

RICH CAPITAL HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 199801660M)

TRANSFER OF SHARES BY JOINT VENTURE PARTNER OF INDIRECT SUBSIDIARY

The Board of Directors (the “**Board**”) of Rich Capital Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) refers to PT Oxley Karya Indo Batam (“**PT OKIB**”), the joint venture between indirect subsidiary, Oxley Batam Pte. Ltd. (“**OBPL**”), and PT Karya Indo Batam (“**PT KIB**”) for the project at the Oxley Convention City, Batam (the “**Project**”) and the announcement made by the Company on 1 July 2020 on, *inter alia*, the receipt by OBPL of a letter of invitation to an extraordinary general meeting of PT OKIB’s shareholders.

Share Transfer by PT KIB to PT BCMK

The Board wishes to announce that on 12 August 2020, the Company’s indirect subsidiary OBPL received an email, from Mr Winston Madjukie (“**Mr Winston**”) in his capacity as the director of PT OKIB, informing that as of 27 July 2020, PT KIB had transferred its entire shareholding (*i.e.*, 50%) in PT OKIB to an entity known as PT Batam Citi Moto Karya (“**PT BCMK**”) pursuant to an extraordinary general meeting of PT OKIB’s shareholders (the “**Share Transfer**”) (the “**Email**”).

The Company has received confirmation on 19 August 2020 from its solicitors that the Share Transfer has been registered. Based on the company profile of PT OKIB, the Share Transfer was effected by way of a deed of transfer dated 27 July 2020 and the Indonesian Ministry of Law and Human Rights received the notification regarding the Share Transfer on 12 August 2020.

Based on the company profile of PT BCMK obtained by the Company’s Indonesian counsel on 6 July 2020, 80% of its shares is registered in the name of Poni Madjukie (“**Mr Poni**”) (who is concurrently its sole director) and 20% is registered in the name of Mr Winston (who is concurrently its sole commissioner).

Background to the Share Transfer

As announced by the Company on 1 July 2020, OBPL, as a 50% shareholder of PT OKIB, had on 29 June 2020, received by way of courier an invitation (in Bahasa Indonesia) dated 26 June 2020, from Mr Winston in his capacity as the director of PT OKIB, to attend an extraordinary general meeting of shareholders to be held on 13 July 2020 (the “**First EGMS Invitation**” and the “**First EGMS**”, respectively). The proposed First EGMS was convened pursuant to a request by PT KIB for the approval of the transfer of PT KIB’s entire shareholding in PT OKIB to PT BCMK. No reason was proffered in the invitation for the proposed transfer.

Upon receipt of the First EGMS Invitation, the Company and OBPL sought Indonesian legal advice. In response to the First EGMS Invitation, OBPL issued a letter dated 11 July 2020 to PT OKIB and PT KIB, by which:

- (1) OBPL requested for the postponement of the proposed First EGM in light of the travel restrictions in connection with the COVID-19 pandemic;
- (2) OBPL set out its position that PT KIB had not complied with the right of first refusal provision under the Shareholders Agreement dated 12 August 2016 between OBPL and PT KIB (the “**SHA**”). The SHA required, *inter alia*, that a shareholder (here, PT KIB) must first provide a notice containing the

requisite particulars to the other shareholder (here, OBPL) regarding its intention to transfer its shares (the “**Notice**”); the other shareholder (here, OBPL) is entitled within a period of 30 days after receiving the Notice to require the first-mentioned shareholder (here, PT KIB) to sell all or part of the relevant shares to the other shareholder (here, OBPL), a third party or a combination of both. OBPL made clear to PT KIB and PT OKIB that PT KIB must first provide OBPL with a Notice pursuant to the right of first refusal provision prior to the proposed First EGMS.

- (3) OBPL further requested for a written explanation and clarification from PT KIB regarding its proposed transfer to PT BCMK and the impact of the transfer on the Project.

Neither OBPL or the Company received any response from PT OKIB or PT KIB, including any notice pursuant to the right of first refusal provision under the SHA or any explanation or clarification regarding the proposed transfer and the impact of the transfer on the Project.

On 20 July 2020, both the Company and OBPL received a further invitation (in Bahasa Indonesia), from Mr Winston in his capacity as the director of PT OKIB, for OBPL to attend an extraordinary general meeting of shareholders to be held on 23 July 2020 (the “**Second EGMS Invitation**” and the “**Second EGMS**”, respectively). The Second EGMS Invitation indicated that the First EGMS was held on the proposed date of 13 July 2020 and that the proposed Second EGMS was convened for the approval of the same resolution as the First EGMS, namely the approval of the transfer of PT KIB’s entire shareholding in PT OKIB to PT BCMK.

Upon Indonesian counsel's advice, in response to the Second EGMS Invitation, OBPL wrote to PT OKIB and PT KIB on 22 July 2020, by which:

- (1) OBPL requested for the minutes of and all relevant documents and information relating to the First EGMS to be sent to OBPL before the Second EGMS was held.
- (2) OBPL made it clear that it would only attend the Second EGMS through teleconference which is permitted under Indonesian law in light of the travel restrictions in connection with the COVID-19 pandemic.

Neither OBPL or the Company received any response from PT OKIB or PT KIB until the Email, informing OBPL of the completion of the Share Transfer.

For the avoidance of doubt, the Company understands from its Indonesian legal counsel that notwithstanding the Share Transfer, PT KIB shall remain liable for any violation of any provisions under the applicable laws or event of default against its customers that occurred while PT KIB was still a shareholder of PT OKIB and/or while the Joint Operation was still in existence. The Company is presently in consultation with its legal advisors and update shareholders accordingly as and when there are material developments in this matter.

BY ORDER OF THE BOARD
RICH CAPITAL HOLDINGS LIMITED

Giang Sovann
Interim Chairman and Independent Non-Executive Director

21 August 2020

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst.

This announcement has not been examined or approved by the SGX-ST. The SGX-ST 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.

The contact person for the Sponsor is Mr Joseph Au, Associate Director, Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg)