

CIRCULAR DATED 7 JULY 2025

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

IF YOU ARE IN ANY DOUBT AS TO THE ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR LEGAL, FINANCIAL, TAX OR OTHER PROFESSIONAL ADVISER(S) IMMEDIATELY.

This Circular is issued by ProsperCap Corporation Limited (the “**Company**”). If you are in any doubt in relation to the contents of this Circular or as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser, or other professional adviser immediately.

Unless otherwise stated, capitalised terms on this cover are defined in this Circular under the section entitled “DEFINITIONS”.

Printed copies of this Circular will not be sent to Shareholders. Instead, this Circular will be sent to Shareholders by electronic means via publication on the Company’s corporate website at www.prospercap.com/investor-relations/circulars and on SGXNet at www.sgx.com/securities/company-announcements. Nevertheless, hard copies of the Notice of EGM, Proxy Form and Request Form will be provided to Shareholders.

This Circular has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (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 Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. The contact person for the Sponsor is Ms. Foo Jien Jieng, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

ProsperCap

ProsperCap Corporation Limited

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

CIRCULAR TO SHAREHOLDERS

in relation to

**THE PROPOSED APPOINTMENT OF DELOITTE & TOUCHE LLP
AS THE NEW INDEPENDENT AUDITORS**

IMPORTANT DATES AND TIMES:

Last date and time for lodgement of Proxy Form	:	19 July 2025 at 3.00 p.m.
Date and time of EGM	:	22 July 2025 at 3.00 p.m.
Place of EGM	:	Time Room, HUONE Singapore, 3D River Valley Road, #03-01 Block D, Singapore 179203

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DEFINITIONS

For the purpose of this Circular, the following definitions have, where appropriate, been used:

“Accountants Act”	:	The Accountants Act 2004 of Singapore, as amended or modified from time to time
“ACRA”	:	Accounting and Corporate Regulatory Authority of Singapore
“AGM”	:	Annual General Meeting
“Audit Committee”	:	The audit committee of the Company for the time being
“Independent Auditors”	:	The independent auditors of the Company
“Board”	:	The board of Directors of the Company for the time being
“Catalist”	:	The Catalist board of the SGX-ST
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 7 July 2025
“Companies Act”	:	The Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
“Company”	:	ProsperCap Corporation Limited
“Director”	:	Director of the Company for the time being
“Deloitte”	:	Deloitte & Touche LLP
“EGM”	:	The extraordinary general meeting of the Company to be held on 22 July 2025 at Time Room, HUONE Singapore, located at 3D River Valley Road, #03-01 Block D, Singapore 179203
“FY”	:	Financial year ended or ending 31 December
“Group”	:	The Company and its subsidiaries
“KPMG”	:	KPMG LLP
“Latest Practicable Date”	:	3 July 2025 being the latest practicable date prior to the dissemination of this Circular
“Notice of EGM”	:	The notice of EGM dated 7 July 2025

“Proposed Appointment of the New Independent Auditors”	:	The proposed appointment of Deloitte as the new Independent Auditors
“Proxy Form”	:	The proxy form attached to the Notice of EGM
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as may be amended, modified or supplemented from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the Depositors whose securities accounts maintained with CDP are credited with such Shares
“Share Registrar”	:	Tricor Barbinder Share Registration Services
“Shares”	:	Ordinary shares in the capital of the Company
“Sponsor”	:	PrimePartners Corporate Finance Pte. Ltd.
“Substantial Shareholder”	:	A person who has an interest in the Shares of the Company, and the total votes attached thereto are not less than 5.0% of the total votes attached to all the voting Shares of the Company
“S\$” and “cents”	:	Singapore dollars and cents respectively
“%” or “percent”	:	Per centum or percentage

The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “treasury shares” and “subsidiary” shall have the meanings ascribed to them respectively in Section 4 and Section 5 of the Companies Act. The term “subsidiary holdings” shall mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and vice versa.

References to persons shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be. Summaries of the provisions of any laws or regulations contained in this Circular are of such laws or regulations as at the Latest Practicable Date. Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

LETTER TO SHAREHOLDERS

PROSPERCAP CORPORATION LIMITED

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

Directors:

Mr. Teeranun Srihong	Independent Director and Chairman of the Board
Mr. Weerachai Amornrat-Tana	Vice Chairman and Non-Independent Non-Executive Director
Mr. Iqbal Jumabhoy	Chief Executive Officer and Executive Director
Mr. Thiti Thongbenjamas	Non-Independent Non-Executive Director
Mr. Thitawat Asaves	Non-Independent Non-Executive Director
Mr. Christopher Tang Kok Kai	Independent Non-Executive Director
Mr. Chiew Chun Wee	Independent Non-Executive Director

Registered Office:

47 Scotts Road,
#17-02
Goldbell Towers,
Singapore 228233

7 July 2025

To: The Shareholders of ProsperCap Corporation Limited

Dear Shareholders,

THE PROPOSED APPOINTMENT OF THE NEW INDEPENDENT AUDITORS

1. INTRODUCTION

The Directors of the Company are convening the EGM to be held on Tuesday, 22 July 2025, to seek Shareholders' approval for the Proposed Appointment of the New Independent Auditors.

The purpose of this Circular is to explain the rationale for and to provide Shareholders with information relating to the Proposed Appointment of the New Independent Auditors and to seek Shareholders' approval at the EGM.

2. THE PROPOSED APPOINTMENT OF THE NEW INDEPENDENT AUDITORS

2.1 Background and Rationale for Proposed Appointment of Deloitte & Touche LLP as the New Independent Auditors

The Company's previous Independent Auditors, KPMG, has served as the Independent Auditors since the financial year ended 31 December 2023. At the AGM of the Company held on 30 April 2024 for the financial year ended 31 December 2023 (the "**FY2023 AGM**"), the Shareholders approved the re-appointment of KPMG as the Independent Auditors, with Ms Tan Kar Yee, Linda continuing as the audit partner-in-charge, up till the conclusion of the AGM of the Company held on 30 April 2025 for the financial year ended 31 December 2024 (the "**FY2024 AGM**"). On 8 April 2025, KPMG informed the Company in writing that it will not seek re-appointment as the Independent Auditors and that it will retire at the conclusion of the FY2024 AGM. Management understands that the reason and considerations for KPMG not seeking re-appointment and their retirement are commercial.

Accordingly, the Company had updated the Shareholders by an announcement released via SGXNet on 8 April 2025 that it is looking for a new Independent Auditors and will make further announcement when the new Independent Auditors has been identified.

In light of the vacancy in the office of the Independent Auditors arising from the foregoing, the Company's management had sought proposals from several reputable audit firms in Singapore. Following an evaluation of the available proposals from various audit firms which have experience in auditing public listed companies in Singapore, the Board, in consultation with the Audit Committee, and taking into consideration the requirement of Rule 712 and Rule 715 of the Catalist Rules, has determined that Deloitte is best suited to meet the existing needs and audit requirements of the Company in light of the nature, size and complexity of the Group's operations.

Following are the factors considered by the Board upon the recommendation of the Audit Committee:

- (a) the adequacy of the resources of Deloitte to undertake ongoing audits of the Company, including the composition and experience of the audit team of Deloitte to be assigned to the audit. Please see paragraph 2.2 below for further information on Deloitte;
- (b) the experience and track record of incoming audit partner in Singapore, Mr Ho Kok Yong, including his more than 30 years of professional experience in Singapore and Australia, and his various prior experience in auditing issuers listed on the SGX-ST. Please see paragraph 2.2 below for further information on Mr Ho Kok Yong;
- (c) the quality of the audit services to be provided by Deloitte is expected to be comparable to that provided by KPMG, as Deloitte is one of the Big Four international accounting firms with the requisite experience, resources and technical capabilities, as such will be able to fulfill the audit requirements of the Group without compromising the standard and effectiveness of the audit of the Company and the Group;
- (d) there will be no change in the scope of the audit to be undertaken by Deloitte; and
- (e) the Audit Quality Indicators ("**AQI**") Disclosure Framework issued by ACRA. The AQIs presented by Deloitte to the Audit Committee included information relating to Deloitte on factors such as the years of audit experience and industry specialisation of Deloitte and the incoming audit partner, training hours, results of inspections (including both internal and external inspections), quality control across functions, staff oversight and attrition rate. In evaluating the AQIs, the Audit Committee was satisfied that the AQIs for Deloitte were generally within the ranges satisfactory to the Audit Committee, when compared with the industry averages and ranges.

Deloitte have on 24 June 2025 given their written consent to act as the Independent Auditors, subject to the approval of the Shareholders at the EGM. There are no substantial changes to the quality and scope of the audit undertaken by KPMG for the audit of the financial statements of FY2024, and to be undertaken by Deloitte for the audit of the present financial year.

The appointment of Deloitte would be effective upon obtaining the approval of Shareholders at the EGM. If approval is obtained, Deloitte will hold office as the Independent Auditors until the conclusion of the next AGM of the Company.

The Board wishes to express their appreciation for the past services rendered by KPMG.

2.2 Information on Deloitte & Touche LLP and the Audit Engagement Partner

The information on Deloitte and the Audit Engagement Partner below was provided to the Company by Deloitte and their representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

DELOITTE

Deloitte is an accounting limited liability partnership approved under the Accountants Act and is authorised under the Accountants Act to provide public accountancy services. Deloitte is one of the largest professional service firms in Singapore and is among the Big Four accounting and auditing firms in Singapore.

Deloitte has many years of experience in providing audit, tax and professional services in Singapore. More information about Deloitte, its values and its services can be found at Deloitte's website at <https://www2.deloitte.com/sg>.

Audit Engagement Partner – Mr. Ho Kok Yong

Mr. Ho Kok Yong (“**Mr. Ho**”), a partner with Deloitte, will be assigned to the audit of the Company as the lead engagement partner. He is a public accountant registered under the Accountants Act.

Mr. Ho is a Chartered Accountant with the Institute of Singapore Chartered Accountants (ISCA) and has more than 30 years of experience in providing audit and assurance services to a variety of clients, including public companies listed on the SGX-ST. He also has relevant experience in the audit of the investment management and real estate sector.

2.3 Requirements under Rules 712 and 715 of the Catalist Rules

Rule 712

Deloitte is an audit firm registered with ACRA. The Board, having considered various factors, including the following:

- (a) the fee structure and the adequacy of the resources and experience of Deloitte;
- (b) the audit engagement partner assigned to the audit;
- (c) the other audit engagements of Deloitte;
- (d) the size and complexity of the Group's operations;
- (e) the number and experience of supervisory and professional staff assigned to the audit of the financial statements of the Company and the Group; and
- (f) both Deloitte and Mr. Ho are registered with ACRA and approved under the Accountants Act,

is of the opinion that Deloitte will be able to meet the audit requirements of the Group and Rule 712 of the Catalist Rules has been complied with.

Rule 715

Upon receipt of Shareholders' approval of the Proposed Appointment of the New Independent Auditors and related ACRA filings (if required), Deloitte will become the Independent Auditors of the Company. The Board confirms that Deloitte will also be appointed as the independent auditors of the Group's subsidiaries.

In view of the above, the Board is of the opinion that Rule 715 of the Catalist Rules has been complied with.

2.4 Confirmations pursuant to Rule 712(3) of the Catalist Rules

The Audit Committee and the Board confirm that:

- (a) the retired Independent Auditors, KPMG, has confirmed to Deloitte, via its professional clearance letter dated 20 June 2025, that they are not aware of any professional reasons why Deloitte should not accept the appointment as the Independent Auditors;
- (b) there were no disagreements with KPMG on accounting treatments within the last 12 months up to the date of retirement of KPMG;
- (c) the Company confirms that it is not aware of any other circumstances connected with KPMG not seeking reappointment as the Independent Auditors at the FY2024 AGM held on 30 April 2025, and the Proposed Appointment of the New Independent Auditors, that should be brought to the attention of the Shareholders;
- (d) the Company confirms that the specific reasons for the Proposed Appointment of the New Independent Auditors are disclosed in Section 2.1 of this Circular. There are no other specific reasons for the Proposed Appointment of the New Independent Auditors that ought to be brought to the attention of the Shareholders which have not been disclosed in this Circular. The Proposed Appointment of the New Independent Auditors is not due to the dismissal of KPMG nor was KPMG dismissed or directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company complies with Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of Deloitte as its new Independent Auditors.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and Substantial Shareholders in the share capital of the Company as at the Latest Practicable Date, as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders kept by the Company, are as follows:

	Direct Interest		Deemed Interest	
	No. of Shares	% ⁽¹⁾	No. of Shares	% ⁽¹⁾
Directors				
Teeranun Srihong	–	–	–	–
Weerachai Amornrat-Tana	–	–	–	–
Iqbal Jumabhoy	–	–	–	–
Thiti Thongbenjamas	–	–	–	–
Thitawat Asaves	–	–	–	–
Christopher Tang Kok Kai	–	–	–	–
Chiew Chun Wee	–	–	–	–
Substantial Shareholders				
DTP Inter Holdings Corporation Pte. Ltd.	1,362,683,723	84.85	–	–
DTGO Prosperous Limited ⁽²⁾	–	–	1,362,683,723	84.85
DTGO Corporation Limited ⁽³⁾	–	–	1,362,683,723	84.85
DT Group of Companies Corporation Limited ⁽⁴⁾	–	–	1,362,683,723	84.85
Thippaporn Ahriyavraromp ⁽⁵⁾	–	–	1,362,683,723	84.85

Notes:

- (1) The percentages are calculated based on 1,605,967,931 issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company as at the Latest Practicable Date and rounded to two decimal places.
- (2) DTGO Prosperous Limited holds 100 percent direct interest in DTP Inter Holdings Corporation Pte. Ltd. and is therefore deemed to be interested in all of the shares which DTP Inter Holdings Corporation Pte. Ltd. holds by virtue of Section 4 of the SFA.
- (3) DTGO Corporation Limited holds approximately 99.99 percent direct interest in DTGO Prosperous Limited, which in turn holds 100 percent direct interest in DTP Inter Holdings Corporation Pte. Ltd. DTGO Corporation Limited is therefore deemed to be interested in all of the shares which DTP Inter Holdings Corporation Pte. Ltd. holds by virtue of Section 4 of the SFA.
- (4) DT Group of Companies Corporation Limited holds approximately 99.99 percent direct interest in DTGO Corporation Limited. DTGO Corporation Limited holds approximately 99.99 percent direct interest in DTGO Prosperous Limited, which in turn holds 100 percent direct interest in DTP Inter Holdings Corporation Pte. Ltd. DT Group of Companies Corporation Limited is therefore deemed to be interested in all of the shares which DTP Inter Holdings Corporation Pte. Ltd. holds by virtue of Section 4 of the SFA.
- (5) Mrs. Thippaporn Ahriyavraromp holds approximately 81.0 percent direct interest in DT Group of Companies Corporation Limited. DT Group of Companies Corporation Limited holds approximately 99.99 percent direct interest in DTGO Corporation Limited. DTGO Corporation Limited holds approximately 99.99 percent direct interest in DTGO Prosperous Limited, which in turn holds 100 percent direct interest in DTP Inter Holdings Corporation Pte. Ltd. Mrs. Thippaporn Ahriyavraromp is therefore deemed to be interested in all of the shares which DTP Inter Holdings Corporation Pte. Ltd. holds by virtue of Section 4 of the SFA.

Save as disclosed in this Circular, none of the Directors or Substantial Shareholders of the Company has any interest, direct or indirect, in the Proposed Appointment of the New Independent Auditors.

4. EXTRAORDINARY GENERAL MEETING

The EGM will be held, in a hybrid format, at Time Room, HUONE Singapore, located at 3D River Valley Road, #03-01 Block D, Singapore 179203 and using virtual meeting technology, on Tuesday, 22 July 2025 at 3.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution for the Proposed Appointment of the New Independent Auditors as set out in the Notice of EGM.

5. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed and deliberated on the Proposed Appointment of the New Independent Auditors after taking into consideration and having satisfied itself of the suitability of Deloitte and compliance with the requirements of the Catalist Rules. The factors considered by the Audit Committee have been set out in Paragraph 2 above.

6. DIRECTORS' RECOMMENDATIONS

Having fully considered the rationale and information relating to the Proposed Appointment of the New Independent Auditors as set out in this Circular, the Directors believe that the Proposed Appointment of the New Independent Auditors is in the best interest of the Company, and accordingly, recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Appointment of the New Independent Auditors to be proposed at the EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend on their behalf are requested to submit a duly completed Proxy Form. Shareholders have the option to use the Proxy Form attached to the Notice of EGM (the "**Physical Proxy Form**") or the online form (the "**Online Form**"). In the event that both the Physical Proxy Form and Online Form are submitted for the same member, the Physical Proxy Form will take precedence over the Online Form, and the Company shall revoke the Online Form.

Shareholders who wish to appoint a proxy or proxies are to complete either the Physical Proxy Form or the online form, and submitted to the Company in the following manner:

- (a) if submitted personally or by post, the Physical Proxy Form must be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza Tower 1, Singapore 048619; or
- (b) if submitted electronically, be submitted:
 - i. via email to the Company's Share Registrar at sg.is.proxy@vistra.com; or
 - ii. via the online process through the pre-registration website at the URL: https://conveneagm.sg/prospercap_egm2025,

and in each case, must be lodged or received by 3.00 p.m. on 19 July 2025, being not less than seventy-two (72) hours before the time appointed for holding the EGM.

A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his/her name appears on the Depository Register as at seventy-two 72 hours before the EGM.

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Appointment of the New Independent Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection by prior appointment at the office of the Company at 47 Scotts Road, #17-02 Goldbell Towers, Singapore 228233, during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution of the Company;
- (b) KPMG's professional clearance letter dated 20 June 2025; and
- (c) Deloitte's letter to the Company dated 24 June 2025 in relation to its consent to act as the Independent Auditors of the Company.

Yours faithfully

For and on behalf of the Board of Directors of
PROSPERCAP CORPORATION LIMITED
Iqbal Jumabhoy
Chief Executive Officer and Executive Director

ProsperCap

PROSPERCAP CORPORATION LIMITED

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("**EGM**") of ProsperCap Corporation Limited (the "**Company**") will be held at **Time Room, HUONE Singapore**, located at **3D River Valley Road, #03-01 Block D, Singapore 179023**, on **Tuesday, 22 July 2025 at 3.00 p.m.** for the following purposes:

AS ORDINARY RESOLUTION

That:

- (a) Deloitte & Touche LLP be and is hereby appointed as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms to be agreed between the Company and Deloitte & Touche LLP (the "**Proposed Appointment of the New Independent Auditors**"); and
- (b) the Directors and each of them be and are hereby authorised to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required) as the Directors or any of them may consider necessary, desirable or expedient for the purposes of or in connection with and to give effect to this resolution as they or he/she may think fit.

By Order of the Board

Chia Foon Yeow
Company Secretary
7 July 2025

Explanatory Notes:

DISCLOSURE PURSUANT TO RULE 712(3) OF CATALIST RULES

Shareholders should note that in accordance with the requirements of Rule 712(3) of the Listing Manual Section B: Rules of Catalist of Singapore Exchange Securities Trading Limited ("**Catalist Rules**"):

- (a) Rule 712(3)(a) – Confirmation from the outgoing auditors. The outgoing auditors, KPMG LLP, via its professional clearance letter dated 20 June 2025, has confirmed that they are not aware of any professional reasons why Deloitte & Touche LLP should not accept appointment as auditors of the Company.
- (b) Rule 712(3)(b) – Confirmation from the issuer as to whether there were disagreements with the outgoing auditors. The Company confirms that there were no disagreements with KPMG LLP on accounting treatments within the last twelve (12) months up to the date of retirement of KPMG LLP.
- (c) Rule 712(3)(c) – Confirmation from the issuer on circumstances connected with the change. The Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of the New Independent Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular.
- (d) Rule 712(3)(d) – Specific reasons for the change of auditors. The Company confirms that the specific reasons for KPMG LLP not seeking re-appointment as the auditors of the Company at the annual general meeting of the Company held on 30 April 2025 have been disclosed in the Circular. There are no other specific reasons for KPMG LLP not seeking re-appointment as the auditors of the Company that ought to be brought to the attention of the Shareholders which have not been disclosed in the Circular. The decision of KPMG LLP not to seek re-appointment was not due to the dismissal of KPMG LLP or any direction by SGX-ST for the existing auditors of the Company to be replaced under Rule 305(1)(eb) of the Catalist Rules.
- (e) Rule 712(3)(e) – Compliance with Rule 712 and Rule 715. The Company confirms that it complies with Rule 712 and Rule 715 of the Catalist Rules in relation to the proposed appointment of Deloitte & Touche LLP as the new independent auditors of the Company.

NOTES ON MEETING:

Format of Meeting

1. The EGM will be held, in a hybrid format, at Time Room, HUONE Singapore, located at 3D River Valley Road, #03-01 Block D, Singapore 179023 ("**Physical Meeting**") and using virtual meeting technology ("**Virtual Meeting**") on Tuesday, 22 July 2025 at 3.00 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 EGM by attending the Physical Meeting in person or by participating in the Virtual Meeting using virtual meeting technology.
2. In line with the Company's ongoing sustainability strategy, the Company has discontinued the practice of mailing circulars. Instead, the Company's Circular dated 7 July 2025 ("**Circular**") will be available for download from the Company's corporate website at www.prospercap.com/investor-relations/circulars or on SGXNet at www.sgx.com/securities/company-announcements.

Arrangements for Participating in the Meeting

3. Arrangements relating to:
 - (a) in-person attendance at the EGM by shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives (including arrangements by which they are to register in person for the Physical Meeting);
 - (b) attendance at the EGM by shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives using virtual meeting technology (including arrangements by which they are to pre-register at the pre-registration website at https://conveneagm.sg/prospercap_egm2025 for access to the Virtual Meeting electronically via live audio-visual webcast or live audio-only stream);
 - (c) submission of questions by shareholders, including CPF and SRS investors, in advance of, or at, the EGM, and addressing of substantial and relevant questions by the Company in advance of, or at, the EGM; and

- (d) voting at the EGM (i) by shareholders or their duly appointed proxy(ies) (other than the Chairman of the Meeting) or representative(s); (ii) by CPF or SRS investors if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (iii) by shareholders, or CPF or SRS investors, appointing the Chairman of the Meeting as proxy to vote on their behalf at the EGM,

are set out in the accompanying Company's announcement dated 7 July 2025. This announcement may be accessed at the Company's website at <https://prospcap.listedcompany.com/newsroom.html> and on SGXNet 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 EGM. 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, failing which the instrument may be treated as invalid.
5. A member who is a relevant intermediary is entitled to appoint more than two 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(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, failing which the instrument may be treated as invalid.
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, the Physical Proxy Form must be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza Tower 1, Singapore 048619; or
 - (b) if submitted electronically, be submitted:
 - (i) via email to the Company's Share Registrar at sg.is.proxy@vistra.com; or
 - (ii) via the online process through the pre-registration website at https://conveneagm.sg/prospcap_egm2025,

and in each case, must be lodged or received by 3.00 p.m. on 19 July 2025, being not less than seventy-two (72) hours before the time appointed for holding the EGM.

8. Completion and submission of the instrument appointing a proxy(ies) does not preclude a member from attending, speaking and voting at the EGM. A member who attends the Physical Meeting in person or accesses the Virtual Meeting via the live audio-visual webcast or live audio-only stream of the EGM proceedings may revoke the appointment of a proxy(ies) at any time before voting commences and in such an event, the Company reserves the right to refuse entry by the proxy(ies) into the Physical Meeting and/or terminate the proxy(ies)' access to the live audio-visual webcast and live audio-only stream of the EGM proceedings. 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 EGM, in accordance with Section 179 of the Act.

CPF and SRS Investors

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 the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 10 July 2025 (being not less than seven (7) working days before the EGM).

Submission of Questions

10. Shareholders, including CPF and SRS investors, may submit substantial and relevant questions related to the resolution to be tabled for approval at the EGM in advance of the EGM:
 - (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; or
 - (c) via the online process through the pre-registration website at https://conveneagm.sg/prospcap_egm2025.
11. When submitting questions by post or via email, shareholders should also provide the following details for verification purposes:
 - (a) the shareholder's full name, NRIC/Passport/Company Registration No.;
 - (b) the shareholder's address, contact number and email address; and
 - (c) the manner in which the shareholder holds shares in the Company (e.g., via CDP, CPF, SRS and/or scrip) for verification purposes.
12. All questions submitted in advance must be received by 5.00 p.m. on 15 July 2025. Any questions received after this date and time, and/or without the appropriate identification details, will not be addressed.
13. The Company will address all substantial and relevant questions received from shareholders on or before 15 July 2025 by publishing its responses to such questions on SGXNet and the Company's corporate website at least forty-eight (48) hours prior to the closing date and time for the lodgement/receipt of instruments appointing a proxy(ies). For all other substantial and relevant questions received after 15 July 2025 and before the date of the EGM, the Company will endeavour to answer the questions at the EGM and publish its responses on the Company's corporate website and on SGXNet after the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently, not all questions may be individually addressed.
14. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives, can also ask the Chairman of the EGM substantial and relevant questions related to the resolution to be tabled for approval at the EGM, at the EGM itself.

Access to Documents

15. The Circular will be published on the Company's corporate website at www.prospcap.com/investor-relations/circulars and on SGXNet at www.sgx.com/securities/company-announcements on/before the date of this Notice.
16. Shareholders may request for printed copy(ies) of the Circular by completing and submitting the Request Form sent to them by post and made available on the Company's corporate website at www.prospcap.com/investor-relations/circulars and on SGXNet at www.sgx.com/securities/company-announcements by 5.00 p.m. on 14 July 2025.

PERSONAL PRIVACY DATA

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.

PROSPERCAP CORPORATION LIMITED

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

EXTRAORDINARY GENERAL MEETING**PROXY FORM**

(Please see notes overleaf before completing this Proxy Form.)

IMPORTANT:

- (1) The Extraordinary General Meeting ("EGM") of ProsperCap Corporation Limited ("**ProsperCap**" or the "**Company**") will be held at Time Room, HUONE Singapore, located at 3D River Valley Road, #03-01 Block D, Singapore 179023 ("**Physical Meeting**") and using virtual meeting technology ("**Virtual Meeting**") on Tuesday, 22 July 2025 at 3.00 p.m. (Singapore time). Printed copies of the Notice of EGM, Request Form and this proxy form will be sent by post to members. These documents will also be published on the Company's website at www.prospercap.com/investor-relations/circulars and on SGXNet at www.sgx.com/securities/company-announcements.
- (2) Arrangements relating to:
- (a) in-person attendance at the EGM by shareholders, including Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") investors, and (where applicable) duly appointed proxies and representatives (including arrangements by which they are to register in person for the Physical Meeting);
- (b) attendance at the EGM by shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives using virtual meeting technology (including arrangements by which they are to pre-register at the pre-registration website at https://conveneagm.sg/prospercap_egm2025 for access to the Virtual Meeting electronically via live audio-visual webcast or live audio-only stream;
- (c) submission of questions by shareholders, including CPF and SRS investors, in advance of, or at, the EGM, and addressing of substantial and relevant questions by the Company in advance of, or at, the EGM; and
- (d) voting at the EGM (i) by shareholders or their duly appointed proxy(ies) (other than the Chairman of the Meeting) or representative(s); (ii) by CPF or SRS investors if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators; or (iii) by shareholders, or CPF or SRS investors, appointing the Chairman of the Meeting as proxy to vote on their behalf at the EGM, are set out in the accompanying Company's announcement dated 7 July 2025. This announcement may be accessed at the Company's website at <https://prospercap.listedcompany.com/newsroom.html> and on SGXNet at www.sgx.com/securities/company-announcements.
- (3) Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of a proxy(ies).
- (4) This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by CPF and SRS investors.
- (5) By submitting an instrument appointing proxy(ies) and/or representative(s), a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 7 July 2025.

*I/We, _____ (Name) *NRIC/Passport/Co. Reg. No. _____

of _____ (Address) being a
*member/members of ProsperCap Corporation Limited ("**ProsperCap**" or the "**Company**") hereby appoint:

Name	Email Address	NRIC/ Passport Number	Proportion of Shareholdings	
			No. of Shares	%
*and/or				

or failing *him/her/them, the Chairman of the Extraordinary General Meeting ("**EGM**"), as *my/our *proxy/proxies to attend, speak and vote for *me/us on *my/our behalf at the EGM to be held at Time Room, HUONE Singapore, located at 3D River Valley Road, #03-01 Block D, Singapore 179023 on Tuesday, 22 July 2025 at 3.00 p.m. (Singapore time) and at any adjournment thereof.

*I/We direct *my/our *proxy/proxies to vote for or against or abstain from voting on the Ordinary Resolution to be proposed at the EGM as indicated hereunder. If no specific directions as to voting or abstention are given or in the event of any other matters arising at the EGM and at any adjournment thereof, the *proxy/proxies may vote or abstain from voting at *his/her/their discretion.

No.		For#	Against#	Abstain#
SPECIAL BUSINESS				
1.	Ordinary Resolution: To approve the proposed appointment of Deloitte & Touche LLP as auditors of the Company			

Voting will be conducted by poll. If you wish to exercise all your shares to be voted "For" or "Against" the relevant resolution, please indicate with a "✓" in the space provided under "For" or "Against". If you wish to abstain from voting on a resolution, please indicate with a "✓" in the space provided under "Abstain". Alternatively, please indicate the number of shares to be voted "For" and/or "Against" or to abstain from voting for each resolution in the space provided. If no voting instruction is specified, the proxy/proxies may vote or abstain from voting as the proxy/proxies deem(s) fit on the above resolution, and any other matter arising at the EGM.

Dated this _____ day of _____ 2025

Total Number of Shares in:	No. of Shares
(i) CDP Register	
(ii) Register of Members	
Total	

Signature(s) of Member(s) or Common Seal of Corporate Member

Contact Number/Email Address of Member(s)

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS FORM

NOTES TO PROXY FORM:

1. A member has the option to use this proxy form (the “**Physical Proxy Form**”) or the online form (the “**Online Form**”), which can be found at https://conveneagm.com/sg/prospercap_egm2025/. In the event that both the Physical Proxy Form and Online Form are submitted for the same member, the Physical Proxy Form will take precedence over the Online Form, and the Online Form shall be revoked by the Company.
 2. If you have shares entered against your name in the Depository Register (maintained by The Central Depository (Pte) Limited), you should insert that number of shares. If you have shares registered in your name in the Register of Members (maintained by or on behalf of the Company), you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this instrument appointing a proxy or proxies will be deemed to relate to all the shares held by you.
 3. 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.
 4. (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 instrument.
(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 ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore (the “**Act**”).
5. 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.
 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 submitted to the Company in the following manner:
 - (a) if submitted personally or by post, the Physical Proxy Form must be lodged at the office of the Company’s Share Registrar, Tricor Barbinder Share Registration Services at 9 Raffles Place, #26-01 Republic Plaza Tower 1, Singapore 048619; or
 - (b) if submitted electronically, be submitted:
 - (i) via email to the Company’s Share Registrar at sg.is.proxy@vistra.com; or
 - (ii) via the online process through the pre-registration website at https://conveneagm.sg/prospercap_egm2025,and in each case, must be lodged or received by 3.00 p.m. on 19 July 2025, being not less than seventy-two (72) hours before the time appointed for holding the EGM.
 8. The instrument appointing a proxy or proxies must, if submitted personally or by post, or electronically via email, be signed under the hand of the appointor or of his/her attorney duly authorised in writing, or if submitted electronically via the online process through the pre-registration website at https://conveneagm.sg/prospercap_egm2025, be authorised by the appointor via the online process through the website. Where the instrument appointing a proxy or proxies is executed by a corporation, it must, if submitted personally or by post, or electronically via email, be executed either under its common seal or under the hand of its attorney or a duly authorised officer, or if submitted electronically via the online process through the pre-registration website at https://conveneagm.sg/prospercap_egm2025, be authorised by the appointor via the online process through the website.
 9. Completion and submission of the instrument appointing a proxy(ies) does not preclude a member from attending, speaking and voting at the EGM. A member who attends the Physical Meeting in person or accesses the Virtual Meeting via the live audio-visual webcast or live audio-only stream of the EGM proceedings may revoke the appointment of a proxy(ies) at any time before voting commences and in such an event, the Company reserves the right to refuse entry by the proxy(ies) into the Physical Meeting and/or terminate the proxy(ies)’ access to the live audio-visual webcast and live audio-only stream of the EGM proceedings. 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 EGM, in accordance with Section 179 of the Act.
 10. 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 the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 10 July 2025 (being not less than seven (7) working days before the EGM).
 11. 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 arrangements to be appointed as proxy.
 12. 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.
 13. 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 EGM, as certified by The Central Depository (Pte) Limited to the Company.
 14. Any reference to a time of day is made by reference to Singapore time.

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 the Notice of EGM, 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.

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