

RICH CAPITAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No: 199801660M)

PROXY FORM

ANNUAL GENERAL MEETING

Important

- For CPF/SRS investors who have used their CPF/SRS monies to buy shares in Rich Capital Holdings Limited (the “Company”), this proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF/SRS investors should contact their respective agent banks if they have any queries regarding their appointment as proxies.
- By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting dated 13 July 2023.
- Please read the notes overleaf which contain instructions on, inter alia, the appointment of proxy(ies).

I/We _____ (Name), NRIC/Passport No. _____

of _____ (Address)

being a member(s) of Rich Capital Holdings Limited (the “Company”), hereby appoint: -

Name	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
			Number of Shares	%
Address				

and/or (delete as appropriate)

Name	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
			Number of Shares	%
Address				

or failing whom, the Chairman of the Annual General Meeting (the “Meeting”) as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the Annual General Meeting of the Company to be held at Training Room 2-2, Level 2, Lifelong Learning Institute, 11 Eunos Road 8, Singapore 408601, on Friday, 28 July 2023 at 3.30p.m. and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the Resolutions to be proposed at the Meeting as hereunder indicated. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion.

No.	Ordinary Resolutions	For*	Against*	Abstain*
Ordinary Business				
1.	Adoption of the Audited Financial Statements of the Company for the financial year ended 31 March 2023 together with the Directors’ Statement and Auditors’ Report.			
2.	Approval of Directors’ Fees of S\$148,500 for the financial year ending 31 March 2024, to be paid quarterly in arrears.			
3.	Re-election of Mr. James Kho Chung Wah as Director of the Company.			
4.	Re-election of Mr. Chang Chi Hsung as Director of the Company.			
5.	Re-appointment of Messrs Foo Kon Tan LLP as Auditors of the Company.			
Special Business				
6.	Authority to allot and issue shares (General Share Issue Mandate).			
7.	Authority to allot and issue shares pursuant to the Rich Capital Performance Share Plan.			
8.	Authority to allot and issue shares pursuant to the Rich Capital Employee Share Option Scheme.			

* Voting will be conducted by poll. If you wish to exercise all your votes “For” or “Against” or “Abstain”, please indicate with a (√) within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2023.

Total Number of Shares held (see Note 1)

Signature(s) of Member(s)

Contact Number and Email Address of Members

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes to the Proxy Form

1. A proxy need not be a member of the Company.
2. A member should insert the total number of shares held. If the member has shares entered against his/her name in the Depository Register (maintained by The Central Depository (Pte) Limited), he/she should insert that number of shares in the space set across “CDP Register” at the bottom of the proxy form. If the member has shares registered in his/her name in the Register of Members (maintained by or on behalf of the Company), he/she should insert that number of shares in the space set across “Register of Members” at the bottom of the proxy form. If the member has shares entered against his/her name in the Depository Register and shares registered in his/her name in the Register of Members, he/she should insert the respective number of shares in the corresponding spaces provided. If no number is inserted, the proxy form will be deemed to relate to all the shares held by the member.
3.
 - (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
 - (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

4. The instrument appointing a proxy must be:
 - (a) deposited at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, 80 Robinson Road, #11-02, Singapore 068898; or
 - (b) emailed to sg.is.proxy@sg.tricorglobal.com

in either case, not less than 48 hours before the time appointed for holding the AGM, i.e. by **3.30 p.m. on Wednesday, 26 July 2023**.

A member who wishes to submit an instrument of proxy must **complete and sign the proxy form**, before submitting it by post to the address provided above, or by scanning and sending it by email to the email address provided above.

5. Completion and return of this proxy form shall not preclude a member from attending and voting at the AGM. Any appointment of a proxy or proxies shall be deemed to be revoked if a member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the proxy form to the AGM.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with Section 179 of the Companies Act 1967.
9. The Company shall be entitled to reject any proxy form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form (including any related attachment) (such as in the case where the appointor submits more than one proxy form). In addition, in the case of members whose shares are entered against their names in the Depository Register, the Company may reject any proxy form submitted if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for the AGM, as certified by The Central Depository (Pte) Limited to the Company.
10. **Personal data privacy:** By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Annual General Meeting.