CAPALLIANZ HOLDINGS LIMITED

(Company Registration No. 199905693M)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("**AGM**" or the "**Meeting**") of **CAPALLIANZ HOLDINGS LIMITED** ("**Company**") will be convened and held at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564 on Wednesday, 28 October 2026 at 10:00 a.m. for the purposes of transacting the following business:-

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and of the Group for the financial year ended 30 June 2026 ("**FY2026**") together with the Independent Auditors' Report thereon. **(Resolution 1)**

2. To approve the payment of Directors' fees of up to S$135,000 for the financial year ending 30 June 2027, to be paid quarterly in arrears. **(Resolution 2)**

3. To re-elect Mr. Liu Qiang, a Director of the Company retiring in accordance with Regulation 107 of the Company's Constitution and who, being eligible, offer himself for re-election, as a Director of the Company. **(Resolution 3)**

   [See Explanatory note (i)]

4. To re-elect Ms. Jingting Liu, who is retiring in accordance with Regulation 118 of the Company's Constitution and who, being eligible, offer herself for re-election, as a Director of the Company. **(Resolution 4)**

   [See Explanatory note (ii)]

5. To re-appoint Messrs Baker Tilly TFW LLP as the Auditors of the Company to hold office until the next Annual General Meeting and to authorise the Directors of the Company to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without modifications:

6. **Proposed Allotment and Issuance of 32,990,909 New Ordinary Shares in the Capital of the Company to Mr. Songtao Jia, Independent Director of The Company In Lieu Of Cash Payment of Outstanding Directors' Fees**

   (a) That approval be given, for the purpose of section 161 of the Act, Rule 804, 805(1) and 812 of the Catalist Rules, to the Directors to allot and issue 32,990,909 new Shares ("**STJ Director's Shares**") at the price of S$0.0011 per STJ Director's Share ("**Issue Price**") to Mr. Songtao Jia, with the STJ Director's Shares to be allotted and issued, to settle the net outstanding directors' fees of S$36,290.00, after deduction of withholding tax at 24%, which remains owing to Mr. Songtao Jia; and

(b) That the Directors (save for Mr. Songtao Jia) are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's Constitution to any document as may be necessary or required. **(Resolution 6)**

[See Explanatory note (iii)]

7. **Proposed Allotment and Issuance of 19,863,636 New Ordinary Shares in the Capital of the Company to Mr. Zhu XuRan, Independent Director of The Company In Lieu Of Cash Payment of Outstanding Directors' Fees**

(a) That approval be given, for the purpose of section 161 of the Act, Rule 804, 805(1) and 812 of the Catalist Rules, to the Directors to allot and issue 19,863,636 new Shares ("**ZXR Director's Shares**") at the price of S$0.0011 per ZXR Director's Share ("**Issue Price**") to Mr. Zhu XuRan, with the ZXR Director's Shares to be allotted and issued, to settle the net outstanding directors' fees of S$21,850.00, after deduction of withholding tax at 24%, which remains owing to Mr. Zhu XuRan; and

(b) That the Directors (save for Mr. Zhu XuRan) are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's Constitution to any document as may be necessary or required. **(Resolution 7)**

[See Explanatory note (iii)]

8. **Proposed Allotment and Issuance of 14,291,800 New Ordinary Shares in the Capital of the Company to Ms. Jingting Liu, Independent Director of The Company In Lieu Of Cash Payment of Outstanding Directors' Fees**

(a) That approval be given, for the purpose of section 161 of the Act, Rule 804, 805(1) and 812 of the Catalist Rules, to the Directors to allot and issue 14,291,800 new Shares ("**JTL Director's Shares**") at the price of S$0.0011 per JTL Director's Share ("**Issue Price**") to Ms. Jingting Liu, with the JTL Director's Shares to be allotted and issued, to settle the net outstanding directors' fees of S$15,720.98, after deduction of withholding tax at 24%, which remains owing to Ms. Jingting Liu; and

(b) That the Directors (save for Ms. Jingting Liu) are hereby authorised to complete and do all such acts and things (including without limitation, approving, modifying, ratifying, signing, sealing, delivering, entering into all such transactions, arrangements and agreements and executing all such documents) as they or he may consider necessary, desirable or expedient or in the interests of the Company for the purposes of giving effect to this resolution and that authority be and is hereby given for the common seal of the Company to be affixed in accordance with the Company's Constitution to any document as may be necessary or required. **(Resolution 8)**

[See Explanatory note (iii)]

9. **Authority to allot and issue shares in the capital of the Company**

"That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), authority be and is hereby given to the directors of the Company ("**Directors**") to allot and issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit provided that:

(i) the aggregate number of shares and/or convertible securities to be issued pursuant to this Resolution must not be more than one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and/or convertible securities to be issued other than on a pro-rata basis to existing shareholders of the Company must not be more than fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);

(ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time this Resolution is passed after adjusting for:

(a) new shares arising from the conversion or exercise of any convertible securities;

(b) new shares arising from exercising share options or vesting of share awards, provided the share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

(c) any subsequent bonus issue, consolidation or subdivision of shares;

adjustments in accordance with sub-paragraph (ii)(a) or (ii)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

(iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution; and

(iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier." **(Resolution 9)**

[See Explanatory note (iv)]

10. To transact any other business which may be properly transacted at an AGM of the Company.

By Order of the Board

Shirley Tan Sey Liy
Company Secretary
Singapore, 6 October 2026

Explanatory Notes:

(i) Mr. Liu Qiang ("**Mr. Liu**") shall, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company.

(ii) Ms. Jingting Liu ("**Ms. Liu**") shall, upon re-election as a Director of the Company, remain as an Independent Non-Executive Director of the Company, Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. Ms. Liu is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.

Detailed information (including information as set out in Appendix 7F to the Catalist Rules) on the aforesaid Directors of the Company can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Annual Report of the Company for FY2026 ("Annual Report 2026").

(iii) Ordinary Resolutions 6 to 8 proposed in items 6 to 8 above, if passed, will empower the Directors of the Company to allot and issue an aggregate of 67,146,345 Directors' Shares at the Issue Price of S$0.0011 per Directors' Share to Mr. Songtao Jia, Mr. Zhu XuRan and Ms. Liu ("**Relevant Directors**"). The Relevant Directors will abstain from voting at the AGM on the ordinary resolution relating to the allotment and issuance of shares to each of them. They will also decline to accept appointment as proxies for voting at the AGM in respect of the resolution relating to their outstanding director's fees unless the Independent Shareholders appointing them as proxies give specific instructions in their proxy forms as to the manner in which their votes are to be cast in respect of such resolution. The rationale for the Proposed Directors' Shares Issuance are set out in greater details in the Company's Letter to Shareholders dated 6 October 2026.

(iv) Ordinary Resolution 9 proposed in item 9 above, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or the date such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to allot and issue shares and/or convertible securities in the capital of the Company. The number of shares and convertible securities, which the Directors of the Company may allot and issue under this Resolution shall not exceed one hundred per cent (100%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time of passing this Resolution. For allotment and issuance of shares and/or convertible securities other than on a pro-rata basis to existing shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time of passing this Resolution.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company will be calculated based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

"**Subsidiary holdings**" has the meaning ascribed to it in the Catalist Rules.

Notes:

1. The AGM of the Company is being convened, and will be held at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564 on Wednesday, 28 October 2026 at 10:00 a.m. **There will be no option for shareholders to participate virtually.**

2. The Annual Report will be made available to shareholders by electronic means via publication on the Company's corporate website at the URL: https://www.capallianzholdings.com and SGXNet at the URL: https://www.sgx.com/securities/company-announcements. Printed copies of this Notice of AGM, Proxy Form for this AGM and Request Form will be sent by post to shareholders. Shareholders who wish to request for printed copies of the Annual Report 2026 and Letter to Shareholders will need to complete and return the Request Form, by sending it back to the Company no later than 19 October 2026. Please refer to the Request Form for further information.

3. Members of the Company (including Supplementary Retirement Scheme investors ("**SRS Investors**") and Central Provident Fund Investment Scheme Investors ("**CPF Investors**")) may participate in the AGM by:

   a.) attending the AGM in person;

   b.) submitting questions in advance of the AGM or raising questions at the AGM; and/or

   c.) voting at the AGM (i) themselves personally; or (ii) through their duly appointed proxy(ies),

   details as set out in the paragraphs below.

Voting, or Submission of Proxy Form to Vote, at the AGM

4. A member of the Company entitled to attend, speak and vote at the AGM (other than a relevant intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her/its stead at the AGM. Where such member's Proxy Form appoints two (2) proxies, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.

5. A member who is a relevant intermediary is entitled to appoint more than two (2) 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 member's Proxy Form appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

   "**Relevant intermediary**" has the meaning ascribed to it in Section 181(6) of the Companies Act.

6. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under common seal or under the hand of its duly authorised officer or attorney.

7. A proxy need not be a member of the Company.

8. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory. The Chairman of the Meeting, as proxy, need not be a member of the Company.

   If a member wishes to appoint the Chairman of the Meeting as proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on, each resolution in the Proxy Form appointing the Chairman of the Meeting as proxy. If no specific direction as to voting is given, the proxy will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the AGM and at any adjournment thereof.

9. The Proxy Form, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy must be submitted to the Company in the following manner.

   a.) if submitted in person or by post, be lodged at the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or

   b.) if submitted electronically, by sending a scanned pdf copy by email to enquiries@capallianzholdings.com ,

   in either case by 10.00 a.m. on 26 October 2026 (being not less than forty-eight (48) hours before the time appointed for holding the AGM) and in default, the Proxy Form for the AGM shall not be treated as valid.

   Members are strongly encouraged to submit completed Proxy Forms electronically via email.

10. The Proxy Form must be under the hand of the appointer or of his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed under its common seal or signed on its behalf by an officer or attorney duly authorised in writing, failing which the Proxy Form may be treated as invalid.

11. The Company shall be entitled to reject the Proxy Form 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 Proxy Form.

12. Completion and return of the Proxy Form shall not preclude a member from attending, speaking and voting at the AGM if he/she so wishes. Any appointment of the proxy(ies) for the AGM shall be deemed to be revoked if the member attends the AGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the Proxy Form to the AGM.

13. SRS Investors and CPF Investors who wish to appoint the Chairman of the Meeting to act as their proxy should approach their respective agents, such as SRS Operators and CPF Agent Banks, to submit their votes to the Company by 10.00 a.m. on Friday, 16 October 2026, being at least seven (7) working days before the date of the AGM.

14. A depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the AGM unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time fixed for the AGM.

Submission of Questions

15. Members can also submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM by email to enquiries@capallianzholdings.com by 11.00 a.m. on 20 October 2026 ("**Cut-Off Time**").

16. Members who submit questions in advance of the AGM should provide their full name, address, contact number, email, shareholding type and number of shares held in the Company and the manner of which they hold such shares for verification purposes.

17. The Company will endeavour to address the substantial and relevant questions related to the resolutions to be tabled for approval at the AGM received from members before or at the AGM. Responses to substantial and relevant questions received from members by the Cut-Off Time will be published on the SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's corporate website at the URL https://www.capallianzholdings.com on or before 23 October 2026 at 10.00 a.m. (being no later than seventy-two (72) hours prior to the closing date and time for the lodgement of the Proxy Form). The Company will address any subsequent clarifications sought, or substantial and relevant follow-up questions (which are related to the resolutions to be tabled for approval at the AGM) received after the Cut-Off Time which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, 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.

18. Persons who hold shares of the Company through relevant intermediaries (pursuant to Section 181(1C) read with Section 181(6) of the Companies Act), such as SRS Investors and CPF Investors, should approach their respective agents, such as SRS Operators and CPF Agent Banks, sufficiently in advance so that their respective agents may submit their substantial and relevant questions related to the resolutions to be tabled for approval at the AGM by the Cut-Off Time and have their substantial and relevant questions addressed.

19. The Company will publish the minutes of the AGM (together with the responses to the substantial and relevant questions received from shareholders during the AGM, if any) on the SGXNet at the URL https://www.sgx.com/securities/company-announcements and the Company's corporate website at the URL https://www.capallianzholdings.com within one (1) month after the date of the AGM.

PERSONAL DATA PRIVACY

*By attending the AGM and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 representatives) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representatives) 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.*

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.