

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

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE	: Held via electronic means
DATE	: Tuesday, 12 April 2022
TIME	: 2.30 p.m.
PRESENT	: Mr Chang Chi Hsung - Independent Non-Executive Director Mr Oh Siyang - Executive Director Mr James Kho Chung Wah - Independent Non-Executive Director Mr Chong Soo Hoon, Sean - Independent Non-Executive Director
IN ATTENDANCE	: As per attendance list
CHAIRMAN OF THE MEETING	: Mr Chang Chi Hsung

CHAIRMAN

Mr Chang Chi Hsung, the Chairman of the Meeting, welcomed all present to Rich Capital Holdings Limited's Extraordinary General Meeting ("**EGM**").

Shareholders were informed that the EGM was conducted by electronic means via live webcast due to COVID-19 restriction and the safe-distancing measures.

INTRODUCTION

The Chairman of the Meeting introduced the Directors present.

QUORUM

As a quorum was present, the Chairman of the Meeting declared the Meeting opened at 2.30 p.m.

NOTICE

The Notice convening the meeting was taken as read.

As set out in the Notice of Extraordinary General Meeting, Shareholders had been advised to submit their votes by completing the proxy form to appoint the Chairman of the Meeting as proxy to vote on their behalf.

The Chairman informed shareholders that Entrust Advisory Pte Ltd has been appointed as scrutineers for this Meeting. Entrust Advisory Pte Ltd has independently checked and verified the validity of the proxy forms and votes received before the Meeting. The results will be announced after each resolution.

It was also noted that the Company has held its Virtual Information Session with Shareholders on 29 March 2022 at 2.30 p.m. and details of the recordings of the Virtual Information Session had been uploaded at the Company's website. The Company had also published its responses to the questions through an announcement made on the SGXNet on 6 April 2022.

ORDINARY BUSINESS

ORDINARY RESOLUTION 1: PROPOSED DISPOSAL OF THE ENTIRE ISSUED AND PAID-UP CAPITAL OF FIRST CAPITAL PTE. LTD. AS A MAJOR TRANSACTION UNDER CHAPTER 10 OF THE CATALIST RULES

The EGM proceeded to approve the proposed disposal of the entire issued and paid-up capital of First Capital Pte. Ltd. as a major transaction under Chapter 10 of the Catalist Rules.

The Chairman of the Meeting proposed the motion. The results on the votes by way of poll were as follows:

	Votes	%
No. of votes for:	4,102,028,666	100.00
No. of votes against:	0	0
Total no. of votes casted:	4,102,028,666	100.00

Based on the result of the poll, the Chairman of the Meeting declared the following Resolution carried:

"IT WAS RESOLVED that:

- (a) approval be and is hereby given, for the purposes of Chapter 10 of the Catalist Rules and Section 160 of the Companies Act 1967, for the Company to dispose of all of its shares held in the share capital of First Capital Pte. Ltd. at the Sales Consideration of S\$14,500,000 in accordance with the terms and subject to the conditions of the Sale and Purchase Agreement as described in the Circular as a Major Transaction (the **"Proposed Disposal"**);
- (b) the Directors of the Company and any one of them be and is/are hereby authorised and empowered to approve, perform and complete and do all such acts and things (including without limitation, to approve, modify, supplement, ratify, sign, seal, execute and deliver all such documents as may be required in connection with the Proposed Disposal) as he or they may consider necessary, desirable, expedient or in the interests of the Company to give effect to the matters contemplated by the Proposed Disposal; and

- (c) any acts, matters, things and all actions taken, done or performed, and/or documents signed, executed, sealed and/or delivered by any Director or the Company in respect of the matters considered in the Proposed Disposal and this ordinary resolution be and are hereby approved, ratified and confirmed as acts of the Company.”

CONCLUSION

There being no other business to transact, the Chairman of the Meeting declared the EGM of the Company closed at 2.35 p.m. and thanked everyone for their attendance.

Confirmed As True Record Of Proceedings Held

Mr Chang Chi Hsung
Chairman of the Meeting