

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

**REQUISITION TO CONVENE AN EXTRAORDINARY GENERAL MEETING PURSUANT TO
SECTION 176 OF THE COMPANIES ACT (CAP. 50) OF SINGAPORE**

The Board of Directors (the “**Board**”) of Rich Capital Holdings Limited (the “**Company**”) wishes to announce that the Board has received a requisition letter dated 19 May 2020 (the “**Requisition Letter**”), signed by Bai Fengmei, He Xiaocong, Tan Hong Eng (Chen Fengying) and Oh Keh Yew (the “**Requisitioning Shareholders**”).

The Requisitioning Shareholders, collectively holding not less than 10 per cent of the total number of paid-up shares of the Company, has requested the Company to convene an extraordinary general meeting (the “**Proposed EGM**”) pursuant to Section 176 of the Companies Act, Chapter 50 of Singapore as soon as practicable.

By the Requisition Letter, the Requisitioning Shareholders requests that the following resolutions be tabled at the Proposed EGM:

- 1. Ordinary Resolution 1**
That OH SIYANG be appointed as Director of the Company with effect from the date of the Proposed EGM;¹
- 2. Ordinary Resolution 2**
That CHANG CHI HSUNG be appointed as Director of the Company with effect from the date of the Proposed EGM;²
- 3. Ordinary Resolution 3**
That GARY NG SIN TONG be appointed as Director of the Company with effect from the date of the Proposed EGM;³
- 4. Ordinary Resolution 4**
That any Director of the Company who may be appointed between the date of the Requisition Letter and the date of the Proposed EGM be removed;
- 5. Ordinary Resolution 5**
That the Company’s indirect subsidiary, PT Oxley Karya Indo Batam, shall not enter into any terms of settlement, refund any sales proceeds or release any monies whatsoever to any persons (including the buyers of the Oxley Convention City units) prior to the conclusion of the Proposed EGM; and
- 6. Ordinary Resolution 6**
That the general share issuance mandate granted by shareholders of the Company at the annual general meeting of the Company held on 28 September 2019 be revoked on and with effect from the date of the Requisition Letter.

¹ Upon appointment, Oh Siyang to be designated as an Executive Director of the Company.

² Upon appointment, Chang Chi Hsung will be designated as an Independent Director of the Company.

³ Upon appointment, Gary Ng Sin Tong will be designated as an Independent Director of the Company.

A copy of the Requisition Letter is attached to this announcement for shareholders' reference. Shareholders should note that the proposed appointment of directors pursuant to Resolutions 1, 2 and 3 are subject to the completion of satisfactory suitability assessment for each director by the Sponsor.

The Company has verified that the Requisitioning Shareholders do collectively hold not less than 10 per cent of the total number of paid-up shares of the Company. The Requisitioning Shareholders have requested for confirmation from the Company by 21 May 2020, 6 pm, on whether the Company will convene the Proposed EGM, and if so, the date, time and venue of the Proposed EGM.

The Company, in consultation with its legal advisors, is deliberating on the contents Requisition Letter and the Proposed EGM.

The Company will take the necessary steps in accordance with the relevant provisions of the Companies Act, and in compliance with applicable rules, will make further announcements as appropriate in accordance with the Listing Rules.

BY ORDER OF THE BOARD

RICH CAPITAL HOLDINGS LIMITED

Giang Sovann
Interim Chairman and Independent Non-Executive Director

20 May 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 Catalist.

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)