
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

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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.