

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 **Topaz Room, Level 2, The Sheraton Towers**, located at **39 Scotts Road, Singapore 228230**, on **Wednesday, 29 April 2026** at **2.00 p.m.** to transact the following business:

ROUTINE BUSINESS

1. To receive and adopt the Directors’ statement and audited financial statements of the Company for the financial year ended 31 December 2025, together with the auditor’s report thereon. **Ordinary Resolution 1**
2. To approve the payment of Directors’ fees of up to S\$600,000, payable by the Company for the financial period from 1 May 2026 to 30 April 2027 (the Directors’ fees payable for the financial period from 1 May 2025 to 30 April 2026: S\$634,408.60) (see *Explanatory Note 1*). **Ordinary Resolution 2**
3. To note the retirement of Mr Chiew Chun Wee pursuant to Article 94 of the Constitution of the Company at the conclusion of the AGM (see *Explanatory Note 2*).
4. To re-elect Mr Thiti Thongbenjamas, who is retiring pursuant to Article 94 of the Company’s Constitution and who, being eligible, has offered himself for reelection, be and is hereby re-elected as a Director of the Company (see *Explanatory Note 3*). **Ordinary Resolution 3**
5. To re-elect Ms Nobklao Trakoolpan, who is retiring pursuant to Article 100 of the Company’s Constitution and who, being eligible, has offered herself for re-election, be and is hereby re-elected as a Director of the Company (see *Explanatory Note 4*). **Ordinary Resolution 4**
6. To re-elect Mr Than Siripokee, 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 (see *Explanatory Note 5*). **Ordinary Resolution 5**
7. To re-elect Mr Hansa Susayan, 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 (see *Explanatory Note 6*). **Ordinary Resolution 6**
8. To re-appoint Deloitte & Touche LLP as the Auditors of the Company and to authorise the Directors to fix their remuneration. **Ordinary Resolution 7**
9. To transact any other ordinary business which may properly be transacted at an AGM.

By Order of the Board
ProsperCap Corporation Limited

Josephine Toh
Company Secretary
14 April 2026

EXPLANATORY NOTES ON PROPOSED RESOLUTIONS:

1. Ordinary Resolution 2 is to approve the payment of Directors' fees for the period from 1 May 2026 to 30 April 2027 ("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 2025 to 30 April 2026;
- (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).

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 financial year ending 31 December 2026 ("**FY2026**"). 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.

2. Mr Chiew Chun Wee is an Independent Non-Executive Director, the Chairman of the Audit Committee, a member of the Nominating Committee, and the Remuneration Committee. Mr Chiew will step down as Independent Non-Executive Director at the conclusion of the AGM and accordingly, he will also relinquish his memberships in the Board committees.
3. Mr Thiti Thongbenjamas is a Non-Independent Non-Executive Director, the current Chairman of the Investment Committee and a member of the Audit Committee. Detailed information on Mr Thiti Thongbenjamas can be found in the section entitled "Corporate Governance Report" (the **"Corporate Governance Report"**) of the Company's Annual Report for the financial year ended 31 December 2025 (the **"Annual Report 2025"**).

Subject to his re-appointment, Mr Thiti Thongbenjamas, will be reappointed as the Chairman of the Investment Committee and a member of the Audit Committee.

In relation to Ordinary Resolution 3 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.

4. Ms Nobkklao Trakoolpan is an Independent Non-Executive Director of the Company. Detailed information on Ms Nobkklao Trakoolpan can be found in the Corporate Governance Report. Ms Nobkklao Trakoolpan will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.
5. Mr Than Siripokee is an Independent Non-Executive Director of the Company. Detailed information on Mr Than Siripokee can be found in the Corporate Governance Report. Upon re-election, Mr Than Siripokee will remain as a member of the Audit Committee and Chairman of the Remuneration Committee. Mr Than Siripokee will be considered independent for the purpose of Rule 704(7) of the Catalist Rules of the SGX-ST.

In relation to Ordinary Resolutions 4 and 5 proposed above, there is no relationship (including immediate family relationships) between the abovenamed individual and the other Directors, the Company or its substantial shareholders.

6. Mr Hansa Susayan is a Non-Independent Non-Executive Director of the Company. Detailed information on Mr Hansa Susayan can be found in the Corporate Governance Report. Upon re-election, Mr Hansa Susayan will remain as a member of the Nominating Committee.

NOTES ON MEETING:

Format of Meeting

1. The AGM will be held at Topaz Room, Level 2, The Sheraton Towers, located at 39 Scotts Road, Singapore 228230, with an option for shareholders to observe the proceedings of the AGM through a live audio-visual webcast online, on Wednesday, 29 April 2026, at 2.00 p.m.
2. 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.
3. Shareholders, including CPF and SRS investors, and (where applicable) duly appointed proxies and representatives, may observe the AGM proceedings via live audio-visual webcast, and they must pre-register at <https://tinyurl.com/25swykw3> by 2.00 p.m. on Saturday, 25 April 2026. Once their registrations are approved, an email with instructions on how to join the live webcast of the AGM proceedings will be sent to their registered email addresses by 27 April 2026, 3.00 p.m. Registered attendees of the live AGM webcast must not forward the email instruction to other persons who are not entitled to attend the AGM proceedings. This is also to avoid any technical disruptions or overload to the AGM proceedings.
4. Shareholders who pre-registered for the live AGM webcast but did not receive any email confirmation by 27 April 2026, 3.00 p.m. can forward their query to ir@prospcap.com with their name, email address, contact information and shareholding details by 28 April 2026, 3.00 p.m.

5. Registered attendees of the live AGM webcast will be treated as "Invited Observers" of the event and will **not** be able to vote online at the AGM. They will be able to ask questions during the AGM via online texting. The texted questions, if any, must be related to the resolutions tabled at the AGM and will be answered at the discretion of the Chairman of the AGM. Questions raised at the AGM, including texted questions, will form part of the minutes of the AGM which will be made available on the Company's website www.prospercap.com and the website of Singapore Exchange Securities Trading Limited ("**SGX website**") at www.sgx.com/securities/company-announcements within one month from the date of the AGM.
6. 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 2025 will be available for download from the Company's website at www.prospercap.com/investor-relations/annual-reports or SGX website at www.sgx.com/securities/company-announcements.

Appointment of Proxy(ies)

7. 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 a 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.
8. 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 a 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.
9. "**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.
10. 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**; or
 - (b) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.proxy@vistra.com,
 in each case, no later than 2.00 p.m. on 26 April 2026, 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

11. 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 2.00 p.m. on 17 April 2026 (being not less than seven (7) working days prior to the AGM).

Submission of Questions

12. 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@prospercap.com.
13. 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.
14. All questions submitted in advance must be received by 2.00 p.m. on 22 April 2026. Any questions received after 22 April 2026 and without the above identification details will not be addressed.

15. 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.prospercap.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 22 April 2026 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.
16. 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

17. The Annual Report 2025 have been published and can be accessed at the Company's website at www.prospercap.com/investor-relations/annual-reports and the SGX website at www.sgx.com/securities/company-announcements.
18. Shareholders may request a 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.prospercap.com and the SGX website at www.sgx.com/securities/company-announcements, by 5.00 p.m. on Tuesday, 21 April 2026.
19. **Any reference to a time of day is made by reference to Singapore time.**

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.