

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

RESPONSE TO QUERIES FROM THE SGX-ST ON THE PROPOSED ACQUISITION OF 100% OF THE ENTIRE ISSUED SHARE CAPITAL OF RICH-LINK CONSTRUCTION PTE LTD AND RICH-LINK BUILDERS PTE LTD

All capitalised terms used herein, unless otherwise defined, shall have the definitions ascribed to them in the Announcement as defined below.

The Board of directors (the “**Board**” or the “**Directors**”) of Rich Capital Holdings Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) would like to provide the following information on the response to queries raised by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 9 January 2019 in respect of the Company’s announcement dated 8 January 2019 on the proposed acquisition of 100% of the entire issued share capital of Rich-Link Construction Pte Ltd and Rich-Link Builders Pte Ltd (the “**Announcement**”):-

Query 1 of the SGX-ST

Given that the relative figures computed for 1006(c) and 1006(d) ratios was at 99.83%, which is very close to 100%, would the Company deem this to be a Very Substantial Acquisition and thereby observe the disclosure standards required of a Very Substantial Acquisition?

Company’s Response

The Company had in compliance with the Catalist Rules calculated the relative figures in accordance to the bases set out in Rule 1002 and Rule 1006, following consultation with its legal and financial advisers with respect to the computation of Rule 1006. As none of the relative figures exceed 100% and in accordance to Rule 1014(a), the Proposed Acquisition was therefore classified as a Major Transaction under Chapter 10 of the Catalist Rules and appropriately announced.

Query 2 of the SGX-ST

Para 4.1(f) states that subject to mutual agreement between the parties and the Group having sufficient working capital to meet its operational requirements and debt repayment obligations for the following 12 months after the 2nd Tranche Payment Date, the 2nd Tranche Payment may be satisfied by the Company in cash. Who in the Company will be making the determination and assessment that the Group has sufficient working capital for the following 12 months?

Company’s Response

Directors who are independent from the Sellers (“**Non-Interested Directors**”) will be responsible for assessing and determining whether the Group has sufficient working capital for the following 12 months as supported by a cash flow projection to be prepared by management to the Non-Interested Directors.

BY ORDER OF THE BOARD
RICH CAPITAL HOLDINGS LIMITED

Kuek Tee Meng
Executive Director, Finance
18 January 2019

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") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, 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).