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

MINUTES OF ANNUAL GENERAL MEETING ("AGM" or "Meeting")

PLACE	:	1 Irving Place #08-10, The Commerze@Irving Singapore 369546
DATE	:	Thursday, 23 July 2026
TIME	:	2.30 p.m.
PRESENT	:	Mr Chang Chi Hsung – Independent Non-Executive Director Mr Oh Siyang – Executive Director Mr Chong Soo Hoon, Sean – Independent Non-Executive Director Mr Simon Ong Eng Hock – Chief Financial Officer
ABSENT WITH APOLOGIES	:	Mr James Kho Chung Wah – Independent Non-Executive Director
IN ATTENDANCE	:	Please refer to the Attendance List
CHAIRMAN OF THE MEETING	:	Mr Chang Chi Hsung

QUORUM

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

INTRODUCTION

The Chairman of the Meeting introduced the Directors present.

NOTICE

The Notice convening the AGM, having been circulated in the hands of shareholders for the requisite period was, with the concurrence of the Meeting, taken as read.

VOTING BY WAY OF A POLL

Shareholders were informed that the Chairman of the Meeting had been appointed as proxy by some shareholders to vote in accordance with their instructions. All voting at general meetings of listed companies must be done by way of a poll.

If a shareholder was attending in person or was validly appointed proxy for the AGM, he or she would have been handed the poll voting slips at the registration desk when signing-in earlier.

For the avoidance of doubt, if a shareholder was attending in person and had already appointed one or more proxies to attend the AGM, and such shareholder decided to exercise his or her right to vote in respect of any of shares, his or her proxies must not vote in respect of those shares.

The Chairman informed shareholders that Entrust Advisory Pte. Ltd. and Tricor Barbinder Share Registration Services have been appointed as Scrutineers and Polling Agent respectively.

Before dealing with the business of AGM, a representative from Entrust Advisory Pte. Ltd. gave a briefing on the poll voting procedure to the shareholders.

As the poll procedures would require time to complete, the Chairman of the Meeting informed that the poll on each resolution be taken after all the resolutions had been formally proposed and seconded.

QUESTIONS AND ANSWERS

The Company has invited shareholders to submit questions prior to this AGM and the Company did not receive any questions from shareholders. There were also no questions raised by shareholders during the Meeting.

The Chairman proceeded to the business of the Meeting.

ORDINARY BUSINESS:

1. ADOPTION OF AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 MARCH 2026 TOGETHER WITH THE DIRECTORS' STATEMENT AND AUDITORS' REPORT – RESOLUTION 1

The AGM proceeded to receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2026 together with the Directors' Statement and Auditors' Report thereon.

The Chairman of the Meeting proposed the motion which was seconded by Mr Oh Siyang.

2. APPROVAL OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDING 31 MARCH 2027, TO BE PAID QUARTERLY IN ARREARS – RESOLUTION 2

The Board had recommended the payment of Directors' Fees of S$148,500 for the financial year ending 31 March 2027, to be paid quarterly in arrears.

Mr Simon Ong Eng Hock proposed the motion which was seconded by Mr Oh Siyang.

3. RE-ELECTION OF MR OH SIYANG AS A DIRECTOR – RESOLUTION 3

Mr Oh Siyang who was retiring pursuant to Regulation 107 of the Company's Constitution, had consented to continue in office.

The Chairman of the Meeting proposed the motion which was seconded by Mr Simon Ong Eng Hock.

4. RE-ELECTION OF MR CHONG SOO HOON, SEAN AS A DIRECTOR – RESOLUTION 4

Mr Chong Soo Hoon, Sean who was retiring pursuant to Regulation 107 of the Company's Constitution, had consented to continue in office.

It was noted that Mr Chong Soo Hoon, Sean would, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director, and a member of the Audit, Nominating and Remuneration Committees. Mr Chong Soo Hoon, Sean shall be considered independent for the purposes of Rule 704(7) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Section B: Rules of Catalist ("**Catalist Rules**").

The Chairman of the Meeting proposed the motion which was seconded by Mr Simon Ong Eng Hock.

5. RE-APPOINTMENT OF FOO KON TAN LLP AS AUDITORS OF THE COMPANY – RESOLUTION 5

Shareholders were informed that the retiring auditors, Messrs Foo Kon Tan LLP, Certified Public Accountants, had expressed their willingness to continue in office.

The Chairman of the Meeting proposed the motion which was seconded by Mr Simon Ong Eng Hock.

6. ANY OTHER ORDINARY BUSINESS

As no notice of any other ordinary business was received by the Company Secretary, the Chairman of the Meeting proceed to deal with the special business of the Meeting.

SPECIAL BUSINESS:

7. AUTHORITY TO ALLOT AND ISSUE SHARES – RESOLUTION 6

Resolution 6 is to authorise the Directors to allot and issue new shares pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and subject to Rule 806 of the Catalist Rules.

The Chairman of the Meeting proposed the motion which was seconded by Mr Simon Ong Eng Hock.

8. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE RICH CAPITAL PERFORMANCE SHARE PLAN – RESOLUTION 7

Resolution 7 is to authorise the Directors to grant Awards in accordance with the provisions of Rich Capital Performance Share Plan adopted on 28 July 2018 (the "**Plan**"). The Plan, if approved, would allow to issue of additional ordinary shares of up to 15% of the Company's shares capital (excluding treasury shares and subsidiary holdings).

The Chairman of the Meeting proposed the motion which was seconded by Mr Simon Ong Eng Hock.

9. AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE RICH CAPITAL EMPLOYEE SHARE OPTION SCHEME – RESOLUTION 8

Resolution 8 is to authorise the Directors to offer and grant options in accordance with the provisions of Rich Capital Employee Share Option Scheme adopted on 28 July 2018.

The Chairman of the Meeting proposed the motion which was seconded by Mr Oh Siyang.

The Chairman of the Meeting declared the AGM had come to an end for the discussion of the motions tabled.

CONDUCT OF POLL

The poll on the motion for the resolutions was duly conducted.

ADJOURNMENT OF AGM

The AGM was adjourned at 2.45 p.m. for the counting of votes.

The AGM resumed at 2.47 p.m. for the results of the poll to be declared.

RESULTS OF POLL

Following the tabulation of votes, the result of the poll was read:

Ordinary Resolution 1: Adoption of the Audited Financial Statements of the Company for the financial year ended 31 March 2026 together with the Directors' Statement and Auditors' Report

	Votes	%
No. of votes for:	19,206,227	100
No. of votes against:	0	0
Total no. of votes casted:	**19,206,227**	**100**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 1 carried by way of a poll:

"**IT WAS RESOLVED** that the Audited Financial Statements of the Company for the financial year ended 31 March 2026 together with the Directors' Statement and Auditors' Report be received and adopted."

Ordinary Resolution 2: Approval of Directors' Fees of S$148,500 for the financial year ending 31 March 2027, to be paid quarterly in arrears

	Votes	%
No. of votes for:	19,206,227	100
No. of votes against:	0	0
Total no. of votes casted:	**19,206,227**	**100**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 2 carried by way of a poll:

"**IT WAS RESOLVED** that the payment of Directors' fees of S$148,500 for the financial year ending 31 March 2027, to be paid quarterly in arrears, be approved."

Ordinary Resolution 3: Re-election of Mr Oh Siyang as Director of the Company

	Votes	%
No. of votes for:	19,206,227	100
No. of votes against:	0	0
Total no. of votes casted:	**19,206,227**	**100**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 3 carried by way of a poll:

"**IT WAS RESOLVED** that Mr Oh Siyang be re-elected a Director of the Company."

Ordinary Resolution 4: Re-election of Mr Chong Soo Hoon, Sean as Director of the Company

	Votes	%
No. of votes for:	19,206,227	100
No. of votes against:	0	0
Total no. of votes casted:	**19,206,227**	**100**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 4 carried by way of a poll:

"**IT WAS RESOLVED** that Mr Chong Soo Hoon, Sean be re-elected a Director of the Company."

Ordinary Resolution 5: Re-appointment of Foo Kon Tan LLP as Auditors of the Company

	Votes	%
No. of votes for:	19,206,227	100
No. of votes against:	0	0
Total no. of votes casted:	**19,206,227**	**100**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 5 carried by way of a poll:

"**IT WAS RESOLVED** that Foo Kon Tan LLP, be re-appointed Auditors of the Company at a remuneration to be determined by the Directors."

Ordinary Resolution 6: Authority to allot and issue shares (General Share Issue Mandate)

	Votes	%
No. of votes for:	19,206,227	100
No. of votes against:	0	0
Total no. of votes casted:	**19,206,227**	**100**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 6 carried by way of a poll:

"**IT WAS RESOLVED:**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**"), and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Section B: Rules of Catalist ("**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

A. (i) allot and issue new shares ("**shares**") in the capital of the Company whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements or options (collectively, "**Instruments**") that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and

B. (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) allot and issue shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force, provided that:

(i) the aggregate number of shares to be allotted and issued pursuant to this Resolution (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed 100% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below) of which the aggregate number of shares to be allotted and issued other than on a pro rata basis to shareholders of the Company (including shares to be allotted and issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued and allotted under sub-paragraph (i) above, the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the date of the passing of this Resolution, after adjusting for:

(a) new shares arising from the conversion or exercise of convertible securities;

(b) new shares arising from exercising share options or vesting of share awards, provided that the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of shares.

Adjustments in accordance with ii(a) and ii(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and

(iv) unless revoked or varied by the Company in a general meeting, such authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

Ordinary Resolution 7: Authority to allot and issue shares under the Rich Capital Performance Share Plan

	Votes	**%**
No. of votes for:	19,206,227	100
No. of votes against:	0	0
Total no. of votes casted:	**19,206,227**	**100**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 7 carried by way of a poll:

"**IT WAS RESOLVED** that the Directors of the Company be authorised and empowered to grant awards in accordance with the provisions of Rich Capital Performance Share Plan adopted on 28 July 2018 (the "**Plan**") and, subject to the provisions in the Companies Act and the Company's Constitution, to allot and issue, from time to time such number of fully paid-up shares as may be required to be issued pursuant to the vesting of awards provided that the aggregate number of shares available pursuant to the Plan and such other share-based incentive scheme(s) of the Company, shall not exceed 15% of the total issued shares of the Company (excluding any treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

Ordinary Resolution 8: Authority to allot and issue shares under the Rich Capital Employee Share Option Scheme

	Votes	%
No. of votes for:	19,206,227	100
No. of votes against:	0	0
Total no. of votes casted:	**19,206,227**	**100**

Based on the result of the poll, the Chairman of the Meeting declared the following Ordinary Resolution 8 carried by way of a poll:

"**IT WAS RESOLVED** that the Directors of the Company be authorised and empowered to offer and grant options in accordance with the provisions of Rich Capital Employee Share Option Scheme adopted on 28 July 2018 (the "**Scheme**") and, subject to the provisions of the Companies Act and the Company's Constitution, to allot and issue from time to time such number of fully paid-up shares as may be required to be issued pursuant to the exercise of options provided that the aggregate number of shares available pursuant to the Scheme and such other share based scheme(s) of the Company, shall not exceed 15% of the total issued shares of the Company (excluding any treasury shares and subsidiary holdings) from time to time and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier."

CONCLUSION

There being no other business to transact, the Chairman of the Meeting declared the AGM of the Company closed at 2.50 p.m. and thanked everyone for their attendance.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

MR CHANG CHI HSUNG
CHAIRMAN OF THE MEETING