

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.