

CAPITAL WORLD LIMITED

(Company Registration No.: CT-276295)
(Incorporated in the Cayman Islands on 15 March 2013)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (the "EGM") of Capital World Limited (the "Company") will be held on 28 January 2019 at 2.00 p.m. at 390 Havelock Road, #04-06, King's Centre, Singapore 169662 for the purpose of considering and, if thought fit, passing, with or without amendments, the following resolutions:

All capitalised terms in this Notice of EGM which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 11 January 2019 (the "Circular").

ORDINARY RESOLUTION 1**THE PROPOSED ALLOTMENT AND ISSUE OF 265,000,000 SUBSCRIPTION SHARES TO PRG HOLDINGS BERHAD**

That subject to and contingent upon the passing of Ordinary Resolutions 2 and 3:

- the Subscription and Options Agreement in connection with the allotment and issue of 265,000,000 Subscription Shares and all the transactions contemplated thereunder and all other matters of an incidental thereto or in connection therewith be and are hereby approved, confirmed and ratified in all aspects;
- the Proposed Subscription and the transactions contemplated thereunder be and are hereby approved;
- the Directors be and are hereby authorised to allot and issue the Subscription Shares to the Subscriber pursuant to the terms of the Subscription and Options Agreement; and
- the Directors and each of them be and are hereby authorised to do all such acts and things and to execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving of effect to the Subscription and Options Agreement and the transactions contemplated thereunder including but not limited to the allotment and issue of the Subscription Shares.

ORDINARY RESOLUTION 2**THE PROPOSED GRANT OF 44,000,000 SUBSCRIBER OPTIONS TO PRG HOLDINGS BERHAD**

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 3:

- approval be and is hereby given for the allotment and issue by the Company of an aggregate of 44,000,000 share options (the "Subscriber Options") to the Subscriber, with each Subscriber Option carrying the right to subscribe for one (1) new ordinary share in the capital of the Company ("Subscriber Option Share") at the Exercise Price of S\$0.035 on and subject to the terms of the Subscription and Options Agreement;
- the allotment and issue of an aggregate of 44,000,000 Subscriber Option Shares upon the exercise of the Subscriber Options shall be fully paid and shall rank *pari passu* in all respects with the then existing Shares except that such Subscriber Option Shares shall not be entitled to any dividend, right, allotment, distribution or other entitlements, the record date of which falls on or prior to the date of issue of the Subscriber Option Shares to the Subscriber, and will be admitted to listing on the Catalist of the SGX-ST;
- approval be and is hereby given for the adjustment to the Exercise Price of the Subscriber Options as may be required and subject to the terms of the Subscription and Options Agreement;
- the Directors be and are hereby authorised to allot and issue the Subscriber Option Shares to the Subscriber pursuant to the terms of the Subscription and Options Agreement; and
- the Directors and each of them be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving of effect to the matters referred to in this Ordinary Resolution 2, including but not limited to the Subscription and Options Agreement, the transactions contemplated thereunder, the Grant of Subscriber Options and the allotment and issue of Subscriber Option Shares to the Subscriber.

ORDINARY RESOLUTION 3**THE TRANSFER OF CONTROLLING INTEREST TO PRG HOLDINGS BERHAD ARISING FROM THE PROPOSED SUBSCRIPTION AND GRANT OF SHARE OPTIONS**

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2:

- approval be and is hereby given for the transfer of a controlling interest in the Company to PRG Holdings Berhad (the "Subscriber") arising from the allotment and issue of the Subscription Shares to the Subscriber pursuant to the Proposed Subscription, subject to and otherwise in accordance with the terms and conditions of the Subscription and Options Agreement, and subject to the Subscriber and its concert parties holding less than 30.0% of voting rights of the company at any point in time to avoid triggering a requirement to make a mandatory offer for the Shares under the Singapore Code on Take-overs and Mergers;
- the Directors and each of them be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving of effect to the matters referred to in this Ordinary Resolution 3.

ORDINARY RESOLUTION 4**THE PROPOSED GRANT OF UP TO 50,000,000 REFERER OPTIONS TO ONE WORLD CORPORATION LIMITED**

That subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3:

- approval be and is hereby given for the allotment and issue by the Company of an aggregate of up to 50,000,000 share options (the "Referrer Options") to the Referrer, with each Referrer Option carrying the right to subscribe for one (1) new ordinary share in the capital of the Company ("Referrer Option Share") at the Exercise Price of S\$0.035 on and subject to the terms of the Option Agreement;
- the allotment and issue of an aggregate of up to 50,000,000 Referrer Option Shares upon the exercise of the Referrer Options shall be fully paid and shall rank *pari passu* in all respects with the then existing Shares except that such Referrer Option Shares shall not be entitled to any dividend, right, allotment, distribution or other entitlements, the record date of which falls on or prior to the date of issue of the Referrer Option Shares to the Referrer, and will be admitted to listing on the Catalist of the SGX-ST;
- approval be and is hereby given for the adjustment to the Exercise Price of the Referrer Options as may be required and subject to the terms of the Option Agreement;
- the Directors be and are hereby authorised to allot and issue the Referrer Option Shares to the Referrer pursuant to the terms of the Option Agreement; and
- the Directors and each of them be and are hereby authorised to do all such acts and things and execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving of effect to the matters referred to in this Ordinary Resolution 4, including but not limited to the Option Agreement, the transactions contemplated thereunder, the Grant of Referrer Options and the allotment and issue of Referrer Option Shares to the Referrer.

ORDINARY RESOLUTION 5**THE PROPOSED ALLOTMENT AND ISSUE OF 39,000,000 SETTLEMENT SHARES TO DATO' CHONG**

- approval be and is hereby given for the allotment and issue by the Company of 39,000,000 fully-paid new ordinary shares in the capital of the Company ("Settlement Shares") to Dato' Chong pursuant to the Settlement Agreement;
- the Directors be and are hereby authorised to allot and issue the Settlement Shares to Dato' Chong; and
- the Directors and each of them be and are hereby authorised to do all such acts and things and to execute all such documents which they consider necessary, desirable or expedient for the purpose of, or in connection with, the implementation of and giving of effect to the Proposed Issue of Settlement Shares and the transactions contemplated thereunder including but not limited to the allotment and issue of the Settlement Shares.

SHAREHOLDERS SHOULD NOTE THAT ORDINARY RESOLUTIONS 1, 2 AND 3 ARE INTER-CONDITIONAL. ORDINARY RESOLUTION 4 IS CONDITIONAL UPON THE PASSING OF ORDINARY RESOLUTIONS 1, 2 AND/OR 3. THIS MEANS THAT IF ORDINARY RESOLUTION 1, 2 OR 3 IS NOT PASSED, ALL OF ORDINARY RESOLUTIONS 1, 2, 3 AND 4 WOULD NOT BE PASSED. ORDINARY RESOLUTION 5 IS INDEPENDENT.

BY ORDER OF THE BOARD**CAPITAL WORLD LIMITED****Siow Chien Fu**

Executive Director and Chief Executive Officer

11 January 2019

Notes:

- A member entitled to attend and vote at the EGM and who holds two (2) or more Shares is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a member of the Company. Such member should complete, sign and return the Shareholder Proxy Form in accordance with the instructions printed therein as soon as possible and, in any event, so as to arrive at the office of the Company's Singapore share transfer agent Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 48 hours before the time fixed for the EGM. The appointment of a proxy by a member does not preclude him from attending and voting in person at the EGM if he so wishes in place of the proxy. For the avoidance of doubt, the Shareholder Proxy Form should not be used by depositors ("Depositors"). Depositors who wish to attend and vote at the EGM should refer to paragraphs 2 and 3 below.
- A depositor (other than Depositors which are corporations) holding Shares through the CDP and whose name appears in the depository register (as defined in Section 81SF of the Securities and Futures Act of Singapore) not earlier than 48 hours prior to the time fixed for the meeting who wishes to attend and vote at the EGM may do so as CDP's proxy without having to complete or return any form of proxy.
- (i) A depositor which is a corporation and who wishes to attend and vote at the EGM or (ii) an individual depositor who is unable to attend the EGM personally and wishes to appoint person(s) to attend the meeting and vote on his behalf, should complete sign and return the Depositor Proxy Form in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive at the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, not later than 48 hours before the time fixed for the EGM.

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, 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 warranty.