

RICH CAPITAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 199801660M)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of Rich Capital Holdings Limited ("Company") called pursuant to Section 177 of the Companies Act (Cap. 50) will be held by way of electronic means on **10 July 2020 at 11.00 a.m.** and, to the extent permitted by the relevant laws and regulations, by way of "live" audio-visual webcast and "live" audio-only stream, details of which are set out in this Notice of EGM and in the announcements that may be made by the Company from time to time on SGXNet, for the purpose of considering and, if thought fit, passing (with or without modifications) the resolutions below.

This Notice of EGM has been made available on SGXNet. A printed copy of this Notice of EGM will NOT be despatched to members.

ORDINARY RESOLUTION 1

That **OH SIYANG** be appointed as Director of the Company with effect from the date of the EGM.¹

ORDINARY RESOLUTION 2

That the Company and/or its subsidiaries, Rich Batam Pte Ltd and Oxley Batam Pte Ltd, shall not do anything that will result in PT Oxley Karya Indo Batam entering into any terms of settlement or refunding any sales proceeds whatsoever to any persons (including the buyers of the units in the project at the Oxley Convention City, Batam) without the prior approval of shareholders at an extraordinary general meeting to be convened.

Dated this 25th day of June 2020

PURSUANT TO AN EXERCISE OF RIGHTS BY THE UNDERMENTIONED MEMBERS OF THE COMPANY, under Section 177 of the Companies Act (Cap. 50).



BAI FENGMEI
Number of shares: 2,168,657,900



HE XIAOCONG
Number of shares: 345,000,000



TAN HONG ENG (CHEN FENGYING)
Number of shares: 326,700,000



OH KEH YEW
Number of shares: 398,946,100

Notes:

1. Alternative Arrangements

This Notice of EGM will be uploaded on SGXNet and the Company's designated website on the same day.

Please refer to the following paragraphs which set out alternative arrangements relating to attendance, submission of questions in advance and voting by proxy at the EGM:

(a) "Live" audio-visual webcast and "live" audio-only stream

The EGM will be held by electronic means. Shareholders and investors holding shares in the Company through relevant intermediaries (as defined in Section 181 of the Companies Act) ("Investors") (including CPF Investors and SRS Investors) will be able to (i) watch these proceedings through a "live" audio-visual webcast via their mobile phones, tablets or computers, or (ii) listen to these proceedings through a "live" audio-only stream via telephone.

In order to do so, Shareholders and Investors must follow the following steps:

- (1) Those who wish to watch the "live" webcast or listen to the "live" audiocast must pre-register by 11.00 a.m. on 7 July 2020, by clicking on the following link and submitting the online registration form: <https://richcapitalegm.listedcompany.com/rich-capital-holdings-limited-2020-egm>.
- (2) They are required to complete and submit the online registration form for authentication purposes.
- (3) Upon authentication of their status as Shareholders or Investors, authenticated Shareholders or Investors will receive email instructions on how to access the webcast and audio feed of the EGM proceedings by 9 July 2020.
- (4) Those who do not receive an email by 12.00 p.m. on 9 July 2020, but who have registered by the registration deadline, should contact our Share Registrar, Tricor Barbinder Share Registration Services, for assistance at (65) 62363550/3555 or email to sg.is.enquiry@sg.tricorglobal.com.

Members who are watching the live webcast will not be able to vote online.

(b) Prior submission of questions

Shareholders may submit questions or matters related to the Ordinary Resolutions to be tabled for approval for the EGM by 11.00 a.m. on 7 July 2020 via the pre-registration website at the following link: <https://richcapitalegm.listedcompany.com/rich-capital-holdings-limited-2020-egm>.

Members will not be able to ask questions at the EGM "live" during the audio-visual webcast or audio-only stream.

(c) Voting by proxy only

Shareholders and Investors will not be able to attend the EGM in person or vote online at the EGM. Shareholders (whether individual or corporate) must vote by proxy **only and appoint only the Chairman of the EGM** to act as proxy and direct the vote at the EGM. A member (whether individual or corporate) appointing the Chairman of the Meeting as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

All Shareholders are encouraged to complete, sign and return the enclosed Proxy Form attached to this Notice of EGM in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach (a) by email to sg.is.proxy@sg.tricorglobal.com or (b) by post to the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 80 Robinson Road #11-02 Singapore 068898, not later than 11.00 a.m. on 8 July 2020 (being 48 hours before the time fixed for the EGM).

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.

CPF Investors and SRS Investors who wish to appoint the Chairman of the EGM as their proxy should approach their respective agent banks to submit their votes no later than 1 July 2020, being seven working days before the date of the EGM. CPF Investors and SRS Investors should not directly appoint the Chairman as proxy to direct the vote. The Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

If the member is a corporation, the instrument appointing the proxy must be given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.

2. The Chairman of the EGM, as proxy, need not be a member of the Company.
3. In the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
4. This Notice of EGM and the Proxy Form have been made available on SGXNet. A printed copy of these documents will NOT be despatched to Shareholders.

PERSONAL DATA PRIVACY

By submitting a proxy form appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, and/or by registering to attend the "live" webcast and/or "live" audiocast of the EGM as detailed in this Notice of EGM, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) 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.

¹ Mr. Oh Siyang is an executive director of HCJ Construction Pte. Ltd. in the construction business and oversees its business development, administrative and financial departments. He is also a general manager of Lam Chee Land Pte. Ltd. in the business of property development and property management, and a director of Andori-Ken (F&B) Pte. Ltd. in the business of food and beverages. From 2013 to 2016, he worked at Leatherback Co Pte. Ltd. in the business of fashion and manufacturing as a business development advisor. Mr. Oh graduated with a Bachelor in Business Administration degree from The University of Newcastle in 2014. Mr. Oh is the son of Mr. Oh Keh Yew, a substantial shareholder of the Company. Upon appointment, Oh Siyang will be designated as executive Director of the Company.