

ProsperCap Corporation Limited

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

NOTICE IS HEREBY GIVEN that the annual general meeting (“**AGM**”) of ProsperCap Corporation Limited (the “**Company**”) will be held at the Topaz Room, Level 2, The Sheraton Towers located at 39 Scotts Road, Singapore 228230, on **Wednesday, 30 April 2025 at 11.00 a.m.** for the following purposes:

ROUTINE BUSINESS

1. To receive and adopt the Directors’ statement and audited financial statements of the Company for the financial year ended 31 December 2024 together with the auditor’s report thereon. **Ordinary Resolution 1**
2. To approve the payment of Directors’ fees of up to S\$660,000, payable by the Company for the financial period from 1 May 2025 to 30 April 2026 (subject to Ordinary Resolution 3, the Directors’ fees paid for the financial year ended 31 December 2024: \$605,229) (see *Explanatory Note 1*). **Ordinary Resolution 2**
3. To approve the payment of Directors’ fees of up to S\$30,000 for the financial period from 1 November 2024 to 30 April 2025 payable by the Company to the Directors in the Investment Committee (see *Explanatory Note 2*). **Ordinary Resolution 3**
4. To pass the following resolutions on the recommendation of the Nominating Committee and endorsement of the Board of Directors in respect of the appointment of the following Directors (see *Explanatory Notes 3 to 7*).
 - (a) “To re-elect Mr Christopher Tang Kok Kai, who is retiring pursuant to article 94 of the Constitution of the Company and who, being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company.” **Ordinary Resolution 4**

Subject to his re-appointment, Mr Christopher Tang Kok Kai, who is considered independent for the purpose of Rule 704(7) of the Listing Manual (Section B: Rules of Catalist) (the “**Catalist Rules**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), will be re-appointed as the Chairman of the Remuneration Committee, a member of the Audit Committee, the Nominating Committee and Investment Committee.
 - (b) “To re-elect Mr Teeranun Srihong, who is retiring pursuant to Article 100 of the Company’s Constitution and who, being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company.” **Ordinary Resolution 5**

Subject to his re-appointment, Mr Teeranun Srihong, will be re-appointed as the Independent Non-Executive Chairman of the Board of Directors, the Chairman of the Nominating Committee and a member of the Remuneration Committee.
 - (c) “To re-elect Mr Weerachai Amornrat-Tana, who is retiring pursuant to Article 100 of the Company’s Constitution and who, being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company.” **Ordinary Resolution 6**

Subject to his re-appointment, Mr Weerachai Amornrat-Tana, will be re-appointed as a member of the Investment Committee.
 - (d) “To re-elect Mr Thiti Thongbenjamas, who is retiring pursuant to Article 100 of the Company’s Constitution and who, being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company.” **Ordinary Resolution 7**

Subject to his re-appointment, Mr Thiti Thongbenjamas, will be re-appointed as the Chairman of the Investment Committee and a member of the Audit Committee.
 - (e) “To re-elect Mr Thitawat Asaves, who is retiring pursuant to Article 100 of the Company’s Constitution and who, being eligible, has offered himself for re-election, be and is hereby re-elected as a Director of the Company.” **Ordinary Resolution 8**
5. To transact any other ordinary business which may properly be transacted at an annual general meeting.

By Order of the Board of Directors of
ProsperCap Corporation Limited

Chia Foon Yeow
Company Secretary
15 April 2025

EXPLANATORY NOTES ON PROPOSED RESOLUTIONS:

Ordinary Resolution 2

1. Ordinary Resolution 2 is to approve the payment of Directors' fees for the period from 1 May 2025 to 30 April 2026 ("the **Applicable Period**"). Shareholders' approval is required for Directors' fees pursuant to the Companies Act 1967 (the "**Act**") and the Constitution of the Company. If passed, the Director's fees will be paid on a monthly or other periodic basis in arrears.

The amount of Directors' fees for the Applicable Period has been computed taking into account the following:

- (a) the amount of Directors' fees agreed to be paid to the Directors (including those Directors that have resigned) of the Company in respect of the period from 1 May 2024 to 30 April 2025;
- (b) the amount of Directors' fees payable to the current Directors, among other things, the number of Directors expected to hold office during the course of the Applicable Period, the number of board committee representations by the Directors and the anticipated number of Board and Board Committee meetings during the Applicable Period (assuming full attendance by all the Directors), including but not limited to the newly constituted investment committee of the Board.

The amount also caters for additional fees (if any) which may be payable due to additional Board or Board Committee meetings (including ad-hoc meeting), or the formation of additional Board Committees, or additional Board or Board Committee members being appointed in financial year ending 31 December 2025 ("**FY2025**"). 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 Directors' fees approved for the financial year ending 31 December 2024 ("**Previous Approved Period**") was \$605,229. The increase in the approval of Director's fees sought for the Applicable Period, as compared to the Previous Approved Period, is due to additional fees payable to the Directors involved in the new investment committee.

The Directors' fees amount for the Previous Approved Period has been disclosed in the section entitled "Report on Corporate Governance" (the "**Corporate Governance Report**") of the Company's annual report for the financial year ended 31 December 2024 (the "**Annual Report 2024**"). The exact Directors' fees amount received by each Director for FY2025 will be disclosed in the Company's annual report for FY2025.

Ordinary Resolution 3

2. On 29 November 2024, the Board formed the Investment Committee to assist the Board, to review and consider investment proposals from management, proposing investment strategy, funding and financing alternatives to meet the objectives of the Company and to achieve the best possible outcome for the benefit of the Company and its shareholders. The current Investment Committee consists of Mr Thiti Thongbenjamas, as Chairman, and Mr Iqbal Jumabhoy, Mr Christopher Tang Kok Kai and Mr Weerachai Amornrat-Tana, as members.

Ordinary Resolution 3 is to approve the payment of Directors' fees for the Directors within the Investment Committee for the period from 1 November 2024 to 30 April 2025 (the "**Relevant 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 Investment Committee for the period from 1 May 2025 to 30 April 2026 has been incorporated as part of the fees proposed under Ordinary Resolution 2.

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 Period), in one sum to the Directors in the Investment Committee after the AGM.

The amount of Directors' fees for the Relevant Period has been computed taking into consideration, among other things, the role and responsibilities of the Directors involved in the Investment Committee, further details of which may be found in the "Report on Corporate Governance" section of our Annual Report 2024.

Ordinary Resolution 4

3. Mr Christopher Tang Kok Kai is an Independent Non-Executive Director, the current Chairman of the Remuneration Committee and a member of the Nominating Committee, the Audit Committee and the Investment Committee. Detailed information on Mr Christopher Tang Kok Kai may be found in the Corporate Governance Report.

In relation to Ordinary Resolution 4 proposed above, there is no relationship (including immediate family relationships) between Mr Christopher Tang Kok Kai and the other Directors, the Company or its substantial shareholders.

Ordinary Resolution 5

4. Mr Teeranun Srihong is an Independent Non-Executive Director, the current Chairman of the Board and the Nominating Committee, and a member of the Remuneration Committee. Detailed information on Mr Teeranun Srihong may be found in the Corporate Governance Report.

In relation to Ordinary Resolution 5 proposed above, there is no relationship (including immediate family relationships) between Mr Teeranun Srihong and the other Directors, the Company or its substantial shareholders.

Ordinary Resolution 6

5. Mr Weerachai Amornrat-Tana is a Non-Independent Non-Executive Director and member of the Investment Committee. Detailed information on Mr Weerachai Amornrat-Tana may be found in the Corporate Governance Report.

In relation to Ordinary Resolution 6 proposed above, Mr Weerachai Amornrat-Tana is currently the Chief Investment Officer ("**CIO**") of DTGO Corporation Limited, which has an indirect interest in substantially all the shares of DTP Inter Holdings Corporation Pte. Ltd., which in turn is a controlling shareholder of the Company. Save for his appointment as CIO of DTGO Corporation Limited, there is no other relationship (including immediate family relationships) between Mr Weerachai Amornrat-Tana and the other Directors, the Company or its substantial shareholders.

Ordinary Resolution 7

6. Mr Thiti Thongbenjamas is a Non-Independent Non-Executive Director, and the current Chairman of the Investment Committee and a member of the Audit Committee. Detailed information on Mr Thiti Thongbenjamas may be found in the Corporate Governance Report.

In relation to Ordinary Resolution 7 proposed above, there is no relationship (including immediate family relationships) between Mr Thiti Thongbenjamas and the other Directors, the Company or its substantial shareholders. Prior to his appointment as a Non-Independent Non-Executive Director of the Company, Mr Thiti Thongbenjamas was the President of DTGO Prosperous Co., Ltd., which has an indirect interest in substantially all the shares of DTP Inter Holdings Corporation Pte. Ltd., which in turn is a controlling shareholder of the Company.

Ordinary Resolution 8

7. Mr Thitawat Asaves is a Non-Independent Non-Executive Director. Detailed information on Mr Thitawat Asaves may be found in the Corporate Governance Report.

In relation to Ordinary Resolution 8 proposed above, Mr. Thitawat Asaves is currently the Chief Finance Officer (“**CFO**”) of DTGO Corporation Limited, which has an indirect interest in substantially all the shares of DTP Inter Holdings Corporation Pte. Ltd., which in turn is a controlling shareholder of the Company. Save for his appointment as CFO of DTGO Corporation Limited, there is no other relationship (including immediate family relationships) between Mr Thitawat Asaves and the other Directors, the Company or its substantial shareholders.

NOTES ON MEETING:

Format of Meeting

1. The AGM will be held, in a wholly physical format, at Topaz Room, Level 2, The Sheraton Towers located at 39 Scotts Road, Singapore 228230 on **Wednesday, 30 April 2025 at 11.00 a.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.
2. **There will be no option for shareholders to participate virtually.**
3. In line with the Company’s ongoing sustainability strategy, the Company has discontinued the practice of mailing annual reports. Instead, the Company’s Annual Report 2024 will be available for download from the Company’s corporate website at www.prospercap.com/investor-relations/annual-reports or the website of Singapore Exchange Securities (“**SGX-ST**”) at www.sgx.com/securities/company-announcements.

Appointment of Proxy(ies)

4. A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the AGM. Where such member’s instrument appointing a proxy(ies) appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument.
5. A member who is a relevant intermediary is entitled to appoint more than two 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(ies) appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the instrument.
6. “**Relevant intermediary**” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967. A member who wishes to appoint a proxy(ies) must complete the instrument appointing a proxy(ies), before submitting it in the manner set out below. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy.
7. The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - (a) if submitted personally or by post, to be lodged with the Company’s Share Registrar, **Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza Tower 1, Singapore 048619;**
 - (b) if submitted electronically, be submitted via email to the Company’s Share Registrar at sg.is.proxy@vistra.com; or
 - (c) in the case of the online form, which may be accessed at <https://prospercapagm.gm-suite.com/agm-2025>, submitted in accordance with the instructions online,

in each case, no later than **11.00 a.m.** on **27 April 2025**, 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 AGM in person and votes, the appointment of the proxy shall be revoked.

CPF and SRS Investors

8. 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 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
 - (b) 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 21 April 2025 (being not less than seven (7) working days prior to the AGM).

Submission of Questions

9. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM:
 - (a) by post to the Company's registered address at **47 Scotts Road, #17-02 Goldbell Towers, Singapore 228233**; or
 - (b) via email to the Company at ir@prospcap.com.
10. When submitting questions by post or via email, shareholders should also provide the following details for verification purposes:
 - (i) the shareholder's full name, NRIC/Passport/Company Registration No.;
 - (ii) the shareholder's address, contact number and email address; and
 - (iii) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip) for verification purposes.
11. All questions submitted in advance must be received by 5.00 p.m. on 23 April 2025. Any questions received after 23 April 2025 and without the above identification details will not be addressed.
12. The Company will address all substantial and relevant questions received from shareholders by publishing its responses to such questions on the Company's website at www.prospcap.com and the SGX website at www.sgx.com/securities/company-announcements at least forty-eight (48) hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies). The Company will respond to substantial and relevant questions or follow-up questions submitted on or after 23 April 2025 either within a reasonable timeframe before the AGM, or at the AGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
13. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives can also ask the Chairman of the AGM substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself.

Access to Documents

14. The Annual Report 2024 have been published and may be accessed at the Company's website at www.prospcap.com/investor-relations/annual-reports and the SGX website at www.sgx.com/securities/company-announcements on/before the date of this Notice.
15. Shareholders may request for printed copy(ies) of the Annual Report by completing and submitting the Request Form sent to them by post or otherwise made available on the Company's website at www.prospcap.com and the SGX website at www.sgx.com/securities/company-announcements, by 5.00 p.m. on 22 April 2025.

PERSONAL PRIVACY DATA

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.