

CIRCULAR DATED 9 JULY 2024

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 and the enclosed Proxy Form 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 and the enclosed Proxy Form, 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 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.



RICH CAPITAL HOLDINGS LIMITED

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

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	29 July 2024 at 4 p.m.
Date and time of Extraordinary General Meeting	:	31 July 2024 at 4 p.m. (or immediately after the conclusion of the Company's Annual General Meeting to be held at 3 p.m. on the same day)
Place of Extraordinary General Meeting	:	1 Irving PI, #08-10 The Commerze@Irving, Singapore 369546

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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 as at the Latest Practicable Date
“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 9 July 2024
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified, or supplemented from time to time
“Company”	:	Rich Capital Holdings Limited
“Constitution”	:	The constitution of the Company, as the same may be amended, varied or supplemented from time to time
“Director(s)”	:	The director(s) of the Company as at the Latest Practicable Date
“EGM” or “Extraordinary General Meeting”	:	The extraordinary general meeting of the Company to be convened, notice of which is set out on pages N-1 to N-3 of this Circular
“FY2023”	:	Financial year ended 31 March 2023
“Latest Practicable Date”	:	9 July 2024, being the latest practicable date prior to the publication of this Circular
“Notice”	:	The notice of EGM as set out on pages N-1 to N-3 of this Circular
“Proposed Amendments to the Constitution”	:	The proposed amendments to the Company’s Constitution of the Company as described in Section 2 of this Circular.
“Register of Members”	:	The register of members of the Company
“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
“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

“Shares” : Ordinary share(s) in the issued and paid-up share capital of the Company

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”**, **“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.

Opal Lawyers LLC has been appointed as the legal adviser to the Company in relation to the Proposed Amendments to the Constitution.

LETTER TO SHAREHOLDERS

RICH CAPITAL HOLDINGS LIMITED

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

Directors

Mr. Oh Siyang (Executive Director)
Mr. Chang Chi Hsung (Independent Non-Executive Director)
Mr. James Kho Chung Wah (Independent Non-Executive Director)
Mr. Chong Soo Hoon, Sean (Independent Non-Executive Director)

Registered Office:

9 Raffles Place
Republic Plaza
Tower I, #26-01
Singapore 048619

9 July 2024

To: **Shareholders of Rich Capital Holdings Limited**

Dear Shareholders,

THE PROPOSED AMENDMENTS TO THE CONSTITUTION

1. INTRODUCTION

- 1.1** The Directors propose to convene an EGM to be held on 31 July 2024 to seek the approval of the Shareholders for the Proposed Amendments to the Constitution. The Notice of EGM is set out on pages N-1 to N-3 of this Circular.
- 1.2** The purpose of this Circular is to set out the rationale for information pertaining to the Proposed Amendments to the Constitution to be tabled at the EGM.
- 1.3** Shareholders are advised that the SGX-ST assumes no responsibility for the accuracy of any of the statements made, opinions expressed or reports contained in this Circular.

2. THE PROPOSED AMENDMENTS TO THE CONSTITUTION

2.1 Rationale for the Proposed Amendments to the Constitution

On 31 March 2017, amendments to the Catalist Rules came into effect to, *inter alia*, enable listed companies to use electronic communications to transmit annual reports and other documents to their shareholders, provided such companies have obtained consent, whether express, deemed or implied, from the relevant shareholder(s).

Rule 730 of the Catalist Rules provides that if an issuer amends its Constitution or other constituent documents, they must be made consistent with all the listing rules prevailing at the time of amendment.

As such, the Company is proposing to amend its Constitution to:

- (i) allow for electronic transmission of circulars and annual reports to Shareholders, to promote environmental sustainability and enable greater efficiency and cost savings;
- (ii) allow for the Company and/or its agents and service providers to collect, use and disclose personal data of Shareholders and their appointed proxies or representatives;
- (iii) provide that the original instrument appointing a proxy, together with the original power of attorney or other authority, if any, to be deposited not less than seventy-two hours before the time appointed for the holding of the meeting;

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- (iv) provide that the Directors may approve and implement voting methods to allow Shareholders the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile; and
- (v) align its Constitution with the prevailing rules of the Catalist Rules as at the Latest Practicable Date, in compliance with Rule 730.

The Proposed Amendments to the Constitution, struck through for deletions and underlined for insertions, are set out in full in the Appendix to this Circular and are subject to Shareholders' approval by special resolution at the EGM. If approved by Shareholders, the Proposed Amendments to the Constitution will become effective immediately after the EGM.

2.2 Summary of the Proposed Amendments to the Constitution

The following is a summary of the Proposed Amendments to the Constitution, and should be read in conjunction with the Appendix to this Circular.

Regulation 159

It is proposed that Regulation 159 be amended to provide for the electronic transmission of documents (including notices, circulars and annual reports) following the introduction of simplified procedures for the sending of documents electronically pursuant to Rule 1206 of the Catalist Rules and Section 387C of the Companies Act, as set out in the Appendix to this Circular. Companies can, subject to certain statutory and Catalist Rules safeguards, make use of these simplified procedures where a shareholder has given express, implied or deemed consent for such companies to do so.

The Company regards express consent as being given where a shareholder gives notice in writing to the Company that he consents to having documents transmitted to him via electronic communications.

There is deemed consent ("**Deemed Consent**") from a shareholder where:

- (i) the Constitution of the issuer:
 - a. provides for the use of electronic communications;
 - b. specifies the manner in which electronic communications is to be used; and
 - c. specifies that the shareholder will be given an opportunity to elect within a specified period of time, whether to receive such document by way of electronic communications or as a physical copy; and
- (ii) the issuer has separately notified the shareholder directly in writing on at least one occasion of the following:
 - a. that the shareholder has a right to elect, within a time specified in the notice from the issuer, whether to receive documents in either electronic or physical copies;
 - b. that if the shareholder does not make an election, documents will be sent to the shareholder by way of electronic communications;
 - c. the manner in which electronic communications will be used is the manner specified in the constitution or other constituent document of the issuer;
 - d. that the election is a standing election, but that the shareholder may make a fresh election at any time; and

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- e. until the shareholder makes a fresh election, the election that is conveyed to the issuer last in time prevails over all previous elections as the shareholder's valid and subsisting election in relation to all documents to be sent.

A shareholder has given implied consent ("**Implied Consent**") where the Constitution of the issuer:

- (i) provides for the use of electronic communications;
- (ii) specifies the manner in which electronic communications is to be used; and
- (iii) provides that the shareholder shall agree to receive such document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such document.

However, Rule 1207 of the Catalist Rules provides that an issuer is still required to send certain documents to shareholders by way of physical copies. Such documents are as follows:

- (i) forms or acceptance letters that shareholders may be required to physically complete;
- (ii) notice of meetings, excluding circulars or letters referred in that notice;
- (iii) notices and documents relating to takeover offers and rights issues; and
- (iv) notices under Rules 1208 and 1209 of the Catalist Rules.

Rule 1208 of the Catalist Rules provides that where an issuer uses electronic communications to send a document to a shareholder, the issuer shall inform that shareholder as soon as practicable of how to request a physical copy of that document from the issuer. The issuer shall provide a physical copy of that document upon such request.

Rule 1209 of the Catalist Rules provides that where an issuer uses website publication as the form of electronic communications, the issuer shall separately provide a physical notification to shareholders notifying them of the following:

- (i) the publication of the document on the website;
- (ii) if the document is not available on the website on the date of notification, the date on which it will be available;
- (iii) the address of the website;
- (iv) the place on the website where the document maybe accessed; and
- (v) how to access the document.

Relevant provisions of the Companies Act

Under Section 387C of the Companies Act, regulations may be made to exclude any notice or document or any class of notices or documents from the application of Section 387C, provide for safeguards for the use of electronic communications under Section 387C, and provide that a shareholder who is deemed to have consented to receive notices or documents by way of electronic communications may make a fresh election to receive such notice or document as a physical copy and the manner in which the fresh election may be made.

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Certain safeguards for the use of the Deemed Consent and Implied Consent regimes are prescribed under Regulation 89C of the Companies Regulations. Regulation 89D of the Companies Regulations provides that notices and documents relating to any take-over offer of the Company and any rights issue by the Company are excluded from the application of Section 387C of the Companies Act.

Proposed amendments to Regulation 159

- (i) notice and documents may be sent to Shareholders using electronic communications either to a Shareholder's current address (which may be an email address) or by making it available on a website;
- (ii) for these purposes, a shareholder is deemed to have agreed to receive such notices and documents by way of electronic communications and shall not have a right to elect to receive a physical copy of such notices and documents (this is the Implied Consent regime permitted under Section 387C of the Companies Act and Rule 1206(2) of the Catalist Rules); and
- (iii) notwithstanding sub-paragraph (ii) above, the Directors may, at their discretion, decide to give Shareholders an opportunity to elect to opt out of receiving such notices and documents by way of electronic communications, and a shareholder is deemed to have consented to receive such notices and documents by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time (this is the Deemed Consent regime permitted under Section 387C of the Companies Act and Rule 1206(1) of the Catalist Rules).

Regulation 159 further provides that, subject to the Companies Act and the Catalist Rules, in the case of service on a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed, to Shareholders by any one or more of the following means: (1) sending such notice to them personally or through the post; (2) sending such notice using electronic communications to their current addresses (which may be email addresses); (3) by way of an advertisement in the daily press; and/or (4) by way of announcement on the SGX-ST.

The amendments to Regulation 159 will promote environment sustainability and enable greater efficiency and cost savings in the transmission of documents from the Company to the Shareholders. The Company will comply with the requirements of the Companies Act and the Catalist Rules if and when it decides to transmit notices and documents electronically to its Shareholders.

Proposed amendments to Regulation 93

Regulation 93 has been updated to clarify that:

- (i) Proxy forms may be submitted by Shareholders through electronic means;
- (ii) if a Shareholder submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy is deemed to be revoked at the point when the Shareholder attends the meeting. This is in line with Paragraph 5.4 of Practice Note 7E of the Catalist Rules

Proposed addition of Regulation 95A (new regulation)

The new Regulation 95A sets out, *inter alia*, that the Directors may approve and implement voting methods to allow members who are unable to vote in person at any general meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.

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Proposed addition of Regulations 175 and 176 (new regulation)

In general, under the Personal Data Protection Act 2012, an organisation can only collect, use or disclose the personal data of an individual with the individual's consent, and for a reasonable purpose which the organisation has made known to the individual.

The new Regulation 175 sets out, *inter alia*, the purposes for which the Company and/or its agents and service providers can collect, use and disclose personal data of Shareholders and their appointed proxies or representatives in the new Constitution. The new Regulation 176 provides that a Shareholder who appoints a proxy and/or a representative for any general meeting is deemed to have:

- (i) warranted that, where such Shareholder discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), such Shareholder has obtained the prior consent of such proxy and/or representative for the purposes specified in Regulation 175(f); and
- (ii) agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Shareholder's breach of warranty.

3. DIRECTORS' RECOMMENDATION

The Board, having carefully considered, among others, the rationale and terms of the Proposed Amendments to the Constitution, is of the view that the Proposed Amendments to the Constitution is in the best interests of the Company. The Board, therefore, recommend that Shareholders vote in favour of the special resolution relating to the Proposed Amendments to the Constitution to be proposed at the EGM.

4. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, 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 Proposed Amendments to the Constitution set out in the Notice of EGM.

5. ACTION TO BE TAKEN BY SHAREHOLDERS

5.1 Appointment of Proxies

Shareholders should complete, sign and return the proxy form enclosed with the Notice of EGM in accordance with the instructions printed thereon by mail to the registered office of the Company at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619 or by email to General@richcapital.com.sg, as soon as possible and in any event, not later than 48 hours before the time fixed for the EGM.

5.2 When Depositor Regarded as Shareholder

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his/her/its name appears on the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by CDP to the Company.

6. DIRECTORS' RESPONSIBILITY STATEMENT

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 Amendments to the Constitution, the Company and its subsidiaries,

LETTER TO SHAREHOLDERS

and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

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.

7. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Constitution of the Company are available for inspection by Shareholders at the registered office of the Company at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619 during normal business hours up to and including the date of the EGM.

Yours faithfully,

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

Oh Siyang
Executive Director

APPENDIX

The proposed amendments to the Constitution of the Company are set out below. It is proposed that the following Regulation in the Constitution be amended in the following manner where text in strikethrough indicates deletions from and underlined text indicates additions to the Constitution of the Company. References to “Articles” in this Appendix are references to the Constitution of the Company pursuant to Section 35 of the Companies Act effective 3 January 2016.

VOTE OF MEMBERS

93. An instrument of proxy shall, unless the contrary is stated thereon, be valid as well for any adjournment of the meeting as for the meeting to which it relates, provided that an instrument of proxy relating to more than one (1) meeting (including any adjournment thereof) having once been so delivered for the purposes of any meeting shall not be required again to be delivered for the purposes of any subsequent meeting to which it relates. An instrument of proxy: -
- Lodgement of
instrument
appointing
proxy
- (i) if sent personally or by post, must be left at such place or one of such places (if any) as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the General Meeting (or, if no place is so specified, at the Office); or
- (ii) subject always to Article 159, if submitted by electronic communication, must be received through such means as may be specified for that purpose in or by way of note to or in any document accompanying the notice convening the General Meeting,
- and in either case the instrument of proxy, together with the duly executed letter or the power of attorney or other authority, if any, or a duly certified copy thereof shall (failing previous registration with the Company) if required by law, be duly stamped and be deposited at the Office, not less than forty-eight seventy-two (72) hours before the time for holding the meeting or adjourned meeting at which the person named in the instrument proposes to vote and in default the instrument of proxy shall not be treated as valid. The deposit of an instrument appointing a proxy does not preclude the Member concerned from attending and voting in person at the General Meeting, as well as for any adjournment of the meeting to which it relates. In such an event, the appointment of the proxy or proxies is deemed to be revoked by the Member concerned at the point when the Member attends the General Meeting.
- 95A. Subject to this Constitution and the Act, the Directors may, at their sole discretion, approve and implement, subject to such security measures as may be deemed necessary or expedient, such voting methods to allow members who are unable to vote in person at any General Meeting the option to vote in absentia, including but not limited to voting by mail, electronic mail or facsimile.
- When vote by
proxy valid
though authority
revoked

NOTICES

- 159(1). A notice or other document may be served by the Company upon a Member, either personally, or by sending it through the post in a prepaid letter or by telex or facsimile transmission addressed to such Member at his address as appearing in the Register or in the Depository Register, as the case may be.
- How notices and
documents to be
served

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- 159(2). Notwithstanding the aforesaid provisions, where the Directors have determined that any notice or other document shall not be served to a Member in any country or jurisdiction outside the Republic of Singapore, any Member who is described in the Register or in the Depository Register, as the case may be, by an address not within the Republic of Singapore shall be deemed to be duly served with such notice or document when such notice or document is duly posted up in the Office.
- 159(3). Without prejudice to the provisions of Article 159(1) and but subject otherwise to the Act and any applicable listing rules relating to electronic communications, any notice or document (including, without limitations, any financial statements, balance sheet, circular or report) which is required or permitted to be given, sent or served under the Act or under these Articles by the Company, or by the Directors, to a Member of the Company may be given, sent or served using electronic communications: Electronic communications
- (i) to the current address (as provided for in the Act, which may be, but is not limited to, an email address) of that person; or
 - (ii) by making it available on a website prescribed by the Company from time to time, in accordance with the provisions of these Articles, the Act, applicable regulations and listing rules.
- in accordance with the provisions of these Articles, the Act and/or any other applicable regulations or procedures.
- 159(4). Subject to the Act, any regulations made thereunder and applicable listing rules relating to electronic communications, for the purposes of Article 159(3), a Member has given implied consent and agreed to receive such notice or document by way of such electronic communications and subject to the provisions of the Act and the listing rules, shall not have a right to elect to receive a physical copy of such notice or document. Implied consent
- 159(5). Notwithstanding Article 159(4) and subject to the prevailing listing rules and the provisions of the Act, the Directors may, at their discretion, at any time give a Member an opportunity to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy. A Member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was, by notice in writing given such an opportunity to elect, within such period of time specified in the notice, whether to receive the notice or document by way of electronic communications or as a physical copy, and the Member failed to make an election within the specified time, and he shall not in such an event have a right to receive a physical copy of such notice or document. The Directors shall abide by the provisions of the Act, applicable regulations and the listing rules of the Exchange in exercising their discretion under this Article. Deemed consent
- 159(6). Notwithstanding Articles 159(4) and 159(5), where a document is sent by electronic communications, the Company shall inform the Member as soon as practicable of how to request a physical copy of that document from the Company. The Company shall provide a physical copy of that document upon such request.

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159(7). Where the Company uses website publication as the form of electronic communications, the issuer shall separately provide a physical notification to shareholders notifying them of the following:

- (i) the publication of the document on the website;
- (ii) if the document is not available on the website on the date of notification, the date on which it will be available;
- (iii) the address of the website;
- (iv) the place on the website where the document maybe accessed; and
- (v) how to access the document.

159(8). Subject to the Act and the listing rules of the Exchange, in the case of service via a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed, to Shareholders by any one or more of the following means:

- (i) by sending such notice to them personally or through the post pursuant to Article 159(1);
- (ii) by sending such notice using electronic communications to their current addresses (which may be email addresses) pursuant to Article 159(3)(i);
- (iii) by way of an advertisement in the daily press; and/or
- (iv) by way of announcement through the Exchange.

159(9). Notwithstanding Articles 159(1) to 159(8), the Company shall serve or deliver physical copies of any notices or documents where the Act or the listing rules of the Exchange provides that such notices or documents must be sent by way of physical copies.

PERSONAL DATA

175. A Member who is a natural person is deemed to have consented to the collection, use and disclosure of his personal data (whether such personal data is provided by that Member or is collected through a third party) by the Company (or its agents or service providers) from time to time for any of the following purposes:

Personal data of members

- (a) implementation and administration of any corporate action by the Company (or its agents or service providers);
- (b) internal analysis and/or market research by the Company (or its agents or service providers);
- (c) investor relations communications by the Company (or its agents or service providers);

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- (d) administration by the Company (or its agents or service providers) of that Member's holding of shares in the capital of the Company;
- (e) implementation and administration of any service provided by the Company (or its agents or service providers) to its Members to receive notices of meetings, annual reports and other shareholder communications and/or for proxy appointment, whether by electronic means or otherwise;
- (f) processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for any General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to any General Meeting (including any adjournment thereof);
- (g) implementation and administration of, and compliance with, any Regulation of this Constitution;
- (h) compliance with any applicable laws, listing rules, take-over rules, regulations and/or guidelines; and
- (i) purposes which are reasonably related to any of the above purposes.

176.

Any Member who appoints a proxy and/or representative for any General Meeting and/or any adjournment thereof is deemed to have warranted that where such Member discloses the personal data of such proxy and/or representative to the Company (or its agents or service providers), that Member has obtained the prior consent of such proxy and/or representative for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy and/or representative for the purposes specified in Regulation 175(f) and any purposes reasonably related to such Regulations, and is deemed to have agreed to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of such Member's breach of warranty.

Personal data of
proxies
and/or
representatives

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.

PROXY FORM

RICH CAPITAL HOLDINGS LIMITED

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

EXTRAORDINARY GENERAL MEETING PROXY FORM

IMPORTANT

- Please read the notes to this Proxy Form.
- An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his vote(s) at the EGM in person. CPF Investors and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS respective agent to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the EGM.
- This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We _____ (Name),
NRIC/Passport/Company Registration No _____
of _____ (Address)
being a member/members of **RICH CAPITAL HOLDINGS LIMITED** (the "Company") hereby appoint

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No of Shares	(%)
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No of Shares	(%)
Address			

or failing which, the Chairman of the EGM as my/our proxy* to attend and to vote for me/us* on my/our* behalf to attend, speak and vote at the Extraordinary General Meeting ("EGM") of the Company to be held at 1 Irving Pl, #08-10 The Commerze@Irving, Singapore 369546 on 31 July 2024 at 4 p.m. and at any adjournment thereof.

I/We* direct the *my/our proxy/proxies 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.

Special Resolution	¹ Number of Votes 'For'	¹ Number of Votes 'Against'	¹ Number of Votes 'Abstain'
To approve the Proposed Amendments to the Constitution of the Company			

If you wish to abstain or exercise all your votes 'For', 'Against' or 'Abstain', please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2024

Total Number of Shares Held (see note 1 below)	No. of Shares
(a) CDP Register	
(b) Register of Members	

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

* To delete as appropriate

All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company's Circular to its Shareholders dated 9 July 2024.

PROXY FORM

IMPORTANT: PLEASE READ NOTES BEFORE COMPLETING THIS PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary*), is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her/its stead at the EGM. A proxy need not be a member of the Company. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. Where a member (other than a Relevant Intermediary*) appoints two (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 Relevant Intermediary is entitled to appoint more than two (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 him/her/it (which number or class of shares shall be specified).
5. Subject to note 9 below, completion and return of this instrument appointing a proxy shall not preclude a member from attending and voting at the EGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the Meeting in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the Meeting.
6. The instrument appointing a proxy or proxies 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 48 hours before the time appointed for the Meeting.
7. The Proxy Form must be under the hand of the appointor or of his/her/its attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument.
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 Meeting, in accordance with Section 179 of the Companies Act 1967, of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a Director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
9. An investor who holds shares under the Central Provident Fund Investment Scheme ("CPF Investor") and/or the Supplementary Retirement Scheme ("SRS Investors") (as may be applicable) may attend and cast his/her/its vote(s) at the EGM in person. CPF and SRS Investors who are unable to attend the EGM but would like to vote, may inform their CPF and/or SRS respective agent to appoint the Chairman of the EGM to act as their proxy, in which case, the CPF and SRS Investors shall be precluded from attending the Meeting.

* A Relevant Intermediary is:

- (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; or
- (b) a person holding a capital markets services licence 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 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.

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 dated 9 July 2024.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at forty-eight (48) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.