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**" or the "**Meeting**") of **RICH CAPITAL HOLDINGS LIMITED** (the "**Company**") will be held at 1 Irving Place, #08-10, The Commerze@Irving, Singapore 369546 on Thursday, 23 July 2026 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 2026 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 2027, to be paid quarterly in arrears. (FY2026: S$148,500). **Resolution 2**

3. To re-elect the following directors retiring pursuant to the Company's Constitution:

   3.1 Mr Oh Siyang (retiring pursuant to Regulation 107) **Resolution 3**

   3.2 Mr Chong Soo Hoon, Sean (retiring pursuant to Regulation 107) **Resolution 4**

   [See Explanatory notes (i) and (ii)]

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 amendments) 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 "**Companies 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 allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

   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

Notice of Annual General Meeting

B (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) allot and 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 allotted and 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 allotted and issued other than on a pro rata basis to shareholders of the Company (including shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) 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 and alloted 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 conferred by this Resolution 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)]

Notice of Annual General Meeting

7. **AUTHORITY TO ALLOT AND 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 adopted on 28 July 2018 (the "**Plan**") and, subject to the provisions in the Companies Act and the Company's Constitution, to allot and issue, from time to time such number of fully paid-up shares as may be required to be issued 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(s) 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 (iv)]

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

That the Directors of the Company be authorised and empowered to off er and grant options in accordance with the provisions of Rich Capital Employee Share Option Scheme adopted on 28 July 2018 (the "**Scheme**") and, subject to the provisions in the Companies Act and the Company's Constitution, to allot and issue from time to time such number of fully paid-up shares as may be required to be issued pursuant to the exercise of options provided that the aggregate number of shares available pursuant to the Scheme and such other share based scheme(s) 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

8 July 2026

Notice of Annual General Meeting

Explanatory Notes:

(i) If re-elected under Resolution 3 above, Mr Oh Siyang will, upon re-election remain as an Executive Director. Detailed information on Mr Oh Siyang can be found on pages 101 to 104 of the Annual Report.

(ii) If re-elected under Resolution 4 above, Mr Chong Soo Hoon, Sean will, upon re-election as a Director, remain as an Independent Non-Executive Director and a member of the Audit Committee, Nominating Committee and Remuneration Committee. Mr Chong Soo Hoon, Sean shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr Chong Soo Hoon, Sean can be found on pages 101 to 104 of the Annual Report.

(iii) 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 vesting of such awards 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 1 Irving Place, #08-10, The Commerze@Irving, Singapore 369546. **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 the URL https://www.sgx.com/securities/company-announcements and the Company's website at the URL https://www.richcapital.com.sg/index.php. However, hardcopy of the Annual Report 2026 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 15 July 2026, 5.30p.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 17 July 2026, 2.30 p.m. (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.

Notice of Annual General Meeting

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 notarially certified copy thereof, must be:

a) deposited at the Company's office at 140 Paya Lebar Road, #07-09, AZ@Paya Lebar, Singapore 409015; or

b) emailed to sg.is.proxy@vistra.com,

in either case, by 20 July 2026, 2.30 p.m., i.e. 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 appoint the Chairman of the Meeting as proxy must approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, by 14 July 2026, 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:

(1) 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: (a) the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof); (b) addressing substantial and relevant questions from members received in advance of the AGM; and (c) the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) ((a), (b) and (c) collectively, the "**Purposes**");

(2) 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 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

(3) 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.

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*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 Notice, 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 Lee Khai Yinn (Tel: (65) 6232 3210), 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.