



RICH CAPITAL

RICH CAPITAL HOLDINGS LIMITED

(Company Registration No.: 199801660M)

(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“**EGM**”) of the Company will be held at 140 Paya Lebar Rd, #03-04 AZ@Paya Lebar, Visual Arts Centre, Singapore 409015 on Friday, 7 November 2025 at 2.30 p.m. for the purpose of considering and, if thought fit, passing (with or without modifications) the following resolutions:

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the Circular dated 22 October 2025 issued by the Company to the Shareholders.

ORDINARY RESOLUTION: THE PROPOSED SHARE CONSOLIDATION

That:

- (a) with effect from the Effective Trading Date, for the proposed consolidation of every two hundred (200) existing Shares held by the Shareholders as at the Record Date into one (1) Consolidated Share in the manner set out in the Circular, and the number of Consolidated Shares which each Shareholder is entitled to resulting from the Proposed Share Consolidation, based on their holdings of existing Shares as at the Record Date, with any fractional entitlements to be rounded up to the nearest whole Consolidated Share;
- (b) for the Company to issue one (1) Consolidated Share for no consideration pursuant to Section 68 of the Companies Act to each Shareholder who would otherwise have received a fraction of a Consolidated Share arising from the Proposed Share Consolidation pursuant to paragraph (a) above;
- (c) the Directors be and are hereby authorised to fix the Record Date and the date on which the Consolidated Shares will trade on the Catalist of the SGX-ST in board lots of one hundred (100) Consolidated Shares in their absolute discretion as they deem appropriate; and
- (d) the Directors of the Company and each of them be and is hereby authorised to do all such acts and things (including without limitation, to execute all such documents as may be required, issuing new share certificates in respect of the Consolidated Shares, to approve any amendments, alterations or modifications to any documents, and to sign, file and/or submit any notices, forms, and documents with or to the relevant authorities) as they and/or he may consider necessary, desirable or expedient.

By Order of the Board

RICH CAPITAL HOLDINGS LIMITED

Peck Jen Jen
Company Secretary

Singapore

Date: 22 October 2025

Notes:

1. A Member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
2. A Relevant Intermediary may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified.)
3. The instrument appointing a proxy must be deposited at Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), either by hand or by post at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619 not less than seventy-two (72) hours before the time appointed for holding the EGM.

* A Relevant Intermediary is:

- a) banking corporation licensed under the Banking Act 1970 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; or
- b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
- c) the Central Provident Fund Board established by the Central Provident Fund Act 1953, 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.

IMPORTANT INFORMATION:

1. The EGM will be held on Friday, 7 November 2025 at 140 Paya Lebar Rd, #03-04 AZ@Paya Lebar, Visual Arts Centre, Singapore 409015 at 2.30 p.m. physically. **There will be no option for members to participate virtually.**

Copies of the Notice of EGM, Proxy Form and Request Form have been dispatched to members and also have been uploaded on SGXNet at URL <http://www.sgx.com/securities/company-announcements> and the Company's website at the URL <http://www.richcapital.com.sg/index.php>. Printed copies of the Circular will only be sent to the shareholders upon request via the Request Form. Please refer to the Request Form for further details.

2. Members (including Supplementary Retirement Scheme investors ("SRS Investors")) may participate in the EGM by:
 - a) attending the EGM in person;
 - b) raising questions at the EGM or submitting questions in advance of the EGM; and/or
 - c) voting at the EGM either by themselves personally or through their duly appointed proxy(ies).
3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/ her/its behalf at the EGM. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

"Relevant intermediary" has the meaning ascribed to it in section 181(6) of the Companies Act 1967 of Singapore, being either:

- (a) a banking corporation licensed under the Banking Act 1970, 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;
 - (b) a person holding a capital market services license to provide custodial services for securities under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - (c) the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act 1953, 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 CPF, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with the subsidiary legislation.
5. CPF or SRS investors may attend and cast his/her vote(s) at the EGM in person. CPF or SRS Investors who are unable to attend the EGM but would like to vote, may inform their respective CPF Agent Banks or SRS Operators to appoint the Chairman of the EGM to act as their proxy, at least seven (7) Business Days before the EGM (i.e. by 2.30 p.m. (Singapore time) on 29 October 2025) in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form.

6. If no specific direction as to voting or abstentions from voting is given or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/its discretion (except where the Chairman of the EGM is appointed as the member's proxy, in which case the appointment of the Chairman of the EGM as the member's proxy for the resolution will be treated as invalid).
7. A proxy, including the Chairman of the EGM, need not be a member of the Company.
8. The duly completed and executed Proxy Form must be submitted:
 - (a) personally or by post to the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services (A division of Tricor Singapore Pte. Ltd.), at 9 Raffles Place, Republic Plaza, Tower I, #26-01, Singapore 048619; or
 - (b) by electronic mail to sg.is.proxy@vistra.com,

in either case, to be received not less than seventy-two (72) hours before the time appointed for holding the EGM, failing which the Proxy Form will be treated as invalid.

9. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised or in such manner as appropriate under the applicable laws. A copy of the power of attorney or such other authority must be submitted together with the Proxy Form, failing which the Proxy Form may be treated as invalid.
10. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company may reject a Proxy Form if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time fixed for holding the EGM, as certified by the CDP to the Company. A Depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his name appears on the Depository Register seventy-two (72) hours before the time fixed for holding the EGM.

11. Submission of Questions

Shareholders may submit questions which are substantial and relevant to the items on the agenda of the EGM by emailing to general@richcapital.com.sg by 2.30 p.m. (Singapore time) on 31 October 2025.

Members (including CPF or SRS investors) will need to identify themselves when submitting questions by email or by mail by providing the following details:

- (a) the member's full name as it appears on his/her/its CDP/CPF/SRS/Scrip-based share records;
- (b) the member's NRIC/Passport/UEN number;
- (c) the member's contact number and email address; and
- (d) the manner in which the member holds his/her/its Shares in the Company (e.g. via CDP, Scrip based, CPF or SRS).

The Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status.

The Company will endeavour to address substantial and relevant questions from members via SGXNet by 4 November 2025 (being not less than seventy-two (72) hours prior to the closing date and time for the lodgement of the proxy forms), or during the EGM.

PERSONAL DATA PRIVACY

Where a Shareholder submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a Shareholder consents to the collection, use and disclosure of the Shareholder'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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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 EGM (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 EGM proceedings and providing them with any technical assistance where necessary;
- (v) addressing relevant and substantial questions from members received before the EGM 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 EGM (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 Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST 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, #21-01 AIA Tower, Singapore 048542.