

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of **RICH CAPITAL HOLDINGS LIMITED** (the “Company”) will be held by way of electronic means on Friday, 22 July 2022 at 4.00 p.m. to transact the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 31 March 2022 together with the Directors’ Statement and Auditors’ Report thereon. **Resolution 1**
2. To approve the payment of Directors’ fees of S\$148,500 for the financial year ending 31 March 2023, to be paid quarterly in arrears. (FY2022: S\$148,500) **Resolution 2**
3. To re-elect the following directors retiring pursuant to the Company’s Constitution:
 - 3.1 Chong Soo Hoon, Sean (retiring pursuant to Regulation 117) **Resolution 3**
 - 3.2 Oh Siyang (retiring pursuant to Regulation 107) **Resolution 4***[See Explanatory notes (i) and (ii)]*
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 5**
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:-

6. AUTHORITY TO ALLOT AND ISSUE SHARES IN THE CAPITAL OF THE COMPANY

That pursuant to Section 161 of the Companies Act 1967 of Singapore, 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

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B. (notwithstanding that 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 of the Company for the time being; and
- (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 (iii)]

Resolution 6

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

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 (iv)]

Resolution 7

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

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 (v)]

Resolution 8

By Order Of The Board

Lee Bee Fong
Company Secretary
Singapore

Date: 7 July 2022

Explanatory Notes: -

- (i) If re-elected under Resolution 3 above, Mr. Chong Soo Hoon, Sean 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. Chong Soo Hoon, Sean shall be considered independent for the purposes of Rule 704(7) of the Catalist Rules. Detailed information on Mr. Chong Soo Hoon, Sean can be found at page 112 of the Annual Report.
- (ii) If re-elected under Resolution 4 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 112 of the Annual Report.
- (iii) Ordinary Resolution 6 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). 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 6 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 6 is passed and any subsequent consolidation or subdivision of shares.
- (iv) The Ordinary Resolution 7 proposed in item 7 above, if passed, will empower the Directors of the Company to grant awards under the Plan and to allot and issue shares pursuant to the exercise of such options in accordance with the Plan.
- (v) The Ordinary Resolution 8 proposed in item 8 above, if passed, will empower the Directors of the Company to grant awards under the Scheme and to allot and issue shares pursuant to the exercise of such options in accordance with the Scheme.

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IMPORTANT TO READ:

Shareholders are also advised to refer to the letter dated 7 July 2022 in relation to the important notice to shareholders regarding the Company's annual general meeting to be held on 22 July 2022 ("AGM")

ALTERNATIVE ARRANGEMENT OF AGM:

- (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 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", and subsequently amended on 14 April 2020, 24 April 2020 and 29 September 2020, issuers should make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution).
- (b) In light of the above developments, the Company is arranging for a live webcast of the AGM proceedings (the "**Live AGM Webcast**") which will take place on 22 July 2022 at 4.00 p.m. Shareholders will be able to watch the AGM proceedings through the Live AGM Webcast, and the Company will not accept any physical attendance by shareholders. Any shareholder seeking to attend the AGM physically in person will be turned away.
- (c) Printed copies of this Notice will NOT be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at the URL <https://www.richcapital.com.sg/index.php>. This Notice will also be made available on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>. The annual report for the financial year ended 31 March 2022 ("**2022 Annual Report**") has been published on SGXNet and on the Investors Relations page on the Company's corporate website. Hard copies of the Notice, Proxy Form and Annual Report will only be sent to shareholders upon written request to the Company's registered office or via email general@richcapital.com.sg.
- (d) Participation in the AGM via live webcast or live audio feed
As the AGM will be held by way of electronic means, shareholders will NOT be able to attend the AGM in person. All shareholders or their corporate representatives (in the case of shareholders which are legal entities) will be able to participate in the AGM proceedings by accessing a live webcast or live audio feed. To do so, shareholders are required to pre-register their participation in the AGM ("**Pre-registration**") at this link: <https://conveneagm.com/sg/rich2022> (the "**Registration Link**") by 4.00 p.m. on 20 July 2022 ("**Registration Deadline**"), providing their full name and identification number for verification of their status as shareholders (or the corporate representatives of such shareholders).

Upon successful registration, each such shareholder or its corporate representative will receive a verification email by 4.00 p.m. on 21 July 2022. The email will contain instructions to verify your email address. Each authenticated and verified shareholders or its corporate representative will be able to access the live webcast or live audio feed of the AGM proceedings using the account information created during the registration process on the Registration Link. Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders and who are not entitled to participate in the AGM proceedings. Shareholders or their corporate representatives who register by the Registration Deadline but do not receive an email response by 4.00 p.m. on 21 July 2022 may contact the Company by email at sg.is.proxy@sg.tricorglobal.com.

- (e) Voting by proxy
Shareholders of the Company who wish to vote at the AGM must appoint the Chairman of the AGM to act as his/her/its proxy to attend, speak and vote on his/her/its behalf if such shareholder wishes to exercise his/her/its voting rights at the AGM. In the Proxy Form, a Shareholder must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions to be tabled at the AGM. The duly executed proxy forms must be submitted via one of the following means:
 - (i) if submitted electronically, be submitted via email to sg.is.proxy@sg.tricorglobal.com; or
 - (ii) if submitted by post, be lodged with the Company's Share Registrar, at 80 Robinson Road #11-02 Singapore 068898,

in either case, by no later than 20 July 2022, 4.00 p.m., being at least 48 hours before the time for holding the AGM.

CPF Investors or Supplementary Retirement Scheme (SRS) investors who wish to vote through relevant intermediaries (as defined under Section 181 of the Companies Act (Chapter 50 of Singapore), should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM (i.e. by 4.00 p.m. on 12 July 2022) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the AGM to vote on their behalf by the cut-off date.

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(f) Submission of Questions

Shareholders may submit questions relating to the items on the agenda of the AGM via one of the following means:

- a) by emailing to email address: general@richcapital.com.sg, or
- b) login to: <https://conveneagm.com/sg/rich2022> to submit your questions.

All mails and emails should include the full name and identification number of shareholders for authentication purposes. All questions must be submitted by 4.00 p.m. on 15 July 2022. The Company will endeavour to address the substantial and relevant questions before the AGM. The responses to such questions from shareholders will be posted on the SGXNet and the Company's website by 18 July 2022.

Personal data privacy:

By submitting an instrument appointing the Chairman of the AGM as a proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) administration and analysis of the Company (or its agents or service providers) for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and 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;
- (iii) the processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as a proxy for the AGM (including any adjournment thereof);
- (iv) the processing of the Pre-registration for purposes of granting access to members (or their corporate representatives in the case of members which are legal entities) to the live webcast or live audio feed of the AGM proceedings and providing them with any technical assistance where necessary;
- (v) addressing relevant and substantial questions from members received before the AGM and if necessary, following up with the relevant members in relation to such questions;
- (vi) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof); and
- (vii) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

This Notice has been reviewed by the Company's sponsor SAC Capital Private Ltd (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this Notice.

The contact person for the Sponsor is Ms Tay Sim Yee (Tel: (65) 6232 3210) at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.