

PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

1. INTRODUCTION

The Board of Directors (the "**Board**") of Rich Capital Holdings Limited (the "**Company**") wishes to announce that the Company is proposing to shareholders of the Company ("**Shareholders**") to amend its constitution, further details of which are set out in paragraph 2 below.

2. PROPOSED AMENDMENTS TO THE CONSTITUTION AND RATIONALE

On 31 March 2017, amendments to the SGX-ST Listing Manual Section B: Rules of Catalyst ("**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 Catalyst Rules provides that if an issuer amends its Constitution or other constituent documents, all the amendments 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, among others:

- (a) allow for electronic transmission of circulars and annual reports to Shareholders, to promote environmental sustainability and enable greater efficiency and cost savings;
- (b) 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;
- (c) 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;
- (d) 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
- (e) align its Constitution with the prevailing rules of the Catalyst Rules as at 12 January 2024, in compliance with Rule 730.

The proposed amendments to the Constitution (the "**Proposed Amendments to the Constitution**"), struck through for deletions and underlined for insertions, will be set out in full in the circular and are subject to Shareholders' approval by special resolution at the extraordinary general meeting ("**EGM**") to be convened. If approved by Shareholders, the Proposed Amendments to the Constitution will become effective immediately after the EGM.

3. CIRCULAR

The circular to Shareholders containing, *inter alia*, the details of the Proposed Amendments to the Constitution and the notice of EGM will be despatched and/or published in due course.

4. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Amendments to the Constitution, other than through their shareholdings in the Company.

5. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when dealing or trading in the Existing Shares. The Proposed Amendments to the Constitution are subject to certain conditions and as at the date of this announcement, there is no certainty or assurance that the Proposed Amendments to the Constitution will be completed. The Company will make the necessary announcements when there are further developments. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants, tax advisers or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD
RICH CAPITAL HOLDINGS LIMITED

Oh Siyang
Executive Director
9 July 2024

This announcement has been reviewed by the Company's Sponsor, SAC Capital Private Limited (the "Sponsor").

*This announcement 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 announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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