

PROSPERCAP CORPORATION LIMITED

(Company Registration No. 197300314D)
(Incorporated in the Republic of Singapore)
(the "Company")

Minutes of the Extraordinary General Meeting of the Company ("EGM" or the "Meeting")

Date : Tuesday, 22 July 2025

Time : 3:00 p.m.

Format/ Venue : Hybrid format, in-person at Time Room, HUONE Singapore, located at 3D River Valley Road, #03-01 Block D, Singapore 179203 ("**Physical Meeting**") and using virtual meeting technology ("**Virtual Meeting**") collectively, the "**Meeting**")

Present : Board of Directors

Physical Meeting:

1. Mr. Iqbal Jumabhoy - Chief Executive Officer and Executive Director
2. Mr. Christopher Tang Kok Kai - Independent Non-Executive Director
3. Mr. Chiew Chun Wee - Independent Non-Executive Director

Virtual Meeting:

1. Mr. Teeranun Srihong - Independent Non-Executive Director and Chairman of the Board
2. Mr. Weerachai Amornrat-Tana - Non-Independent Non-Executive Director and Vice-Chairman of the Board
3. Mr. Thitawat Asaves - Non-Independent Non-Executive Director
4. Mr. Thiti Thongbenjamas - Non-Independent Non-Executive Director

Key Executive

Mr. Ooi Chee Eng - Chief Financial Officer

External Auditors

Deloitte & Touche LLP

Independent Scrutineer

Reliance 3P Advisory Pte. Ltd.

In Attendance / By Invitation

As per the attendance sheets of attendees/invitees maintained by the Company.

Shareholders

As per the attendance sheets of shareholders maintained by the Company.

Chairman : Mr. Teeranun Srihong (the "**Chairman**")

WELCOME ADDRESS

1. The Chairman welcomed all present at the Meeting and introduced the members of the Board of Directors and key executives of the Company.

QUORUM

2. Upon confirmation of the presence of the requisite quorum, the Chairman called the Meeting to order at 3:05 p.m.

CONDUCT OF MEETING

3. The Chairman proceeded with the business of the meeting.

NOTICE OF MEETING

4. The notice convening the Meeting dated 7 July 2025 was taken as read.

POLLING PROCESS

5. The Chairman informed that the voting was by poll and will be conducted via the ConveneAGM voting platform. Convene SG Pte Ltd, operator of ConveneAGM and Reliance 3P Advisory Pte. Ltd. had been appointed as the polling agent and scrutineer of this Meeting respectively.
6. An instructional video was played to guide shareholders on the use of the ConveneAGM voting platform to raise questions and to vote.

BACKGROUND

7. Chairman informed shareholders that at the last annual general meeting of the Company held on 30 April 2025 (the “**AGM**”), the Company’s previous independent auditors did not offer themselves for re-appointment and in light of the fact that no new independent auditors were ready to be appointed at the AGM, there was no resolution proposed with respect to the appointment of new independent auditors for the Company at the AGM.
8. The Board, assisted by the Audit Committee, had through a rigorous interview and shortlisting process, now proposes a new independent auditors for shareholders’ approval at this Meeting.
9. Chairman shared that the Company had invited shareholders to submit their questions to the Company by 15 July 2025 via email or by post and that there were no questions received from the shareholders.
10. Chairman informed that the shareholders were also able to ask questions during the Meeting and the Company will endeavour to answer all relevant questions raised.
11. The Chairman proceeded with the business of the EGM.

MEETING AGENDA

ORDINARY RESOLUTION 1 PROPOSED APPOINTMENT OF DELOITTE & TOUCHE LLP AS NEW INDEPENDENT AUDITORS OF THE COMPANY

12. The sole resolution on the agenda is the proposal for Deloitte & Touche LLP ("**Deloitte**") to be appointed as auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company, at a fee and on such terms to be agreed between the Company and Deloitte.
13. In connection with the resolution, that the Directors be authorised to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required) as the Directors or any of them may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution as they or he/she may think fit.
14. The following ordinary resolution was proposed by the Chairman and seconded by shareholder, Mr. Liang Xiao:
- "RESOLVED that Deloitte & Touche LLP ("**Deloitte**") to be appointed as auditors of the Company, to hold office until the conclusion of the next annual general meeting of the Company, at a fee and on such terms to be agreed between the Company and Deloitte."*
15. The Chairman invited questions from the Meeting.
16. Mr. Ou Yang Yan Te ("**Mr. Ou Yang**"), a shareholder, queried the basis of Deloitte being appointed as independent auditors, taking into consideration that the Company is listed on the SGX Catalist board and since Deloitte, being one of the Big 4 firms, would charge higher fees. Mr. Ou Yang was of a view that a local auditor is sufficient to meet the Company's requirements.
17. Mr. Iqbal Jumabhoy replied that the Audit Committee and the Board had considered not only the fees, but also the quality of the auditors, their resources and the ability of the auditors to handle cross-border operations of the Company, including those in the UK. It was the view of the Audit Committee and the Board that Deloitte is adequately resourced both locally and internationally, having the experience to meet the cross-border and complex audit needs of the Company, in the markets in which the Company operates.
18. The motion was put to the vote. The results of the poll for the motion were as follows:

	For		Against	
	No. of Votes	Percentage	No. of Votes	Percentage
Ordinary Resolution 1	1,362,685,111	100.00	0	0.00

19. Based on the results, Ordinary Resolution 1 was carried.

CLOSING

20. There being no other business to be transacted, the Chairman declared the Meeting closed with thanks to all who attended. The Meeting ended at 3:18 p.m.

Confirmed by
TEERANUN SRIHONG
Chairman of the Meeting