

PROSPER CAP CORPORATION LIMITED

(Company Registration Number 197300314D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the annual general meeting (“AGM”) 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 2.00 p.m.** for the following purposes:

Routine Business

- To receive and adopt the directors’ statement and audited financial statements of the Company for the financial year ended 31 December 2023 together with the auditor’s report thereon. **(Ordinary Resolution 1)**
- To approve the payment of directors’ fees of up to S\$605,229/- for the financial year ending 31 December 2024 (2023: S\$82,671). (See Explanatory Note 1) **(Ordinary Resolution 2)**
- To approve the payment of directors’ fees of up to S\$200,000/- for the financial period from 1 January 2025 to 30 April 2025. (See Explanatory Note 2) **(Ordinary Resolution 3)**
- To re-elect Mr. Bunyong Visatemongkolchai who is retiring pursuant to Article 94 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. (See Explanatory Note 3) **(Ordinary Resolution 4)**
Mr. Bunyong Visatemongkolchai shall, upon re-election as a Director of the Company, remain as Independent Director and Chairman of the Board and continue to serve as Chairman of the Nominating Committee and a member of the Remuneration Committee.
- To re-elect Mr. Hansa Susayan who is retiring pursuant to Article 94 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. (See Explanatory Note 4) **(Ordinary Resolution 5)**
Mr. Hansa Susayan shall, upon re-election as a Director of the Company, remain as the Non-Executive Director and Vice Chairman of the Board.
- To re-elect Mr. Iqbal Jumabhoy who is retiring pursuant to Article 94 of the Company’s Constitution and who, being eligible, offers himself for re-election as a Director of the Company. (See Explanatory Note 5) **(Ordinary Resolution 6)**
Mr. Iqbal Jumabhoy shall, upon re-election as a Director of the Company, remain as the Executive Director of the Company and continue to serve as the Chief Executive Officer.
- To re-appoint Messrs KPMG LLP as auditor of the Company and to authorise the directors of the Company to fix their remuneration. **(Ordinary Resolution 7)**
- To transact any other ordinary business which may properly be transacted at an annual general meeting.

Special Business

To consider and, if thought fit, to pass the following resolution as an ordinary resolution, with or without any modifications:

- Authority to allot and issue shares and to make or grant convertible securities **(Ordinary Resolution 8)**

That pursuant to Section 161 of the Companies Act 1967 of Singapore (the “Act”) and rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst (“Catalist Rules”), approval be and is hereby given to the Directors of the Company, to:

- allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
 - 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) warrants, debentures, convertible securities or other instruments convertible into Shares, at any time to such persons and upon such terms and conditions and for such purposes as the Directors may in their absolute discretion deem fit;
- (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:
- the aggregate number of Shares to be allotted and issued (including Shares to be issued in pursuance of Instruments made or granted) pursuant to this resolution, shall not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be allotted and issued (including Shares to be issued in pursuance of Instruments made or granted) other than on a pro rata basis to the existing shareholders of the Company shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
 - (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares (including Shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution) that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the Company’s total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this resolution is passed, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities;
 - new Shares arising from exercising of share options or vesting of share awards, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - any subsequent bonus issue, consolidation or subdivision of Shares.
 Adjustments in accordance with sub-paragraph (2)(i) or (2)(ii) 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 the passing of this resolution;
 - in exercising the authority conferred by this resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), and all applicable legal requirements under the Act and the Company’s constitution for the time being of the Company; and
 - the authority conferred by this resolution shall, unless revoked or varied by the Company in general meeting, continue to be in force until the conclusion of the Company’s next annual general meeting 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 6)

By Order of the Board of Directors of

PROSPER CAP CORPORATION LIMITED

Chong Pei Wen

Company Secretary

15 April 2024

Explanatory Notes:

- Ordinary Resolution 2 is to approve the payment of directors’ fees for the financial year ending 31 December 2024 (“FY2024”). Shareholders’ approval is required for the directors’ fees pursuant to the Act and the Constitution of the Company.
Ordinary Resolution 2, if passed, will facilitate the payment of directors’ fees during or soon after the financial year in which the fees are incurred (that is, during the financial year from 1 January 2024 to 31 December 2024), on a monthly or other periodic basis in arrears.
The amount of directors’ fees for the FY2024 has been computed taking into consideration the amount of directors’ fees agreed to be paid to the then-existing directors of the Company in respect of the period from 1 January 2024 to 23 January 2024 (being the completion date of the reverse takeover exercise, the details of which are set out in the Company’s circular to shareholders dated 7 December 2023), and the amount of directors’ fees payable to the current directors in respect of the period after 23 January 2024 till 31 December 2024 based on, among other things, the number of directors expected to hold office during the course of FY2024, the number of board committee representations by the directors and the anticipated number of Board and Board Committee meetings during FY2024 (assuming full attendance by all the directors). The amount also caters for additional fees (if any) which may be payable due to additional Board or Board Committee meetings (including ad-hoc meetings), or the formation of additional Board Committees, or additional Board or Board Committee members being appointed in FY2024. If, for unforeseen reasons, payments are required to be made to the directors in excess of the amount proposed, the Company will seek approval from shareholders at the subsequent annual general meeting before any such payments are made.
The exact amount of directors’ fees received by each director for FY2024 will be disclosed in the Company’s annual report for FY2024.
- Ordinary Resolution 3 is to approve the payment of directors’ fees for the financial period from 1 January 2025 to 30 April 2025 (the “Relevant Financial Period”). Shareholders’ approval is required for the directors’ fees pursuant to the Act and the Constitution of the Company.
Payment of directors’ fees for the remaining period of the financial year ending 31 December 2025 (being from 1 May 2025 to 31 December 2025) will be subject to shareholders’ approval to be sought at the subsequent annual general meeting which is expected to be held in April 2025.
Ordinary Resolution 3, if passed, will facilitate the payment of directors’ fees during or soon after the period in which the fees are incurred (that is, during the Relevant Financial Period), on a monthly or other periodic basis in arrears.
The amount of directors’ fees for the Relevant Financial Period has been computed taking into consideration, among other things, the number of directors expected to hold office during the course of that period, the number of board committee representations by the directors and the anticipated number of Board and Board Committee meetings during the Relevant Financial Period (assuming full attendance by all the directors). The amount also caters for additional fees (if any) which may be payable due to additional Board or Board Committee meetings (including ad-hoc meetings), or the formation of additional Board Committees, or additional Board or Board Committee members being appointed in the Relevant Financial Period. If, for unforeseen reasons, payments are required to be made to the directors in excess of the amount proposed, the Company will seek approval from shareholders at the subsequent annual general meeting before any such payments are made.
The exact amount of directors’ fees received by each director for FY2025 will be disclosed in the Company’s annual report for FY2025.
- In relation to Ordinary Resolution 4 proposed above, there is no relationship (including immediate family relationships) between Mr. Bunyong Visatemongkolchai and the other Directors, the Company or its substantial shareholders. Detailed information on Mr. Bunyong Visatemongkolchai can be found in the section entitled “Report on Corporate Governance” of the Company’s annual report for the financial year ended 31 December 2023 (the “Annual Report 2023”).
- In relation to Ordinary Resolution 5 proposed above, Mr. Hansa Susayan is a Non-Executive Director and Vice Chairman of the Board. Mr. Hansa Susayan is considered non-independent of the substantial shareholder as he is also the Business Group Chairman – Finance & Investment of DTGO Corporation Limited and holds directorships in several companies within the DTGO Group, a substantial shareholder of the Company. There is no relationship (including immediate family relationships) between Mr. Hansa Susayan and the other directors and the Company. Detailed information on Mr. Hansa Susayan is set out in the section entitled “Report on Corporate Governance” of the Company’s Annual Report 2023.
- In relation to Ordinary Resolution 6 proposed above, there is no relationship (including immediate family relationships) between Mr. Iqbal Jumabhoy and the other Directors, the Company or its substantial shareholders. Detailed information on Mr. Iqbal Jumabhoy is set out in the section entitled “Report on Corporate Governance” of the Company’s Annual Report 2023.
- Ordinary Resolution 8, if passed, will empower the directors of the Company, from the date of this AGM until 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to allot and issue Shares, make or grant Instruments and to issue Shares pursuant to such Instruments, without seeking any further approval from shareholders in general meeting but within the limitation imposed by this resolution, for such purposes as the directors of the Company may consider would be in the best interests of the Company. The aggregate number of Shares (including Shares to be made in pursuance of Instruments made or granted pursuant to this resolution) to be allotted and issued would not exceed one hundred per cent (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of passing of this resolution. For issue of Shares (including Shares to be made in pursuance of instruments made or granted pursuant to this resolution) other than on a pro rata basis to all existing shareholders shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this resolution.

Important Notes:**Format of Meeting**

- The AGM 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 2.00 p.m. 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 AGM by attending the AGM in person. **There will be no option for shareholders to participate virtually.**
Printed copies of this Notice of AGM 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)

- A member of the Company entitled to attend and vote at the AGM is entitled to appoint a proxy to attend and vote on his/her behalf.
 - (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 AGM. 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 AGM, 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 Act.
- A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the AGM as his/her/its proxy.
 - 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.
 - 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.
 - The instrument appointing a proxy or proxies must be:
 - 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
 - emailed to prospercap-agm@complete-corp.com,
 in either case, no later than 2.00 p.m. on 27 April 2024, being not less than seventy-two (72) hours before the time appointed for holding the AGM. If a member submits a proxy form and subsequently attends the meeting in person and votes, the appointment of the proxy should be revoked.
 - 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.
 - Investors who buy shares using CPF monies and/or SRS monies (such investors, the “CPF and SRS Investors”) (as may be applicable):
 - may vote at the AGM 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
 - may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case, they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 18 April 2024 (being not less than seven (7) working days prior to the AGM).
 - Investors who hold shares through relevant intermediaries (other than CPF and SRS Investors) who wish to attend, speak and vote at the AGM should approach their relevant intermediaries as soon as possible to specify their voting instructions or make necessary arrangement to be appointed as proxy.
 - 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 AGM

- The Annual Report 2023 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 Annual Report 2023 by completing and returning the Request Form to the Company by 22 April 2024 through any of the following means:
 - by email to prospercap-agm@complete-corp.com; or
 - 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 AGM

- Shareholders (including CPF and SRS Investors) who have any questions in relation to the resolutions to be tabled for approval at the AGM 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:
 - by email to prospercap-agm@complete-corp.com; or
 - 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 2.00 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 AGM. 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 resolutions to be tabled for approval at the AGM, at the AGM itself.
- The Company will, within one (1) month after the date of the AGM, publish the minutes of the AGM 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 AGM.

Attendance at the AGM

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 AGM or the appointed proxy or proxies shall be entitled to attend the AGM.

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 and/or submitting any question to the Company in advance of the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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.