

NOTICE OF EXTRAORDINARY GENERAL MEETING

CAPITAL WORLD LIMITED

(Incorporated in the Cayman Islands)
(Company Registration No. CT-276295)

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Capital World Limited (the “**Company**”) will be held at 1 North Bridge Road #09-00 High Street Centre Singapore 179094 on 22 March 2024 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 7 March 2024 issued by Capital World Limited to its shareholders (the “**Circular**”).*

1. **THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 1,545,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 PER CONVERSION SHARE PURSUANT TO THE CONVERTIBLE LOAN AGREEMENT**
2. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 18,333,333 DIRECTOR BONUS SHARES TO MR. LOW CHAI CHONG AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
3. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 50,000,000 DIRECTOR BONUS SHARES TO MR. HOO KHEE LENG AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
4. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 50,000,000 DIRECTOR BONUS SHARES TO MR. SIOW CHIEN FU AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
5. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 15,000,000 DIRECTOR BONUS SHARES TO MR. LAM KWONG FAI AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
6. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 13,333,333 DIRECTOR BONUS SHARES TO MS. TAN LER CHOO AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
7. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 38,600,000 EMPLOYEE BONUS SHARES TO RELEVANT EMPLOYEES AT A PRICE OF S\$0.003 PER EMPLOYEE BONUS SHARES**
8. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 50,000,000 ADVISORY SERVICES SHARES TO DATUK WIRA ERIC TAN ENG HUAT AT A PRICE OF S\$0.003 PER ADVISORY SERVICES SHARE**
9. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 22,593,200 SETTLEMENT SHARES TO MR. LAI CHEE HOE AT A PRICE OF \$0.005 PER SETTLEMENT SHARE**
10. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 28,000,000 SETTLEMENT SHARES TO MR. TAN CHIN TUAN AT A PRICE OF \$0.005 PER SETTLEMENT SHARE**

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ORDINARY RESOLUTION 1: THE PROPOSED DEBT CAPITALISATION

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Conversion Shares pursuant to the Proposed Debt Capitalisation at the Conversion Price, as may be required or permitted to be allotted or issued on the conversion of the outstanding amount on the CLA Loan, to AIM Worldwide Group Ltd on the date of conversion thereof, subject to and otherwise in accordance with the Terms and Conditions, whereby such Conversion Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls on or before the date on which the Conversion Notice is issued.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 1.

ORDINARY RESOLUTION 2: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MR. LOW CHAI CHONG

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Mr. Low Chai Chong, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 2.

ORDINARY RESOLUTION 3: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MR. HOO KHEE LENG

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Mr. Hoo Khee Leng, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 3.

ORDINARY RESOLUTION 4: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MR. SIOW CHIEN FU

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Mr. Siow Chien Fu, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.

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- (ii) That the Directors of the Company be and are hereby authorized to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 4.

ORDINARY RESOLUTION 5: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MR. LAM KWONG FAI

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Mr. Lam Kwong Fai, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 5.

ORDINARY RESOLUTION 6: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MS. TAN LER CHOO

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Ms. Tan Ler Choo, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 6.

ORDINARY RESOLUTION 7: THE PROPOSED EMPLOYEE BONUS SHARE ISSUE

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Employee Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to employees, whereby such Employee Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls before the date of allotment of the Employee Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 7.

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ORDINARY RESOLUTION 8: THE PROPOSED ADVISORY SERVICES SHARE ISSUE

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Advisory Services Shares at the Issue Price, as may be required or permitted to be allotted or issued to Datuk Eric, whereby such Advisory Services Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls before the date of allotment of the Advisory Services Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 8.

ORDINARY RESOLUTION 9: THE PROPOSED SETTLEMENT SHARE ISSUE FOR MR. LAI CHEE HOE

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Settlement Shares at the Settlement Share Price, as may be required or permitted to be allotted or issued to Mr. Lai Chee Hoe, whereby such Settlement Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls before the date of allotment of the Settlement Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 9.

ORDINARY RESOLUTION 10: THE PROPOSED SETTLEMENT SHARE ISSUE FOR MR. TAN CHIN TUAN

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Settlement Shares at the Settlement Share Price, as may be required or permitted to be allotted or issued to Mr. Tan Chin Tuan, whereby such Settlement Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls before the date of allotment of the Settlement Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Ordinary Resolution 10.

BY ORDER OF THE BOARD

Hoo Khee Leng

Executive Director and Chief Executive Officer

7 March 2024

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IMPORTANT NOTICE FOR SHAREHOLDERS

The Company's Extraordinary General Meeting (the "EGM") is being convened, and will be held physically at 1 North Bridge Road, #09-00, High Street Centre, Singapore 179094 on 22 March 2024 at 10 a.m.. There will be no option for Members to participate virtually or by electronic means.

The circular, Notice of EGM, Proxy Form and the circular printed copy request form ("**Request Form**") have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

- (i) <https://www.sgx.com/securities/company-announcements>; or
- (ii) <https://www.capitalworldlimited.com/>

Printed copies of this Notice of EGM, Proxy Form and Request Form will be dispatched to Members. The Notice of EGM will also be published on The Business times on 7 March 2024.

Members who wish to receive a printed copy of the circular may do so by completing the Request Form and sending it to the Company by 13 March 2024 through any of the following means:

- (i) Via email to info@capitalcity.com.my; or
- (ii) In hard copy by sending personally or by post and lodging the same to 1 North Bridge Road #24-09 High Street Centre Singapore 179094.

Members should take note of the following arrangements for the EGM:

(a) **Participation in the EGM**

Members, including CPF and SRS investors, may participate in the EGM by:

- (i) Attending the EGM in person;
- (ii) Submitting questions in relation to any agenda item in this Notice of EGM in advance of, or at the EGM; and/or
- (iii) voting at the EGM by (i) themselves; or (ii) through duly appointed proxy(ies).

Details of the steps for registration, asking of questions and voting at the EGM by Members, are set out in notes (b) to (f) below.

(b) **Register in person to attend the EGM**

Members, including CPF and SRS investors can attend the EGM in person.

To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the EGM if the attendee's identity cannot be verified accurately.

For investors who hold shares through relevant intermediaries (excluding CPF/SRS investors) (as defined in Section 181 of the Companies Act 1967 of Singapore) (the "**Relevant Intermediary**"), please refer to note (c) for the procedures to attend and vote at the AGM.

(c) **Submission of Questions**

Members, including CPF Investors and SRS Investors who have questions related to the resolutions to be tabled for approval at the EGM can ask questions during the EGM physically or can submit their questions to the Company in advance of the EGM ("Advanced Questions") by 14 March 2024, through any of the following manners)

- (i) **Via email:** Members may submit their questions via email to info@capitalcity.com.my; and/or
- (ii) **By post:** Members may submit their questions by sending personally or by post and lodging the same to 1 North Bridge Road #24-09 High Street Centre Singapore 179094.

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) contact telephone number; (c) email address; and (d) the manner in which the shares are held (e.g. via CDP, CPF, SRS and/or scrip) for verification purpose.

The Company will endeavor to respond to all substantial and relevant questions either prior to the EGM (via an announcement on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>) and the Company's corporate website at the URL <http://capitalworldlimited.com> by 17 March 2024. The Company will address those substantial and relevant questions which are submitted after 14 March 2024 will be consolidated and addressed either before the EGM via an announcement on SGXNet and the Company's website or at the EGM.

The Company will publish the minutes of the EGM on its website and on SGXNet within one (1) month from the date of the EGM, and the minutes will include the responses to the substantial and relevant questions from members which are addressed during the EGM.

(d) **Voting:** A member who wishes to exercise his/her/its voting rights at the EGM may:

- (i) (where such members are individuals) vote in person at the EGM or (where such members are individuals or corporates) appoint a proxy(ies) to attend and vote at the EGM on their behalf.

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(e) **Submission of Proxy Instruments:**

Members who wish to submit instruments appointing a proxy(ies) must do so in the following manner:

- (i) if submitted by post, the instrument must be lodged with Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
- (ii) if submitted electronically, the instruments must be submitted via email to the Company at srs.proxy@boardroomlimited.com,

in each case, by 10.00 a.m. on 20 March 2024 (not less than 48 hours before the time appointed for the EGM).

The accompanying proxy form for the EGM may be accessed via the URL <https://www.sgx.com/securities/company-announcements> and will also be made available on SGXNet.

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. **Members are strongly encouraged to submit completed proxy forms electronically.**

Where a member (whether individual or corporate) appoints an individual or the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the form of proxy, failing which the appointment of the proxy for that resolution will vote or abstain from voting at his/her discretion.

If the appointor is a corporation, the instrument appointing a proxy must be executed under the corporation's common seal or signed by its attorney or an officer on behalf of the corporation.

The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 48 hours before the time appointed for holding the EGM (i.e. 10.00 a.m. on 20 March 2024), as certified by The Central Depository (Pte) Limited to the Company.

A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.

A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument; and (ii) a member who is a relevant intermediary is entitled to appoint more than two (2) proxies, 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 (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 of the Companies Act 1967 of Singapore.

(f) **Voting at the EGM by Relevant Intermediary Investors (including CPF/SRS Investors)**

The Depositor Proxy Form is not valid for use by investors holding shares through Relevant Intermediary (including CPF/SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

Investors holding shares through Relevant Intermediary (other than CPF/SRS Investors) who wish to appoint proxy(ies) should approach their Relevant Intermediary as soon as possible to submit their votes.

CPF/SRS investors who wish to vote at the AGM, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 12 March 2024, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies) to vote on their behalf.

(g) **Members should check the SGXNET at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the EGM.**

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, a member of the Company (i) consents to the collection, use and disclosure of the member'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, 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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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 (the "**Warranty**"); and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of the Warranty.