

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 by way of electronic via Live Webcast means on 9 October 2020, at 11:00 a.m. to transact the following business: -

AS ORDINARY BUSINESS

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| 1. | To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2020 together with the Directors’ Report and Auditors’ Report thereon. | Resolution 1 |
| 2. | To approve the payment of Directors’ Fees of S\$ 153,000 for the financial year ending 31 March 2021, to be paid quarterly in arrears. (FY2020: S\$203,000) | Resolution 2 |
| 3. | To re-elect the following Directors retiring pursuant to the Company’s Bye-Law at the forthcoming Annual General Meeting: | |
| 3.1 | James Kho Chung Wah (retiring pursuant to Regulation 107 of the Company’s Constitution) | Resolution 3 |
| 3.2 | Alan Chang Chi Hsung (retiring pursuant to Regulation 117 of the Company’s Constitution) | Resolution 4 |
| 3.3 | Oh Siyang (retiring pursuant to Regulation 117 of the Company’s Constitution) | Resolution 5 |
| | <i>[See Explanatory Note (i)]</i> | |
| 4. | To re-appoint Messrs Foo Kon Tan LLP, Certified Public Accountants, as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 6 |
| 5. | To transact any other ordinary business which may be properly transacted at an Annual General Meeting. | |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following resolutions (with or without amendments) as Ordinary Resolutions: -

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|----|--|---------------------|
| 6. | AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY | Resolution 7 |
| | That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Section B: Rules of Catalyst (“ Catalist Rules ”), the Directors of the Company be authorised and empowered to: | |
| A. | (i) allot and issue shares in the Company (“ shares ”) whether by way of rights, bonus or otherwise; and/or | |

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- (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 the authority conferred by this Resolution may have ceased to be in force) 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 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 issued other than on a pro rata basis to shareholders of the Company 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 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 which are outstanding or subsisting at the time of the passing of this Resolution; 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 of the SGX-ST 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 for the time being; and

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- (iv) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (ii)]

7. AUTHORITY TO ISSUE SHARES UNDER THE RICH CAPITAL PERFORMANCE SHARE PLAN

Resolution 8

That the Directors of the Company be authorised and empowered to grant Awards in accordance with the provisions of Rich Capital Performance Share Plan (the “**Plan**”) and to allot and issue, transfer and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered 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, 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iii)]

8. AUTHORITY TO ISSUE SHARES UNDER THE RICH CAPITAL EMPLOYEE SHARE OPTION SCHEME

Resolution 9

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 (the “**Scheme**”) and to allot and issue and/or deliver from time to time such number of fully paid-up Shares as may be required to be issued or delivered pursuant to the exercise of options provided that the aggregate number of Shares available pursuant to the Scheme and such other share-based schemes (including Rich Capital Performance Share Plan) 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

[See Explanatory Note (iv)]

BY ORDER OF THE BOARD

LEE BEE FONG
Company Secretary

Date: 24 September 2020

Singapore

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Explanatory Notes: -

- (i) If re-elected under Resolution 3 above, Mr James Kho Chung Wah will, upon re-election as a Director, remain as Independent Non-Executive Director, a member of the Audit Committee and Chairman of the Nominating Committee and Remuneration Committee. Mr James Kho Chung Wah shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr James Kho Chung Wah can be found at page 105 of the Annual Report.

If re-elected under Resolution 4 above, Mr Alan Chang Chi Hsung will, upon re-election as a Director, remain as Independent Non-Executive Director, a member of the Audit Committee, Nominating Committee and Remuneration Committee. Mr Alan Chang Chi Hsung shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr Alan Chang Chi Hsung can be found at page 105 of the Annual Report.

If re-elected under Resolution 5 above, Mr Oh Siyang will, upon re-election as a Director, remain as an Executive Director of the Company. Detailed information on Mr Oh Siyang can be found at page 105 of the Annual Report.

- (ii) Ordinary Resolution 7 if passed, will empower the Directors of the Company from the date of this Meeting until the date of the next Annual General Meeting or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this Resolution shall not exceed 100% of the issued share capital of the Company at the time of passing this Resolution (excluding treasury shares and subsidiary holdings) of the Company at the time of passing this Resolution. For issue of shares other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares to be issued shall not exceed 50% of the issued share capital of the Company (excluding treasury shares and subsidiary holdings).

For determining the aggregate number of shares that may be issued, the percentage of issued shares will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) at the time Resolution 5 is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when Resolution 5 is passed and any subsequent consolidation or subdivision of shares.

- (iii) The Ordinary Resolution 8 proposed in item 7 above, if passed, will empower the Directors of the Company, from date of this Annual General Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the vesting of awards under the Plan and such other share-based incentive scheme (including the Rich Capital Employee Share Option Scheme) up to a number not exceeding in total (for the entire duration of the Plan) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
- (iv) The Ordinary Resolution 9 proposed in item 8 above, if passed, will empower the Directors of the Company, from date of this Annual General Meeting until the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue shares in the Company pursuant to the exercise of options granted or to be granted under the Scheme and such other share-based incentive scheme (including Rich Capital Performance Share Plan) up to a number not exceeding in total (for the entire duration of the Scheme) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.

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Please read the following notes and the explanations of the resolutions before deciding how to vote.

Appointment of Proxy and Voting – Shareholders are also to refer to the letter dated 24 September 2020 in relation to the important notice to shareholders regarding the Company’s AGM to be held on 9 October 2020

- (a) In compliance with the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 (the **Order**) and the Joint Statement of the Accounting and Corporate Regulatory Authority, Monetary Authority of Singapore and Singapore Exchange Regulation issued on 13 April 2020 titled “Additional Guidance on the Conduct of General Meetings During Elevated Safe Distancing Period” (the **Joint Guidance**), a Shareholder who wishes to vote at the Meeting can only do so by appointing the Chairman of the Meeting to act as his/her proxy to vote on his/her behalf in respect of all the Shares held by him/her. In the Proxy Form, a Shareholder should specifically direct the proxy on how he/she is to vote for or vote against (or abstain from voting on) the resolutions to be tabled at the Meeting. Proxy forms submitted after 7 October 2020, 11:00 a.m. would be disregarded. If no specific direction as to voting is given, the Chairman of the Meeting will vote or abstain from voting at his/her discretion. All valid votes cast via proxy on each resolution will be counted.
- (b) Investors holding Shares through relevant intermediaries (as defined under Section 181 of the Companies Act (Chapter 50 of Singapore)), should not use the Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions.
- (c) The instrument appointing a proxy must be deposited by post to the Company’s Share Registrar office at 80 Robinson Road #11-02 Singapore 068898 and must be received by the Company not less than 48 hours before the time appointed for holding the AGM.
- (d) Personal data privacy:

By submitting an instrument 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) recordings and transmitting images and/or voice recordings when broadcasting the AGM proceedings through webcast, 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.

Website

Please refer to <http://sg.conveneagm.com/richcapital> or <https://www.sgx.com> for more information about the Company, including the latest Annual Report, the Letter, the Notice of AGM and the Proxy Form.