

## NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular to shareholders dated 8 April 2024 issued by Prosper Cap Corporation Limited (the "Circular").

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting ("EGM") of Prosper Cap Corporation Limited (the "Company") will be held at Seminar Room 1 and 2, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 April 2024 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day) for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolution:

### **SPECIAL RESOLUTION: THE PROPOSED CHANGE OF NAME**

THAT subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore:

- (1) the Proposed Change of Name of the Company from "Prosper Cap Corporation Limited" to "ProsperCap Corporation Limited" be and is hereby approved and that the name "ProsperCap Corporation Limited" be substituted for "Prosper Cap Corporation Limited" wherever the latter name appears in the Company's Constitution; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents and approving any amendments, alterations or modifications to any documents and may be included) as they may consider expedient or necessary to give effect to this Special Resolution as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

By order of the Board of Directors of  
**PROSPER CAP CORPORATION LIMITED**

**Iqbal Jumabhoy**  
Chief Executive Officer and Executive Director

8 April 2024

### **Important Notes:**

#### *Format of Meeting*

1. The EGM will be held, in a wholly physical format, at Seminar Room 1 and 2, 160 Robinson Road, #06-01 SBF Center, Singapore 068914 on Tuesday, 30 April 2024 at 3.30 p.m. (or as soon thereafter following the conclusion or adjournment of the annual general meeting of the Company to be held at 2.00 p.m. on the same day). Shareholders, including Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors, and (where applicable) duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. **There will be no option for shareholders to participate virtually.**

Printed copies of this Notice of EGM and the accompanying Proxy Form and the Request Form will be sent by post to shareholders at their registered address appearing in the Company's Register of Members or (as the case may be) the Depository Register. These documents will also be published on the Company's website at the URL <https://www.prospercap.com> and the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

#### *Appointment of Proxy(ies)*

2. A member of the Company entitled to attend and vote at the EGM is entitled to appoint a proxy to attend and vote on his/her behalf.
3. (a) A member (otherwise than a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.  
(b) 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's instrument appointing a proxy or proxies 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 instrument.  
"Relevant intermediary" has the meaning as ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore (the "Act").
4. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the EGM as his/her/its proxy.
5. The instrument appointing a proxy or proxies must be signed under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. The instrument appointing a proxy or proxies must be:  
(a) deposited at the office of the Company's polling agent, **Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903**; or  
(b) emailed to [prospercap-egm@complete-corp.com](mailto:prospercap-egm@complete-corp.com),  
in either case, no later than 3.30 p.m. on 27 April 2024, being not less than seventy-two (72) hours before the time appointed for holding the EGM. If a member submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Act.
9. Investors who buy shares using CPF monies and/or SRS monies (such investors, the "CPF and SRS Investors") (as may be applicable):  
(a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or  
(b) may appoint the Chairman of the EGM as proxy to vote on their behalf at 5.00 p.m. on 18 April 2024 (being not less than seven (7) working days prior to the EGM).
10. Investors who hold shares through relevant intermediaries (other than CPF and SRS Investors) who wish to attend, speak and vote at the EGM should approach their relevant intermediaries as soon as possible to specify their voting instructions or make necessary arrangement to be appointed as proxy.
11. The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of a member whose shares are entered against his/her name in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

#### *Access to Documents or Information relating to the EGM*

The Circular may be assessed at the Company's website at the URL <https://www.prospercap.com> and the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcements>.

Members may request for a printed copy of the Circular by completing and returning the Request Form to the Company by 22 April 2024 through any of the following means:

- (a) by email to [prospercap-egm@complete-corp.com](mailto:prospercap-egm@complete-corp.com); or
- (b) in hard copy by depositing the same at the office of the Company's polling agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

#### *Submission of Questions prior to EGM*

Shareholders (including CPF and SRS Investors) who have any questions in relation to the resolution to be tabled for approval at the EGM are also encouraged to send their questions to the Company in advance, by 5 p.m. on 23 April 2024 ("Questions Deadline"), in the following manner:

- (a) by email to [prospercap-egm@complete-corp.com](mailto:prospercap-egm@complete-corp.com); or
- (b) by post to the office of the Company's polling agent, Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

When submitting questions, shareholders should provide their details including full name, NRIC/Passport/Company Registration No., contact number and email address for verification purposes. Any question without the identification details will not be addressed. Questions must be submitted not later than the Questions Deadline so that relevant and substantial queries may be addressed as per the following paragraph.

The Company will endeavour to upload the Company's responses to all substantial and relevant questions from shareholders on the SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.prospercap.com> forty-eight (48) hours prior to the closing date and time for lodgement of the proxy forms, i.e., by 3.30 p.m. on 25 April 2024. Any subsequent clarifications sought, or follow-up questions, or substantial and relevant questions received after the Questions Deadline will be consolidated and addressed at the EGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

Shareholders (including CPF and SRS Investors) and (where applicable) duly appointed proxies and representatives may also ask questions related to the resolution to be tabled at the EGM, at the EGM itself.

The Company will, within one (1) month after the date of the EGM, publish the minutes of the EGM on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://www.prospercap.com/> and the minutes will include the responses to the substantial and relevant questions raised during the EGM.

#### *Attendance at the EGM*

Due to the limited sitting capacity of the venue, only shareholders whose names appear in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM or the appointed proxy or proxies shall be entitled to attend the EGM.

#### **Personal Data Privacy**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof and/or submitting any question to the Company in advance of the EGM in accordance with this notice, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy 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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the shareholder 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 (iii) agrees that the shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.