



RICH CAPITAL

RICH CAPITAL HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No.: 199801660M)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (“AGM”) of **RICH CAPITAL HOLDINGS LIMITED** (the “Company”) will be held at Meyer & Frankel Rooms, Level 3 of Grand Mercure Singapore Roxy, 50 East Coast Road, Roxy Square, Singapore 428769, on Monday, 30 July 2018 at 9.30 a.m. for the following purposes:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2018 together with the Directors’ Statement and Auditors’ Report thereon. **Resolution 1**
2. To approve and ratify the payment of Directors’ Fees of S\$86,000 for the financial year ended 31 March 2018 (2017: S\$140,000). **Resolution 2**
3. To approve the payment of Directors’ Fees of S\$150,000 for the financial year ending 31 March 2019, to be paid quarterly in arrears. **Resolution 3**
4. To re-elect Mr Wang ZhenWen who is retiring under Regulation 117 of the Company’s Constitution. [See Explanatory note (i)] **Resolution 4**
5. To re-elect Mr Giang Sovann who is retiring under Regulation 117 of the Company’s Constitution. [See Explanatory note (ii)] **Resolution 5**
6. To re-elect Mr James Kho Chung Wah who is retiring under Regulation 117 of the Company’s Constitution. [See Explanatory note (iii)] **Resolution 6**
7. To re-elect Mr Chow Wen Kwan who is retiring under Regulation 117 of the Company’s Constitution. [See Explanatory note (iv)] **Resolution 7**
8. To re-elect Mr Soong Kar Leong who is retiring under Regulation 117 of the Company’s Constitution. **Resolution 8**
9. To re-appoint Messrs Foo Kon Tan LLP., Certified Public Accountants, as Auditors of the Company for the financial year ending 31 March 2019 and to authorise the Directors to fix their remuneration. **Resolution 9**
10. To transact any other ordinary business which may be properly transacted at an Annual General Meeting of the Company.

BY ORDER OF THE BOARD

LEE BEE FONG
Company Secretary

Date: 13 July 2018
Singapore

Explanatory Notes:-

- (i) If re-elected under Resolution 4 above, Mr Wang ZhenWen will, upon re-election as a Director, remain as Non-Independent Non-Executive Chairman, member of the Audit Committee, Nominating Committee and Remuneration Committee. He shall be considered non-independent for the purpose of Rule 704(7) of the Catalyst Rules. There is no relationship including immediate family relationships between himself and the other Directors, the Company, its related corporation and its 10% shareholders. Detailed information on Mr Wang ZhenWen can be found at page 4 of the Annual Report.
- (ii) If re-elected under Resolution 5 above, Mr Giang Sovann will, upon re-election as a Director, remain as Independent Non-Executive Director of the Company, Chairman of the Audit Committee and member of the Nominating Committee and Remuneration Committee. He shall be considered independent for the purposes of Rule 704(7) of Catalyst Rules of the SGX-ST. There is no relationship including immediate family relationships between himself and the other Directors, the Company, its related corporations and its 10% shareholders. Detailed information on Mr Giang Sovann can be found at page 4 of the Annual Report.
- (iii) If re-elected under Resolution 6 above, Mr James Kho Chung Wah will, upon re-election as a Director, remain as Independent Non-Executive Director of the Company, Chairman of the Nominating Committee and member of the Audit Committee and Remuneration Committee. He shall be considered independent for the purposes of Rule 704(7) of Catalyst Rules of the SGX-ST. There is no relationship including immediate family relationships between himself and the other Directors, the Company, its related corporations and its 10% shareholders. Detailed information on Mr James Kho Chung Wah can be found at page 5 of the Annual Report.
- (iv) If re-elected under Resolution 7 above, Mr Chow Wen Kwan will, upon re-election as a Director, remain as Independent Non-Executive Director of the Company, member of the Audit Committee, Nominating Committee and Remuneration Committee. He shall be considered independent for the purposes of Rule 704(7) of Catalyst Rules of the SGX-ST. There is no relationship including immediate family relationships between himself and the other Directors, the Company, its related corporations and its 10% shareholders. Detailed information on Mr Chow Wen Kwan can be found at page 5 of the Annual Report.

NOTES:-

1. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (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 him (which number and class of share shall be specified)

“Relevant intermediary” means:

- (i) a banking corporation licensed under the Banking Act (Cap. 19) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - (ii) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Cap. 289) and who holds shares in that capacity; or
 - (iii) the Central Provident Fund Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
2. A proxy need not be a member of the Company.
 3. The instrument appointing a proxy must be deposited at the registered office of the Company at 80 Robinson Road #02-00 Singapore 068898 not less than 48 hours before the time for holding the AGM or any adjournment thereof.

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, 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 and administration by the Company (or its agents) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.