
NOTICE OF EXTRAORDINARY GENERAL MEETING

RICH CAPITAL HOLDINGS LIMITED

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

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the Company will be held at 1 Irving PI, #08-10 The Commerze@Irving, Singapore 369546 on 31 July 2024 at 4 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular dated 9 July 2024 issued by the Company to the Shareholders.

SPECIAL RESOLUTION: PROPOSED AMENDMENTS TO THE CONSTITUTION

That:

- (a) the Constitution of the Company be and is hereby amended in the manner described in Appendix to the Circular; and
- (b) the Directors of the Company and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary, or in the interests of the Company to give effect to this resolution as they may deem fit.

By Order of the Board
RICH CAPITAL HOLDINGS LIMITED
Lee Bee Fong
Company Secretary
9 July 2024
Singapore

Notes:

1. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her/its stead. A proxy need not be a member of the Company.
2. A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it (which number and class of shares shall be specified.)
3. The instrument appointing a proxy must be deposited at Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), either by hand or by post at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619 not less than forty-eight (48) hours before the time appointed for holding the EGM.

* A Relevant Intermediary is:

- a) banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- b) a person holding a capital markets services licence to provide custodial

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services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

- c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

IMPORTANT INFORMATION:

1. The EGM will be held on 31 July 2024 at 4 p.m. at 1 Irving Pl, #08-10 The Commerze@Irving, Singapore 369546 physically. There will be no option for members to participate virtually.

Printed copies of the Circular, Notice of EGM and Proxy Form have been dispatched to members and also have been uploaded on SGX website at URL <http://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.richcapital.com.sg/index.php>.

2. Members (including Supplementary Retirement Scheme investors ("**SRS Investors**")) may participate in the EGM by:
 - a) attending the EGM in person;
 - b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - c) voting at the EGM either by themselves personally or through their duly appointed proxy(ies).
3. A member who is not a Relevant Intermediary is entitled to appoint not more than 2 proxies to attend, speak and vote on his/ her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

Where such member appoints 2 proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than 2 proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than 2 proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in section 181(6) of the Companies Act 1967 of Singapore, being either:

(a) a banking corporation licensed under the Banking Act 1970, or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;

(b) a person holding a capital market services license to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or

*(c) the Central Provident Fund ("**CPF**") Board established by the Central Provident Fund Act 1953, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.*

5. SRS Investors may attend and cast his/her vote(s) at the EGM in person. SRS Investors who are unable to attend the EGM but would like to vote, may inform their SRS Operators to appoint the Chairman of the EGM to act as their proxy, at least 7 Business Days before the EGM (i.e. by 4 p.m. (Singapore time) on 19 July 2024) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form.
6. If no specific direction as to voting or abstentions from voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/its discretion (except where the Chairman of the EGM is appointed as the member's proxy, in

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which case the appointment of the Chairman of the EGM as the member's proxy for the resolution will be treated as invalid).

7. A proxy, including the Chairman of the EGM, need not be a member of the Company.
8. The duly completed and executed Proxy Form must be submitted:
 - (a) personally or by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or
 - (b) by electronic mail to sg.is.proxy@sg.tricorglobal.com

in either case, to be received not less than 48 hours before the time appointed for holding the EGM, failing which the Proxy Form will be treated as invalid.

9. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised or in such manner as appropriate under the applicable laws. A copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
10. The Company shall be entitled to reject a Proxy Form which 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 Proxy Form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register 48 hours before the time fixed for holding the EGM.

11. Submission of Questions

Shareholders may submit questions which are substantial and relevant to the items on the agenda of the EGM by emailing to general@richcapital.com.sg by 4.00 p.m. (Singapore time) on 24 July 2024.

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

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS/Scrp-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, Scrp 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 by 26 July 2024 (being not less than 48 hours prior to the closing date and time for the lodgement of the proxy forms), or during the EGM.

PERSONAL DATA PRIVACY

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

- (i) administration and analysis of the Company (or its agents or service providers) for the general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes

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- and other documents relating to the general meeting (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**”);
- (ii) 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;
 - (iii) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing a proxy for the EGM (including any adjournment thereof);
 - (iv) addressing relevant and substantial questions from members received before the meeting and if necessary, following up with the relevant members in relation to such questions;
 - (v) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the meeting (including any adjournment thereof); and
 - (vi) 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, SAC Capital Private Ltd (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) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.