

# 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](http://www.prospercap.com/investor-relations/circulars) or on SGXNet at [www.sgx.com/securities/company-announcements](http://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](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](http://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](mailto:sg.is.proxy@vistra.com); or
    - (ii) via the online process through the pre-registration website at [https://conveneagm.sg/prospercap\\_egm2025](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. 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@prosperecap.com](mailto:ir@prosperecap.com); or
  - (c) via the online process through the pre-registration website at [https://conveneagm.sg/prosperecap\\_egm2025](https://conveneagm.sg/prosperecap_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.prosperecap.com/investor-relations/circulars](http://www.prosperecap.com/investor-relations/circulars) and on SGXNet at [www.sgx.com/securities/company-announcements](http://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.prosperecap.com/investor-relations/circulars](http://www.prosperecap.com/investor-relations/circulars) and on SGXNet at [www.sgx.com/securities/company-announcements](http://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.