

RICH CAPITAL HOLDINGS LIMITED

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

Date: 9 July 2025

Dear Shareholders,

We refer to the upcoming annual general meeting of Rich Capital Holdings Limited (the **"Company"** or **"Rich Capital"**) scheduled to be held at 80 Changi Road, Centropod @ Changi, Attic Level Meeting Room (Next to Lift Lobby at Level A), Singapore 419715 on Thursday, 24 July 2025 at 2.30 p.m. (the **"AGM"**) and are pleased to enclose printed copies of the Notice of AGM and the Proxy Form, for your attention.

In line with Rich Capital Group's sustainability strategy, the Company will not be dispatching printed copies of the annual report for the financial year ended 31 March 2025 (the **"Annual Report 2025"**). Instead, the Annual Report 2025 will be available for download from the Company's corporate website and SGXNet from the date of this letter.

The Annual Report 2025 may be accessed at the URL <https://www.richcapital.com.sg/index.php> and is also available on SGXNet at <https://www.sgx.com/securities/company-announcements>.

We sincerely hope that you will join us in our sustainability efforts and embrace e-communications. However, if you still wish to receive printed copies of the Annual Report 2025, please complete the Request Form below and return it to the Company's Share Registrar, Tricor Barbinder Share Registration Services, 9 Raffles Place, #26-01, Republic Plaza Tower 1, Singapore 048619 or via email at sg.is.proxy@vistra.com by 17 July 2025. Printed copies of the Annual Report 2025 will be available to all registered shareholders of the Company at no cost upon request.

By completing, signing and returning the Request Form to us, you agree and acknowledge that we and/or our service providers may collect, use and disclose your personal data, as contained in your submitted Request Form or which is otherwise collected from you (or you authorised representative(s)), for purpose of processing and effecting your request, and in order for the Company and/or its service providers to comply with any applicable laws, listing rules, regulations and/or guidelines.

Yours faithfully

For and on behalf of **Rich Capital Holdings Limited**

Oh Siyang
Executive Director

REQUEST FORM

To: Rich Capital Holdings Limited

Please send me a printed copy of the Annual Report 2025.

Name of Shareholder: _____

NRIC / Passport No. / Company Registration No.: _____

Mailing Address: _____

The shares are held by me/us under or through:

- ☐ CDP Securities Account No.: _____
- ☐ CPF/SRS Account
- ☐ Physical script

Signature

Date:

Note: This request is valid for the Annual Report 2025 only.

Do not staple. Glue all sides firmly

fold along this line (2)

AFFIX
POSTAGE
STAMP

RICH CAPITAL HOLDINGS LIMITED

140 Paya Lebar Road #07-09
AZ @ Paya Lebar, Singapore 409015

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RICH CAPITAL HOLDINGS LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting ("**AGM**") of **RICH CAPITAL HOLDINGS LIMITED** (the "**Company**") will be held at 80 Changi Road, Centropod @ Changi, Attic Level Meeting Room (Next to Lift Lobby at Level A), Singapore 419715 on Thursday, 24 July 2025 at 2.30 p.m. to transact the following business:

AS ORDINARY BUSINESS:

- | | | |
|-----|--|---------------------|
| 1. | To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Directors' Statement and Auditors' Report thereon. | Resolution 1 |
| 2. | To approve the payment of Directors' fees of S\$148,500 for the financial year ending 31 March 2026, to be paid quarterly in arrears. (FY2025: S\$148,500). | Resolution 2 |
| 3. | To re-elect the following directors retiring pursuant to the Company's Constitution: | |
| 3.1 | James Kho Chung Wah (retiring pursuant to Regulation 107) | Resolution 3 |
| 3.2 | Chang Chi Hsung (retiring pursuant to Regulation 107) | Resolution 4 |
| | <i>[See Explanatory Notes (i) and (ii)]</i> | |
| 4. | To re-appoint Messrs Foo Kon Tan LLP, Certified Public Accountants, as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 5 |
| 5. | To transact any other ordinary business which may be properly transacted at an AGM. | |

AS SPECIAL BUSINESS:

To consider and, if thought fit, to pass the following resolutions (with or without modifications) as Ordinary Resolutions:

6. **AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Company Act**"), and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Section B: Rules of Catalist ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

Resolution 6

- A
- (i) allot and issue new shares ("**shares**") in the capital of the Company whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares; and/or
 - (iii) issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalization issues;

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

B (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below) of which the aggregate number of shares to be issued other than on a pro rata basis to shareholders of the Company shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the date of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of convertible securities;

(b) new shares arising from exercising share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with ii(a) and ii(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and

(iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

7. **AUTHORITY TO ISSUE SHARES UNDER THE RICH CAPITAL PERFORMANCE SHARE PLAN** **Resolution 7**

That the Directors of the Company be authorised and empowered to grant awards in accordance with the provisions of Rich Capital Performance Share Plan (the “**Plan**”) and to allot and issue, transfer and/or deliver from time to time such number of fully paid-up shares as may be required to be issued or delivered pursuant to the vesting of awards provided that the aggregate number of Shares available pursuant to the Plan and such other share-based incentive scheme, shall not exceed 15% of the total issued shares of the Company (excluding any treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

8. **AUTHORITY TO ISSUE SHARES UNDER THE RICH CAPITAL EMPLOYEE SHARE OPTION SCHEME** **Resolution 8**

That the Directors of the Company be authorised and empowered to offer and grant options in accordance with the provisions of Rich Capital Employee Share Option Scheme (the “**Scheme**”) and to allot and issue and/or deliver from time to time such number of fully paid-up shares as may be required to be issued or delivered pursuant to the exercise of options provided that the aggregate number of shares available pursuant to the Scheme and such other share-based schemes (including Rich Capital Performance Share Plan) of the Company, shall not exceed 15% of the total issued shares of the Company (excluding any treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (v)]

By Order Of The Board

Peck Jen Jen
Company Secretary

Singapore

Date: 9 July 2025

Explanatory Notes:

- (i) If re-elected under Ordinary Resolution 3 above, Mr. James Kho Chung Wah will, upon re-election as a Director, remain as Independent Non-Executive Director and a Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee. Mr. James Kho Chung Wah shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr. James Kho Chung Wah can be found on page 95 of the Annual Report.
- (ii) If re-elected under Ordinary Resolution 4 above, Mr. Chang Chi Hsung will, upon re-election as a Director, remain as Independent Non-Executive Director and a Chairman of the Audit Committee and a member of Nominating Committee and Remuneration Committee. Mr. Chang Chi Hsung shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr. Chang Chi Hsung can be found on page 95 of the Annual Report.
- (iii) The Ordinary Resolution 6 if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next AGM or the date by which the next AGM of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this Resolution shall not exceed 100% of the issued share capital of the Company at the time of passing this Resolution (excluding treasury shares and subsidiary holdings). For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 50% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings).
- (iv) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company to grant awards under the Plan and to allot and issue shares pursuant to the exercise of such options in accordance with the Plan.
- (v) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company to grant awards under the Scheme and to allot and issue shares pursuant to the exercise of such options in accordance with the Scheme.

IMPORTANT INFORMATION:

1. Physical Meeting

The AGM is being convened and will be held physically at 80 Changi Road, Centropod @ Changi, Attic Level Meeting Room (Next to Lift Lobby at Level A), Singapore 419715). **There will be no option for members to participate virtually.**

Copies of the AGM Booklet which comprised of the Notice of AGM and Proxy Form had been dispatched to members and also have been uploaded on SGXNet at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.richcapital.com.sg/index.php>. However, hardcopy of the Annual Report 2025 will only be sent to shareholders upon request via the Request Form attached in the AGM Booklet. Please refer to the Request Form for further details.

2. Submission of questions

Shareholders may submit questions relating to the items on the agenda of the AGM by emailing to general@richcapital.com.sg by 17 July 2025, 2.30 p.m. (Singapore time).

Members (including CPF or SRS investors) will need to identify themselves when submitting questions by email or by post by providing the following details:

- a) the member's full name as it appears on his/her/its CDP/CPF/SRS/Scrip-based share records;
- b) the member's NRIC/Passport/UEN number;
- c) the member's contact number and email address; and
- d) the manner in which the member holds his/her/its shares in the Company (e.g. via CDP, Scrip based, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will endeavour to address substantial and relevant questions from members via SGXNet at <https://www.sgx.com/securities/company-announcements> by 21 July 2025 (being not less than 72 hours prior to the closing date and time for the lodgement of the proxy forms), or during the AGM.

3. Voting

Live voting will be conducted during the AGM for members and proxies attending the AGM.

A Member of the Company (other than a *Relevant Intermediary) entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a Member of the Company.

*A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).

*Relevant intermediary has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

A member who wishes to exercise their votes can either vote on the resolutions to be tabled for approval at the AGM in person or submit a Proxy Form to appoint proxy(ies) or the Chairman of the Meeting to cast votes on their behalf.

The instrument appointing a proxy(ies) must, together with the power of attorney or other authority under which it is signed (if applicable) or a notorially certified copy thereof, must be:

- a) deposited at the Company's Share Registrar, Tricor Barbinder Share Registration Services, 9 Raffles Place, #26-01, Republic Plaza Tower 1, Singapore 048619; or
- b) emailed to sg.is.proxy@vistra.com, in either case, not less than 72 hours before the time fixed for holding the AGM, and in default the instrument of proxy shall not be treated as valid.

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

The instrument appointing a proxy must be signed by the appointor or his/her/its attorney duly authorised in writing. Where the instrument appointing the Chairman of the AGM as proxy is executed by a Company, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney.

In the case of a member whose shares are entered against his/her/its name in the Depository Register, the Company may reject any instrument appointing a proxy lodged if such member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company

CPF or SRS investors who wish to a proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 15 July 2025, 2.30 p.m. (Singapore time) in order to allow sufficient time for their relevant intermediaries to in turn submit a proxy form to appoint a proxy to vote on their behalf not less than 72 hours before the time for holding the AGM.

Persons who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), excluding CPF and SRS investors, and who wish to participate in the AGM by (a) submitting questions in advance of the AGM; and/or (b) appointing a proxy(ies) to attend, speak and vote on their behalf at the AGM, should contact the relevant intermediary through which they hold such shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.

Personal data privacy:

By (a) submitting an instrument appointing a proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting any questions prior to the AGM in accordance with this Notice of AGM, 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 of:

- 1. the processing and administration by the Company (or its agents) of proxy(ies) and representative(s) appointed for the AGM (including any adjournment thereof);
- 2. addressing substantial and relevant questions from members received in advance of the AGM;
- 3. the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof),

((1), (2) and (3) collectively, the "**Purposes**");
- 4. 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes;
- 5. in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities, 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.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared for the AGM. Accordingly, the personal data of a member, his/her/its proxy(ies) and/or representative(s) (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.

*This Notice has been reviewed by the Company's sponsor SAC Capital Private Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange 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), 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.

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RICH CAPITAL HOLDINGS LIMITED

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

PROXY FORM ANNUAL GENERAL MEETING

Important

- For CPF/SRS investors who have used their CPF/SRS monies to buy shares in Rich Capital Holdings Limited (the “**Company**”), this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective agent banks if they have any queries regarding their appointment as proxies.
- 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 Annual General Meeting dated 9 July 2025.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies).

I/We, _____ (Name), NRIC/Passport No. _____

of _____ (Address)

being a member(s) of Rich Capital Holdings Limited (the “**Company**”), hereby appoint:

Name	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
			Number of Shares	%
Address				

and/or (delete as appropriate)

Name	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
			Number of Shares	%
Address				

or failing whom, the Chairman of the Annual General Meeting (the “**AGM**”) as my/our proxy(ies) to attend and to vote for me/us on my/our behalf at the AGM of the Company to be held at 80 Changi Road, Centropod @ Changi, Attic Level Meeting Room (Next to Lift Lobby at Level A), Singapore 419715 on Thursday, 24 July 2025 at 2.30 p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the AGM as hereunder indicated. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.

No.	Ordinary Resolutions	For*	Against*	Abstain*
Ordinary Business				
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 March 2025 together with the Directors’ Statement and Auditors’ Report.			
2.	Approval of Directors’ Fees of S\$148,500 for the financial year ending 31 March 2026, to be paid quarterly in arrears.			
3.	Re-election of Mr. James Kho Chung Wah as Director of the Company.			
4.	Re-election of Mr. Chang Chi Hsung as Director of the Company.			
5.	Re-appointment of Messrs Foo Kon Tan LLP as Auditors of the Company and to authorise the Directors to fix their remuneration.			
Special Business				
6.	Authority to allot and issue shares and convertible securities.			
7.	Authority to allot and issue shares pursuant to the Rich Capital Performance Share Plan.			
8.	Authority to allot and issue shares pursuant to the Rich Capital Employee Share Option Scheme.			

* Voting will be conducted by poll. If you wish to exercise all your votes “For” or “Against” or “Abstain”, please indicate with a (v) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2025.

Signature(s) of Member(s) or
Common Seal of Corporate Shareholder

Total Number of Shares held
(see Note 1)

Contact Number and Email Address of Members

IMPORTANT: PLEASE READ NOTES OVERLEAF



Notes to the Proxy Form

1. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
2. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she should insert that number. If the member has shares registered in his/her name in the Register of Members (maintained by or on behalf of the Company), he/she should insert that number. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members, he/she should insert the aggregate number. If no number is inserted, the proxy form will be deemed to relate to all the shares held by the member.
3.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's proxy form appointing more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appointing more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. The instrument appointing a proxy must be:
 - (a) Deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, 9 Raffles Place #26-01 Republic Plaza Tower 1 Singapore 048619; or
 - (b) emailed to sg.is.proxy@vistra.com

in either case, not less than 72 hours before the time appointed for holding the AGM, i.e. by 2.30 p.m. on Tuesday, 21 July 2025.

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

5. Completion and return of this proxy form shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy(ies) shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the AGM.
6. The instrument appointing a proxy(ies) must be under the hand of the appointer or his/her attorney duly authorised in writing. Where the instrument appointing a proxy(ies) is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy(ies) is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967.
9. The Company shall be entitled to reject any proxy form 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 in the proxy form (including any related attachment) (such as in the case where the appointor submits more than one proxy form). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any proxy form submitted if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.
10. **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 AGM.