advisory Limited as an independent valuer (“**Independent Valuer**”) to conduct an independent valuation of the Target Company. Based on the independent valuation report dated 24 February 2022 issued by the Independent Valuer (“**Valuation Report**”), the Target Company has a market value of S\$1,251,117 (“**Valuation**”) as at 31 December 2021 being the valuation date set out in the Valuation Report. The Target Company was valued using cost approach and its valuation was arrived at after adjusting for, *inter alia* the Property market value of S\$14.5 million and did not take into account the capitalisation of \$4.1 million, which occurred only after 31 December 2021. After full settlement of Mortgage Loan of approximately S\$8.6 million, the Net Proceeds (as defined therein) of approximately S\$5.9 million represents a premium of approximately 9.3% over the adjusted Valuation of the Target Company of S\$5.4 million (after taking into consideration of the Capital Restructuring Exercise).

2.3.4 The Summary of the Valuation Report is set out in Appendix 1 of this Circular. Shareholders are advised to read and consider the Summary of the Valuation Report issued by the Independent Valuer in respect of the independent valuation on the Target Company carefully, in particular the terms of reference, key assumptions and critical factors.

2.4 SALIENT TERMS OF THE SALE AND PURCHASE AGREEMENT

The salient terms of the Proposed Disposal as set out in the Sales and Purchase Agreement include, *inter alia*, the following:

(a) Sales Consideration

The Sales Consideration of S\$14.5 million was arrived at after arm’s length negotiations and on a willing-buyer, willing-seller basis, after taking into consideration, *inter alia*, (i) the prevailing market conditions, (ii) the indicative valuation of S\$10.5 million of the Property as at 26 March 2021, (iii) the unaudited net tangible asset value of the Target Company as at 31 December 2021 and (iv) the Group’s assessment of the prospective gains from the Proposed Disposal.

The Sales Consideration shall be paid in cash and shall be satisfied in the following manner:

- i. S\$145,000 as the Option Fee, which is equivalent to one per cent (1%) of the Sales Consideration, payable upon the grant of the Option. The Purchaser has paid the Option Fee on 25 November 2021;
- ii. S\$580,000 as Deposit, which is equivalent to five per cent (5%) of the Sales Consideration less the Option Fee, payable upon the exercise of the Option by the Purchaser. The Purchase has paid the Deposit on 15 December 2021; and
- iii. The balance consideration of S\$13,775,000, which is equivalent to ninety-five per cent (95%) of the Sales Consideration, shall be payable by the Purchaser upon the completion of the Proposed Disposal (“**Completion**”), part of which shall be utilised to fully redeem the outstanding Mortgage Loan.

The Purchaser shall pay all stamp duties (including all applicable Buyer’s and Additional Buyer’s Stamp Duty and Additional Conveyance Duty (if any) levied in respect of the Disposal Shares imposed on the Purchaser by the Commissioner of Stamp Duties within the time stipulated.

LETTER TO SHAREHOLDERS

(b) **Conditions Precedent**

The Proposed Disposal is subject to and conditional upon, *inter alia*, the satisfaction of the following Conditions Precedent:

- i. the receipt of all corporate approvals (including shareholders' and board of directors' approval) by the Company in respect of the Proposal Disposal;
- ii. the receipt by the Company of a no further comment letter in respect of the Circular from the Sponsor and/or the SGX-ST, and if such letter is granted with conditions, such conditions shall be reasonably acceptable to the Company;
- iii. the receipt of all corporate approvals (including shareholders and board of directors' approval) by the Purchaser and/or K2 Holdings in respect of the sale and purchase of the Target Company;
- iv. all approvals of the directors and shareholders of K2 Holdings and all filings with any relevant governmental or regulatory authorities and other relevant third parties in Hong Kong or elsewhere which are required or appropriate for the entering into and the implementation of the Sale and Purchase Agreement having been made and all applicable statutory or other legal obligations having been complied with including the requirements under the listing rules of The Stock Exchange of Hong Kong Limited;
- v. satisfactory results of commercial, financial and legal due diligence exercise carried out on the Target Company ("**Due Diligence Exercise**"), and in the case of issues revealed by the Due Diligence Exercise, the satisfactory provision of the relevant representations and/or warranties for these issues, with such Due Diligence Exercise to be completed by the Completion Date;
- vi. the Target Company being the legal and beneficial owner of the Property at Completion Date;
- vii. there being no unsatisfactory replies being received by the Purchaser's solicitors to all their requisitions (and applications for interpretation plans) to the various government departments including the Land Transport Authority in relation to the Property on or before the Completion Date;
- viii. the Property or any part thereof not being affected by any notice of acquisition or intended acquisition by the Government, or any other competent authority given on or before the Completion Date;
- ix. approval from the Urban Redevelopment Authority having been obtained by the Target Company on usage of the Property as a food factory / central kitchen;
- x. there being no material adverse change to the prospects, operations and financial condition of the Target Company occurring prior to Completion Date;
- xi. the Target Company, at Completion, having discharged all encumbrance, charges and obligations under or pursuant to any banking facilities extended to the Target Company, including, but not limited to, the existing bank borrowings of approximately S\$8.6 million;
- xii. the Target Company terminating the employment of all its employees on or before the Completion Date;
- xiii. the Target Company novating or terminating all contracts relating to its existing business, if any, on or before the Completion Date and there being no outstanding

LETTER TO SHAREHOLDERS

obligations on the part of the Target Company in relation to the Target Company's existing business, if any, as at the Completion Date;

- xiv. the Target Company settling all its liabilities on or before the Completion Date (including without limitation, any liabilities arising from the termination of the employment of its employees and any tax liabilities);
- xv. the Target Company as at the Completion Date having no indebtedness to any party (including but not limited to, its related corporations, directors and shareholders); and
- xvi. all necessary consents, clearance, waiver and/or approval for the transaction contemplated herein, if any, being granted by governmental, regulatory or official authorities, including SGX-ST.

(c) **Completion**

Subject to the satisfaction or waiver, whether in whole or in part, of the Conditions Precedent, Completion is envisaged to take place on 15 April 2022, subject to an extension of up to the Longstop Date if so requested by either the Company or the Purchaser, or at any other such date that Parties may mutually agree on in writing (the "Completion Date").

3. **RATIONALE FOR THE PROPOSED DISPOSAL**

The Directors are of the view that the Proposed Disposal is in the best interests of the Company and its Shareholders, after taking into consideration the following factors:

3.1 Opportunity to unlock underlying value of the Property

The Property was originally purchased with a view to be redeveloped. However, in light of the uncertainty in the global economy and property market caused by the COVID-19 pandemic, the Proposed Disposal presents an opportunity for the Company to unlock the underlying value or capitalise its investment in the Property without incurring significant additional capital investment. Based on the Sales Consideration, our Group is expected to record a gain on disposal of approximately S\$3.2 million.

3.2 Strengthening the financial position and lowering the financial gearing of the Group

The Proposed Disposal will allow the Group to reallocate its resources to strengthen the financial position of the Group. In particular, the Group would be able to utilise the net proceeds of the Proposed Disposal to pay off the outstanding Mortgage Loan. This will reduce the Group's current borrowings and improve the gearing ratio of the Group as follows:

The Group	As at 31 December 2021	After Proposed Disposal
Borrowing	\$8.6 million	-
Gearing Ratio	349.37%	Not Meaningful

3.3 Recycling of funds for future growth

The Proposed Disposal is in line with the Group's efforts to maintain a strong balance sheet with sufficient resources for future investment needs for long term and sustainable growth. Subject to the completion of the Proposed Disposal, the Group will retain a certain amount of cash proceeds, which would benefit the Group and Shareholders of the Company insofar as the Company is able to fund an organic expansion of the Group's business through the acquisition and/or development of properties identified by the Group as well as to pursue of larger construction related projects by the Group in its ordinary course of business.

LETTER TO SHAREHOLDERS

4. USE OF NET PROCEEDS

The net proceeds after settling the outstanding Mortgage Loan of approximately S\$8.6 million is S\$5.9 million (“**Net Proceeds**”). The Company intends to utilise the Net Proceeds for its business activities, and the current intention is to utilise the Net Proceeds in the following manner: -

Utilisation	Allocation of Net Proceeds
All related costs incurred in the Proposed Disposal (including fees paid for the valuation reports and professional costs and expenses)	S\$0.4 million
Acquisition of new property and all related costs, as and when the appropriate opportunity arises	S\$2.9 million
General working capital and funding for future construction projects	S\$2.6 million

Pending deployment of the Net Proceeds for the purposes set out above, they may be deposited with banks and/or financial institutions, invested in short-term money markets and/or marketable securities, or used for any other purposes on a short-term basis, as the Directors may deem appropriate in the interests of the Group.

5. NOT A CASH COMPANY

- 5.1 Under Catalist Rule 1017(1), if the assets of an issuer consist wholly or substantially of cash or short-dated securities, the company must consult its Sponsor and notify the SGX-ST. The shares of the issuer would normally be suspended from trading until it has a business which is able to satisfy the SGX-ST's requirements for a new listing, and all relevant information has been announced.
- 5.2 Notwithstanding that approximately 96.2% of the Group's assets would consist of cash immediately after the completion of the Proposed Disposal, the Company has assessed that it would not be deemed as a cash company under Catalist Rule 1017(1) after taking into consideration the following: -
- (a) Following the completion of the Proposed Disposal, the Group will continue to carry out its core business which includes (i) the development, investment, management of residential, commercial and industrial properties in Singapore and the region and (ii) provision of specialist construction services;
 - (b) For the first six and nine months ended 30 September 2021 and 31 December 2021, the Group derived revenue of approximately S\$0.28 million and S\$0.7 million respectively from the provision of specialist construction services. In addition, the Group has also secured an order book of approximately S\$6.5 million as at 31 December 2021. The Group intends to utilise approximately S\$2.6 million of the Net Proceeds to fund the general working capital and expansion of future construction projects; and
 - (c) The Proposed Disposal is a conscious effort by the Group to maintain a strong balance sheet with sufficient resources for future investment needs. The Group remains optimistic on its property development, investment and management business. Following the completion of the Proposed Disposal, the Group intends to utilise approximately S\$2.9 million of the Net Proceeds to acquire new property for its property investment and development business as and when the appropriate opportunity arises.

In view of the above, the Board believes that the Company should not be considered as a cash company after the completion of the Proposed Disposal.

LETTER TO SHAREHOLDERS

6. PRO FORMA FINANCIAL EFFECTS OF THE PROPOSED DISPOSAL

- 6.1 The pro forma financial effects of the Proposed Disposal are prepared purely for illustrative purposes only and are neither an indication of the actual financial effects of the Proposed Disposal on the NTA and EPS of the Group, nor of the actual financial performance or the financial position of the Group for FY2022, or the future financial performance or the financial position of the Group after the completion of the Proposed Disposal.
- 6.2 The pro forma financial effects have been prepared based on the audited consolidated financial statements of the Group for the financial year ended 31 March 2021 (“FY2021”), being the most recently completed financial year, and on the following key bases and assumptions:
- (a) the Disposal Shares are disposed in whole for the Sales Consideration of S\$14.5 million, part of which shall be utilised to fully redeem the outstanding Mortgage Loan;
 - (b) for the purposes of illustrating the financial effects on the NTA per Share of the Group, it is assumed that the Proposed Disposal had been completed on 31 March 2021;
 - (c) for the purposes of illustrating the financial effects of the Proposed Disposal on the loss per share (“LPS”) of the Group, it is assumed that the Proposed Disposal had been completed on 1 April 2020, being the beginning of the financial year ended 31 March 2021; and
 - (d) the transaction costs for the Proposed Disposal have been estimated at S\$0.4 million.

NTA

	As at 31 March 2021	After the Proposed Disposal
NTA attributable to the Shareholders (S\$)	3,857,000	6,584,000
NTA per Share (cents)	0.05	0.09

LPS

	FY2021	After the Proposed Disposal
Net loss attributable to Shareholders (S\$)	(12,416,000)	(9,689,000)
Loss per Share (cents)	(0.17)	(0.13)

Share Capital

The Proposed Disposal will not have any impact on the issued and paid-up share capital of the Company.

7. RELATIVE FIGURES COMPUTED ON THE BASES SET OUT IN RULE 1006 OF THE CATALIST RULES

- 7.1 Chapter 10 of the Catalist Rules governs the continuing listing obligations of a listed issuer in respect of the acquisition and disposal of its assets. Under Catalist Rule 1014, shareholders’ approval must be obtained for “Major Transactions” within the meaning of Chapter 10 of the Catalist Rules. Catalist Rule 1006 sets out the computation for the relative figures in respect of the acquisitions and disposals of assets by a listed issuer. Shareholders’ approval is required if any of the relative figures as computed on the bases set out in Catalist Rule 1006 exceeds 50% for a disposal, and such a transaction is classified as a “Major Transaction”. In determining whether a disposal transaction or a series of disposal transactions is considered a Major Transaction, the SGX-ST may aggregate separate transactions completed within a 12-month period and treat these transactions as one transaction under Catalist Rule 1005. The Proposed Disposal will be completed in one transaction.

LETTER TO SHAREHOLDERS

7.2 The relative figures computed on the bases set out in Catalist Rule 1006 for the Proposed Disposal are as follows:

Catalist Rules	Basis of Calculation	Relative Figure
Rule 1006 (a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value. This basis is not applicable to an acquisition of assets.	93.1% ⁽¹⁾
Rule 1006 (b)	The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits. ⁽²⁾	25.7% ⁽³⁾
Rule 1006 (c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued shares excluding treasury shares.	98.6% ⁽⁴⁾
Rule 1006 (d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not Applicable ⁽⁵⁾
Rule 1006 (e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the Group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets. If the reserves are not directly comparable, the SGX-ST may permit valuations to be used instead of volume or amount.	Not Applicable ⁽⁶⁾

Notes:

- (1) Based on the unaudited consolidated financial statements of the Group for the financial period ended 30 September 2021 ("**2Q2022 FS**"), the net asset value of the Target Company after proforma adjustment for the capitalisation of the amount due to the company as at 30 September 2021 was approximately S\$2.7 million and represents approximately 93.1% of the Group's net asset value attributable to the owners of the Company of approximately S\$2.9 million as at 30 September 2021.
- (2) Under Rule 1002(3)(b) of the Catalist Rules, "**net profits**" is defined as profit or loss including discontinued operations that have not been disposed of, before income tax and non-controlling interests.
- (3) Based on the unaudited 2Q2022 FS, the net losses attributable to the Target Company was approximately S\$237,402 which represents approximately 25.7% of the Group's net losses of approximately S\$922,000.
- (4) The Sales Consideration of S\$14.5 million represents approximately 98.6% of the Company's market capitalisation of approximately S\$14.7 million on 21 June 2019, being the last full market day on which trades were done prior to the trading halt and the trading suspension of the securities of the Company. The Company's market capitalisation was determined by multiplying the number of shares in issue (i.e. 7,342,671,467 Shares) by the weighted average price of such shares transacted on 21 June 2019 (S\$0.002) (being the last trading day of the Company's shares prior to the voluntary suspension on 27 June 2019).
- (5) The Proposed Disposal is a disposal of assets.
- (6) Rule 1006(e) of the Catalist Rules is not applicable as the Company is not a mineral, oil and gas company.

7.3 As the relative figure computed on the bases set out in Catalist Rules 1006(a) and 1006(c) for the Proposed Disposal exceeds 50%, the Proposed Disposal is classified as a "Major Transaction" under Catalist Rules 1014(1) and is accordingly subject to the approval of Shareholders at the EGM to be convened pursuant to Catalist Rule 1014(2).

LETTER TO SHAREHOLDERS

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders of the Shares, according to the Company's records based on the registers of Directors' interests in Shares and register of Substantial Shareholders' interests in Shares, respectively as at 31 December 2021, are as follows:

	Direct Interest		Deemed Interest	
	Number of Shares	% ⁽¹⁾	Number of Shares	% ⁽¹⁾
Directors				
Mr. Oh Siyang ⁽²⁾	-	-	-	-
Mr. Chang Chi Hsung	-	-	-	-
Mr. James Kho Chung Wah	-	-	-	-
Mr. Chong Soo Hoon, Sean	-	-	-	-
Substantial Shareholders				
Mdm. Bai Feng Mei	2,168,657,900	29.54	-	-
Mr. Lim Soo Fang ⁽³⁾	-	-	1,321,000,000	17.99
Mr. Oh Keh Yew ^{(2),(4)}	398,946,100	5.43	61,500,000	0.84

Notes :

- (1) Based on the total issued share capital of the Company of 7,342,671,467 Shares (excluding treasury shares) as 21 June 2019, being the last trading day of the Shares prior to the voluntary suspension on 27 June 2019.
- (2) Mr. Oh Siyang, who is the Executive Director of the Company, is the son of Mr. Oh Keh Yew, a substantial Shareholder of the Company.
- (3) Mr. Lim Soo Fang is deemed to have an interest in 1,321,000,000 Shares held by Maybank Kim Eng Securities Pte. Ltd.
- (4) Mr. Oh Keh Yew is deemed interested in 61,500,000 Shares held by his spouse, Mdm. Koh Guat Choo.

Save as disclosed above, none of the Directors and Controlling Shareholders, or their respective associates, has any interests, direct or indirect, in the Proposed Disposal, other than through their respective shareholding interests in the Company.

9. SERVICE CONTRACT

There is no director proposed to be appointed to the Company in connection with the Proposed Disposal.

10. DIRECTORS' RECOMMENDATIONS

- 10.1 The Board of Directors, having carefully considered, among others, the terms and rationale of the Proposed Disposal, are of the view that the Proposed Disposal is in the best interests of the Company as it provides a good opportunity for the Group to unlock the value of the Disposal Shares.

The Board of Directors, therefore, recommend that Shareholders vote in favour of the ordinary resolution relating to the Proposed Disposal as a Major Transaction to be proposed at the EGM.

LETTER TO SHAREHOLDERS

11. EXTRAORDINARY GENERAL MEETING

- 11.1 The EGM, notice of which is set on pages N-1 to N-3 of this Circular, will be held on 12 April 2022 at 2.30 p.m. by electronic means for the purpose of considering and, if thought fit, passing with or without any modifications, the ordinary resolution(s) as set out in the Notice.
- 11.2 As a precautionary measure due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the EGM in person. Instead, Shareholders may participate in the EGM by: (i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (ii) attending and participating in a Virtual Information Session via a live audio-visual webcast or live audio-only stream; (iii) submitting questions in advance of, the EGM; and/or (iv) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM. Please refer to section entitled "Alternative Arrangement of EGM" in the Notice of EGM set out on pages N-2 of this Circular for further details on the alternative arrangements for the EGM.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to vote thereat unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP as at 72 hours before the EGM.

12. ACTION TO BE TAKEN BY SHAREHOLDERS

- 12.1 The Company has made the following alternative arrangements to allow Shareholders to participate at the EGM by (a) observing and/or listening to the EGM contemporaneously via a "live" audio visual webcast of the EGM "LIVE" or a "live" audio-only stream of the EGM respectively; (b) attending and participating in a Virtual Information Session via a live audio-visual webcast or live audio-only stream; (c) submitting questions in advance of the EGM; and (d) voting on their behalf, by appointing the Chairman of the EGM as proxy at the EGM.
- 12.2 Pursuant to guidance from the SGX-ST published on 16 December 2021, the Company will organise a Virtual Information Session ("**VIS**"), on 29 March 2022, at 2:30 p.m. for Shareholders before the EGM by electronic means via live webcast and/or by audio means at this link: <https://conveneagm.com/sg/richegm> which allows Shareholders to participate in the Virtual Information Session. Shareholders will need to pre-register by 2.30 p.m. on 26 March 2022 via the link above. During the Virtual Information Session, Shareholders will be able to raise question and be responded to by the Company via real-time electronic communication facilities during the VIS. Minutes will be made available to Shareholders on the SGXNet (in the case of minutes) or the Company's website at the URL <https://www.richcapital.com.sg> (in the case of recordings of the VIS proceedings) at least 72 hours prior to the closing date and time for the lodgment of proxy forms for the EGM to provide Shareholders with the information presented, and responses to any questions posed, at the VIS prior to submitting their proxy forms.
- 12.3 Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf, should complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's Share Registrar at 80 Robinson Road, #11-02, Singapore 068898, not less than 72 hours before the time fixed for the EGM. The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM, if he wishes to do so, in place of his proxy.

13. CONSENT

Jones Lang LaSalle Corporate Appraisal and Advisory Limited has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of the Summary of the Valuation Report attached to Appendix 1 of this Circular as well references to its name in the form and context in which it appears in this Circular and the capacity in which it has acted in relation to this Circular.

LETTER TO SHAREHOLDERS

14. DIRECTORS' RESPONSIBILITY STATEMENT

- 14.1 The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Disposal, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.
- 14.2 Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

15. DOCUMENTS AVAILABLE FOR INSPECTION

Subject to any safe management or other measures which may be implemented in light of the COVID-19 situation at the relevant time, the following documents may be inspected by Shareholders at the registered office of the Company at 80 Robinson Road, #02-00, Singapore 068898 during normal business hours up to and including the date of the EGM:

- (a) the Sale and Purchase Agreement; and
- (b) Summary of the Valuation Report.

Yours faithfully

For and on behalf of
the Board of Directors of
RICH CAPITAL HOLDINGS LIMITED

Mr. Oh Siyang
Executive Director

APPENDIX 1

Summary of the Independent Valuation Report



Jones Lang LaSalle Corporate Appraisal and Advisory Limited
7/F One Taikoo Place 979 King's Road Hong Kong
Tel +852 2846 5000 Fax +852 2169 6001
Company Licence No.: C-030171

24 February 2022

The Board of Directors
Rich Capital Holdings Limited
140 Paya Lebar Rd,
#10-23 AZ @ Paya Lebar,
Singapore 409015

Dear Sirs,

In accordance with the instructions from Rich Capital Holdings Limited (the “**Company**”), Jones Lang LaSalle Corporate Appraisal and Advisory Limited (“**JLL**”) has undertaken a valuation exercise which requires us to express an independent opinion on the market value of the net asset of First Capital Pte. Ltd. (the “**Target Company**”) as at 31 December 2021 (the “**Valuation Date**”). This letter dated 17 February 2022 (the “**Report Date**”) summarizes our full report for the aforesaid valuation exercise.

The purpose of this valuation exercise is to express an independent opinion for the Company’s internal reference and public disclosure for the proposed disposal of the Target Company. Our valuation was carried out on a market value basis. Market value is defined as “the estimated amount for which an asset or liability should exchange on the valuation date between a willing buyer and a willing seller in an arm’s length transaction, after proper marketing and where the parties had each acted knowledgeably, prudently and without compulsion.”

BACKGROUND

The Target Company, a wholly-owned subsidiary of Rich Capital Holdings Limited, was incorporated on 29 March 2018. The Target Company specializes in property development business.

The Subject of this valuation is the net asset of First Capital Pte. Ltd. (the “**Subject**”).

SOURCES OF INFORMATION

In conducting our valuation of the Subject, we have reviewed information including, but not limited to:

- Background of the Target Company;
- Historical financial information of the Target Company from year 2019 to year 2021; and
- Other operation and market information in relation to the business of the Target Company.

We have held discussions with management of the Company and conducted market research from public sources to assess the reasonableness and fairness of information provided. We assumed such

information to be reliable and legitimate, and we have relied to a considerable extent on the information provided in arriving at our conclusion of value.

VALUATION METHODOLOGY

In the Report, we have adopted the cost approach by considering the nature and background of the Target Company.

Under the cost approach, the summation method is typically adopted for valuation subject when its value is primarily a factor of the value of the valuation subject's holding assets and liabilities. Below table listed out the adopted valuation approach for each identifiable asset and liability.

Identifiable Asset and Liability	Valuation Approach
Development property	Estimated using direct comparison with transactions of comparable properties within the vicinity and elsewhere. The market value as at the Valuation Date of the development property was determined at SGD14,500,000.
Cash and equivalents, GST paid, other receivables	Based on the book values provided by the Target Company.
Current liabilities (Note)	Based on the book values provided by the Target Company.
Deferred tax liability	Calculated based on the market value adjustments multiplied by the corporate tax rate and is calculated for illustration purpose only.

Note: Based on our understanding, included as part of the current liabilities, there is an amount due to Rich Capital Holdings Limited which amounts to SGD4,046,861. On 4 March 2022, the Target Company issued 4,121,250 new shares of \$1 each. The proceeds of the share issues amounting to \$4,121,250 was used to repay the amount due to Rich Capital Holdings Limited as at the date of this report.

Under the summation method, each identifiable asset and liability of the Target Company is being valued using the appropriate valuation approaches, and our opinion of value of the Valuation Subject is derived by adding component assets and deducting component liabilities.

On top of such assumptions, we have also considered various risks and uncertainties that have potential impact on the businesses. Furthermore, readers should be aware of the ever-present model risk inherent in any financial model which is a simplified version of reality with many complications either unaccounted or incorrectly accounted for.

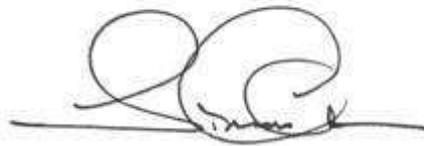
OPINION OF VALUE

Based on the results of our investigations and analyses, we are of the opinion that market value of the net asset of First Capital Pte. Ltd. as at the Valuation Date is reasonably stated at the amount of **SGD 1,251,117**.

COMMENTARY ON THE IMPACT OF COVID-19 ON VALUATION

We are instructed to provide our opinion of value as per the valuation date only. It is based on economic, market and other conditions as they exist on, and information made available to us as of, the valuation date and we assume no obligation to update or otherwise revise these materials for events in the time since then. In particular, it has come to our attention that the outbreak of Novel Coronavirus disease (COVID-19) has caused significant disruption to economic activities around the world. This disruption has increased the risk of the financial projections/assumptions not being achieved. It may also have a negative impact towards investment sentiment, and hence any form of required rate of return as well as liquidity of any asset. As of the Report Date, it is uncertain how long the disruption will last and to what extent it will affect the economy. As a result, it has caused volatility and uncertainty that values may change significantly and unexpectedly even over short periods. The period required to negotiate a transaction may also extend considerably beyond the normally expected period, which would also reflect the nature and size of the asset. Readers are reminded that we do not intend to provide an opinion of value as of any date after the Valuation Date in this Report.

Yours faithfully,

A handwritten signature in black ink, appearing to read 'Simon M.K. Chan', is written over a horizontal line.

For and on behalf of
Jones Lang LaSalle Corporate Appraisal and Advisory Limited
Simon M.K. Chan
Executive Director

Note: Mr. Simon M.K. Chan is a fellow (FCPA) of the Hong Kong Institute of Certified Public Accountants (HKICPA) and CPA Australia. He is also fellow of the Royal Institution of Chartered Surveyors (FRICS) where he now serves on their North Asia Valuation Practice Group. He is an International Certified Valuation Specialist (ICVS) and a Chartered Valuer and Appraiser (Singapore). He oversees the business valuation services of JLL and has over 20 years of accounting, auditing, corporate advisory and valuation experiences. He has provided a wide range of valuation services to numerous listed and listing companies of different industries in the PRC, Hong Kong, Singapore and the United States.

LIMITING CONDITIONS

1. In the preparation of this Report, we relied on the accuracy, completeness and reasonableness of the financial information, forecast, assumptions and other data provided to us by the Client / Target Company and/or its representatives. We did not carry out any work in the nature of an audit and neither are we required to express an audit or viability opinion. We take no responsibility for the accuracy of such information. Our Report was used as part of the analysis of the Client / Target Company in reaching their conclusion of value and due to the above reasons, the ultimate responsibility of the derived value of the Subject rests solely with the Client.
2. We have explained as part of our service engagement procedure that it is the director's responsibility to ensure proper books of accounts are maintained, and the financial information and forecast give a true and fair view and have been prepared in accordance with the relevant standards and companies ordinance.
3. Public information and industry and statistical information have been obtained from sources we deem to be reputable; however, we make no representation as to the accuracy or completeness of such information, and have accepted the information without any verification.
4. The board of directors and the management of Client / Target Company have reviewed this Report and agreed and confirmed that the basis, assumptions, calculations and results are appropriate and reasonable.
5. Jones Lang LaSalle Corporate Appraisal and Advisory Limited shall not be required to give testimony or attendance in court or to any government agency by reason of this exercise, with reference to the project described herein. Should there be any kind of subsequent services required, the corresponding expenses and time costs will be reimbursed from you. Such kind of additional work may incur without prior notification to you.
6. No opinion is intended to be expressed for matters which require legal or other specialised expertise, which is out of valuers' capacity.
7. The use of and/or the validity of the Report is subject to the terms of the Agreement and the full settlement of the fees and all the expenses.
8. Our conclusions assume continuation of prudent and effective management policies over whatever period of time that is considered to be necessary in order to maintain the character and integrity of the Subject.
9. We assume that there are no hidden or unexpected conditions associated with the subject matter under review that might adversely affect the reported review result. Further, we assume no responsibility for changes in market conditions, government policy or other conditions after the Valuation Date. We cannot provide assurance on the achievability of the results forecasted by the Client / Target Company because events and circumstances frequently do not occur as expected; difference between actual and expected results may be material; and achievement of the forecasted results is dependent on actions, plans and assumptions of management.
10. This Report has been prepared solely for internal use purpose. The Report should not be otherwise referred to, in whole or in part, or quoted in any document, circular or statement in any manner, or distributed in whole or in part or copied to any third party without our prior written consent. Even with our prior written consent for such, we are not be liable to any third party except for our client for this report. Our client should remind of any third party who will receive this report and the client will need to undertake any consequences resulted from the use of this report by the third party. We shall not under any circumstances whatsoever be liable to any third party.
11. This Report is confidential to the Client and the calculation of values expressed herein is valid only for the purpose stated in the Agreement as at the Valuation Date. In accordance with our

standard practice, we must state that this Report and exercise is for the use only by the party to whom it is addressed to and no responsibility is accepted with respect to any third party for the whole or any part of its contents.

12. Where a distinct and definite representation has been made to us by parties interested in the Subject, we are entitled to rely on that representation without further investigation into the veracity of the representation.
13. The Client / Target Company agrees to indemnify and hold us and our personnel harmless against and from any and all losses, claims, actions, damages, expenses or liabilities, including reasonable attorney' s fees, to which we may become subjects in connection with this engagement. Our maximum liability relating to services rendered under this engagement (regardless of form of action, whether in contract, negligence or otherwise) shall be limited to the fee paid to us for the portion of its services or work products giving rise to liability. In no event shall we be liable for consequential, special, incidental or punitive loss, damage or expense (including without limitation, lost profits, opportunity costs, etc.), even if it has been advised of their possible existence.
14. We are not environmental, structural or engineering consultants or auditors, and we take no responsibility for any related actual or potential liabilities exist, and the effect on the value of the asset is encouraged to obtain a professional assessment. We do not conduct or provide such kind of assessments and have not considered the potential impact to the subject property.
15. This exercise is premised in part on the historical financial information and future forecast provided by the management of the Client / Target Company and/or its representatives. We have assumed the accuracy and reasonableness of the information provided and relied to a considerable extent on such information in our calculation of value. Since projections relate to the future, there will usually be differences between projections and actual results and in some cases, those variances may be material. Accordingly, to the extent any of the above mentioned information requires adjustments, the resulting value may differ significantly.
16. This Report and the conclusion of values arrived at herein are for the exclusive use of our client for the sole and specific purposes as noted herein. Furthermore, the Report and conclusion of values are not intended by the author, and should not be construed by any reader, to be investment advice or as financing or transaction reference in any manner whatsoever. The conclusion of values represents the consideration based on the information furnished by the Client / Target Company and other sources. Actual transactions involving the Subject might be concluded at a higher or lower value, depending upon the circumstances of the transaction and the knowledge and motivation of the buyers and sellers at that time.
17. The board of directors, management, staff, and representatives of the Client / Target Company have confirmed to us that they are independent to JLL in this Valuation or calculation exercise. Should there be any conflict of interest or potential independence issue that may affect our independence in our work, the Client / Target Company and/or its representatives should inform us immediately and we may need to discontinue our work and we may charge our fee to the extent of our work performed or our manpower withheld or engaged.

NOTICE OF EXTRAORDINARY GENERAL MEETING

RICH CAPITAL HOLDINGS LIMITED

(Incorporated in Singapore with limited liability)
(Company Registration Number: 199801660M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“**EGM**”) of the shareholders (“**Shareholders**”) of Rich Capital Holdings Limited (“**Company**”) will be held on 12 April 2022 at 2:30 p.m. by electronic means for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution:

*Unless otherwise defined or the context otherwise requires, all capitalised terms used in this Notice of EGM which are not defined shall bear the same meaning as ascribed to them in the circular dated 21 March 2022 issued by the Company (the “**Circular**”) to its Shareholders.*

ORDINARY RESOLUTION

THE PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP CAPITAL OF FIRST CAPITAL PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

THAT:

- (a) approval be and is hereby given, for the purposes of Chapter 10 of the Catalist Rules and Section 160 of the Companies Act 1967, for the Company to dispose of all of its shares held in the share capital of First Capital Pte. Ltd. at the Sales Consideration of S\$14,500,000 in accordance with the terms and subject to the conditions of the Sale and Purchase Agreement as described in the Circular as a Major Transaction (the “**Proposed Disposal**”);
- (b) the Directors of the Company and any one of them be and is/are hereby authorised and empowered to approve, perform and complete and do all such acts and things (including without limitation, to approve, modify, supplement, ratify, sign, seal, execute and deliver all such documents as may be required in connection with the Proposed Disposal) as he or they may consider necessary, desirable, expedient or in the interests of the Company to give effect to the matters contemplated by the Proposed Disposal; and
- (c) any acts, matters, things and all actions taken, done or performed, and/or documents signed, executed, sealed and/or delivered by any Director or the Company in respect of the matters considered in the Proposed Disposal and this ordinary resolution be and are hereby approved, ratified and confirmed as acts of the Company.

BY ORDER OF THE BOARD

Lee Bee Fong
Company Secretary

Singapore
21 March 2022

NOTICE OF EXTRAORDINARY GENERAL MEETING

IMPORTANT TO READ: ALTERNATIVE ARRANGEMENT OF EGM:

- (a) In compliance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 13 April 2020 titled “Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period”, and subsequently amended on 14 April 2020, 24 April 2020, 29 September 2020 and 16 December 2021 and as updated on 4 February 2022, issuers should make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company’s constitution).
- (b) In light of the above developments, the Company is arranging for a live webcast of the EGM proceedings (the “**Live EGM Webcast**”) which will take place on 12 April 2022 at 2:30 p.m. Shareholders will be able to watch the EGM proceedings through the Live EGM Webcast, and the Company will not accept any physical attendance by Shareholders. Any Shareholder seeking to attend the EGM physically in person will be turned away.
- (c) Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company’s website at <https://www.richcapital.com.sg>. This Notice will also be made available on the SGXNet at <https://www.sgx.com/securities/company-announcements>. The Circular dated 21 March 2022 has been published on SGXNET and on the Investors Relations page on the Company’s corporate website. Hard copies of the Notice, Proxy Form and Circular will only be sent to shareholders upon written request to the Company’s registered office or via email general@richcapital.com.sg.
- (d) Shareholders will be able to have their questions answered by the Company via real-time electronic communication facilities during the Virtual Information Session. Minutes will be made available to Shareholders on the SGXNet (in the case of minutes) or the Company’s website at the URL <https://www.richcapital.com.sg> (in the case of recordings of the Virtual Information Session proceedings) at least 72 hours prior to the closing date and time for the lodgment of proxy forms for the EGM to provide Shareholders with the information presented, and responses to any questions posed, at the Virtual Information Session prior to submitting their proxy forms.
- (e) In order to attend and participate in a Virtual Information Session via a live audio-visual webcast or live audio-only stream, Shareholders are required to pre-register their participation at this link: <https://conveneagm.com/sg/richegm> (the “**VIS Registration Link**”) by 2.30 p.m. on 26 March 2022. Upon successful registration, each such Shareholder or its corporate representative will receive the verification email on the same day. The email will contain instructions to verify your email address. Each authenticated and verified Shareholders or its corporate representative will be able to access the live webcast or live audio feed of the Virtual Information Session proceedings using the account information created during the registration process on the VIS Registration Link. Shareholders (including CPF and SRS investors) who do not receive the email by 2.30 p.m. on 28 March 2022, but who have registered by the deadline, should email to support@conveneagm.com for assistance.
- (f) As the EGM will be held by way of electronic means, Shareholders will NOT be able to attend the EGM in person. All Shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the EGM proceedings by accessing a live webcast or live audio feed. To do so, Shareholders are required to pre-register their participation in the EGM (“**Pre-registration**”) at this link: <https://conveneagm.com/sg/richegm> (the “**Registration Link**”) by 12:00 p.m. on 10 April 2022 (“**Registration Deadline**”), providing their full name and identification number for verification of their status as Shareholders (or the corporate representatives of such shareholders). Upon successful registration, each such Shareholder or its corporate representative will receive a verification email on the same day. The email will contain instructions to verify your email address. Each authenticated and verified Shareholder or its corporate representative will be able to access the live webcast or live audio feed of the EGM proceedings using the account information created during the registration process on the Registration Link. Shareholders or their corporate representatives must not forward the email to other persons who are not Shareholders or who are not entitled to participate in the EGM proceedings. Shareholders or their corporate representatives who register by the Registration Deadline but do not receive an email response by 12.00 p.m. on 11 April 2022 may contact the Company vendor by email at support@conveneagm.com.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (g) Voting by proxy Shareholders of the Company who wish to vote at the EGM must appoint the Chairman of the EGM to act as his/her/its proxy to attend, speak and vote on his/her/its behalf if such shareholder wishes to exercise his/her/its voting rights at the EGM. In the Proxy Form, a Shareholder must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions to be tabled at the EGM. The duly executed proxy forms must be submitted via one of the following means: (i) if submitted electronically, be submitted via email to sg.is.proxy@sg.tricorglobal.com; or (ii) if submitted by post, be lodged with the Company's Share Registrar, at 80 Robinson Road #11-02 Singapore 068898, in either case, by no later than 10 April 2022 by 2:30 p.m., being at least 48 hours before the time for holding the EGM. CPF Investors or Supplementary Retirement Scheme (SRS) investors who wish to vote through relevant intermediaries (as defined under Section 181 of the Companies Act (Chapter 50 of Singapore)), should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM, i.e. by 2:30 p.m. on 1 April 2022 in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

Personal data privacy:

By submitting an instrument appointing the Chairman of the EGM as a proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (a) administration and analysis of the Company (or its agents or service providers) for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**");
- (b) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty;
- (c) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the EGM as a proxy for the EGM (including any adjournment thereof);
- (d) the processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the virtual information session and the EGM proceedings and providing them with any technical assistance where necessary;
- (e) addressing relevant and substantial questions from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
- (f) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof); and
- (g) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

This Notice has been reviewed by the Company's Sponsor. It has not been examined or approved by SGX-ST and the SGX-ST assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this Notice. The contact person for the Sponsor is Ms Tay Sim Yee (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.

Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend and vote in his/her stead at the Extraordinary General Meeting ("**Meeting**").
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

PROXY FORM

RICH CAPITAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No: 199801660M)

EXTRAORDINARY GENERAL MEETING PROXY FORM

IMPORTANT:

1. Due to the current COVID-19 situation in Singapore, members will not be able to attend the EGM in person. Members (whether individuals or corporates) must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM if such members wish to exercise their voting rights at the EGM.
2. Please read the notes to this Proxy Form.

I/We*, _____ (Name)
with NRIC/Passport/Company Registration Number* _____
of _____
(Address) being a member/members of **RICH CAPITAL HOLDINGS LIMITED** (the "Company"), hereby appoint the Chairman of the EGM as my/our proxy* to attend and to vote for me/us* on my/our* behalf at the Extraordinary General Meeting ("EGM") of the Company to be held by way of electronic means on 12 April 2022 at 2:30 p.m. and at any adjournment thereof.

I/We* direct the Chairman of the EGM to vote for, against, or to abstain from voting on the resolution proposed at the EGM as indicated hereunder. **If no specific direction as to voting is given in respect of a resolution, the appointment of the Chairman of the EGM as my/our* proxy for that resolution will be treated as invalid.**

Ordinary Resolution	For	Against	Abstain
To approve the Proposed Disposal of the entire issued and paid-up capital of First Capital Pte. Ltd. as a Major Transaction under Chapter 10 of the Catalist Rules.			

Note : Please indicate your vote "For", "Against" or "Abstain" with an "X" within the box provided. Alternatively, please indicate the number of votes "For" or "Against" within the box provided. If you wish the Chairman of the EGM as your proxy to "Abstain" from voting on a resolution, please indicate "X" in the "Abstain" box in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the EGM as your proxy is directed to abstain from voting in that resolution. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this day of 2022

Total number of Shares held (see Note 1)	No. of Shares
(a) CDP Register	
(b) Register of Members	

.....
Signature(s) of Member(s) / Common Seal of Corporate Member

Name:.....

* Delete where inapplicable

PROXY FORM

IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM

Notes:

1. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the Company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
2. Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. Please note that a member may not vote at the EGM otherwise than by way of appointing the Chairman of the EGM as the member's proxy.

Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

CPF/SRS investors who wish to vote should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM (i.e. by 2:30 p.m. on 1 April 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the EGM to vote on their behalf by the cut-off date.

3. The Chairman of the EGM, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the EGM as proxy must be submitted to the Company in the following manner:
 - (i) if submitted electronically, be submitted via email to sg.is.proxy@sg.tricorglobal.com; or general@richcapital.com.sg
 - (ii) if submitted by post, be lodged with the Company's Share Registrar, at 80 Robinson Road #11-02 Singapore 068898,

in either case, by no later than 10 April 2022 by 2:30 p.m., being at least 48 hours before the time for holding the EGM.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before scanning and sending it by email to the email address provided above, or submitting it by post to the address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email.

5. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointer or his attorney duly authorised in writing. Where the instrument appointing the Chairman of EGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its authorised officer(s) or its attorney duly authorised.
6. The instrument appointing the Chairman of the EGM as a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must (a) if submitted by e-mail be sent to sg.is.proxy@sg.tricorglobal.com; or (ii) if submitted by post, be lodged with the Company's Share Registrar, at 80 Robinson Road #11-02 Singapore 068898, and in either case, by 10 April 2022 by 2:30 p.m. (being not less than 48 hours before the time appointed for the Meeting) and in default, the instrument of proxy shall be treated as invalid.
7. The Company shall be entitled to reject an instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument appointing Chairman of the EGM as proxy (including any related attachment). In addition, in the case of members whose shares entered against their names in the Depository Register, the Company may reject an instrument appointing the Chairman of the EGM as proxy lodged or submitted if such members are not shown to have shares against their names in the Depository Register as at 72 hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.
8. Members should take note that once this proxy form is submitted electronically via email to sg.is.proxy@sg.tricorglobal.com or lodged with the Company's Share Registrar, they cannot change their vote as indicated in the box provided above.
9. **Personal data privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting.