

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

PROPOSED ALLOTMENT AND ISSUANCE OF AN AGGREGATE OF 67,146,345 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY TO CERTAIN INDEPENDENT DIRECTORS OF THE COMPANY IN LIEU OF CASH PAYMENT OF OUTSTANDING DIRECTORS' FEES

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or “**Directors**”) of CapAllianz Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 25 September 2026 entered into separate Director Fee Share Settlement Agreements (the “**Settlement Agreements**”) with Mr Songtao Jia, Mr Zhu XuRan and Ms Jingting Liu, each an Independent Director of the Company (collectively, the “**Participating Directors**”), pursuant to which, subject to the requisite approvals, the Company proposes to allot and issue an aggregate of 67,146,345 new ordinary shares in the capital of the Company (the “**Directors' Shares**”) at an issue price of S\$0.0011 per Directors' Share (the “**Issue Price**”) in settlement of the net outstanding directors' fees payable to the Participating Directors for the financial years ended 30 June 2025 and 2026, after deduction of applicable withholding tax, in lieu of payment of such net directors' fees in cash (the “**Proposed Directors' Share Issuance**”).
- 1.2. The Company will be seeking the approval of shareholders of the Company (“**Shareholders**”) at the forthcoming annual general meeting of the Company (“**AGM**”) for the Proposed Directors' Share Issuance.

2. PROPOSED DIRECTORS' SHARE ISSUANCE

2.1 Background

The aggregate gross outstanding directors' fees payable to the Participating Directors for the financial years ended 30 June 2025 and 2026 amount to S\$97,185.50 (the “**Outstanding Directors' Fees**”). The Outstanding Directors' Fees fall within the directors' fees previously approved by Shareholders at the annual general meeting of the Company held on 23 December 2025. After deduction of withholding tax at 24% amounting to S\$23,324.52 which will be paid by the Company in cash to the relevant tax authority on behalf of the Participating Directors, the aggregate net Outstanding Directors' Fees to be settled through the issue of the Directors' Shares amount to S\$73,860.98 (the “**Net Outstanding Directors' Fees**”).

Details of the Participating Directors, the Net Outstanding Directors' Fees to be settled in Shares and the number of Directors' Shares to be allotted and issued to each Participating Director are set out below:

Name of Participating Director (Designation)	Outstanding Directors' Fees (S\$)	Withholding tax at 24% (S\$)	Net Outstanding Directors' Fees to be Settled in Shares (S\$)	Number of Directors' Shares to be allotted and issued	% of interest in Existing Share Capital	% of interest in Enlarged Share Capital ⁽¹⁾
Mr Songtao Jia (Non Executive Chairman & Independent Director)	47,750.00	11,460.00	36,290.00	32,990,909	-	0.20

Name of Participating Director (Designation)	Outstanding Directors' Fees (S\$)	Withholding tax at 24% (S\$)	Net Outstanding Directors' Fees to be Settled in Shares (S\$)	Number of Directors' Shares to be allotted and issued	% of interest in Existing Share Capital	% of interest in Enlarged Share Capital ⁽ⁱ⁾
Mr Zhu XuRan (Independent Non-Executive Director)	28,750.00	6,900.00	21,850.00	19,863,636	-	0.12
Ms Jingting Liu (Independent Non-Executive Director)	20,685.50	4,964.52	15,720.98	14,291,800	-	0.09
Total	97,185.50	23,324.52	73,860.98	67,146,345	-	0.41

Note:

- (i) Based on the enlarged issued and paid-up share capital of the Company of 16,402,250,169 Shares immediately following completion of the Proposed Directors' Share Issuance and the proposed placement of an aggregate of 1,929,395,064 Shares as announced on 11 September 2026.

As at the date of this announcement, (i) the Company has an existing issued and paid-up share capital of the Company of 14,405,708,760 Shares ("**Existing Share Capital**"); (ii) the Company has no treasury shares or subsidiary holdings; and (iii) the Company has no outstanding warrants or other convertibles. Upon completion of the Proposed Directors' Share Issuance and the proposed placement of an aggregate of 1,929,395,064 Shares as announced on 11 September 2026 (and assuming no further allotment and issuance of new Shares by the Company), the Company issued and paid-up share capital will increase to 16,402,250,169 Shares ("**Enlarged Share Capital**"). The Directors' Shares represent approximately 0.47% of the Existing Share Capital, and approximately 0.41% of the Enlarged Share Capital.

The Proposed Directors' Share Issuance will not result in any transfer of controlling interest in the Company.

2.2 Issue Price

The Issue Price of S\$0.0011 per Directors' Share represents a premium of 10% to the volume weighted average price ("**VWAP**") of S\$0.001 per Share for trades done on the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 25 September 2026, being the full market day on which the Shares were traded on the date of the Settlement Agreements. The Issue Price was agreed between the Company and each Participating Director having regard to the prevailing market price and recent trading performance of the Shares and prevailing market conditions.

2.3 Status

The Directors' Shares shall, upon allotment and issuance, be validly issued, fully paid and free from all claims, liens and encumbrances and shall rank pari passu in all respects with the then existing Shares, save that they will not rank for any dividend, rights, allotment or other distribution, the record date for which falls before the date of allotment and issuance of the Directors' Shares.

2.4 Conditions of the Proposed Directors' Share Issuance

The Proposed Directors' Share Issuance is conditional upon, inter alia,:

- (a) Shareholders approving at the AGM the specific allotment and issuance of (i) 32,990,909 Directors' Shares to Mr Songtao Jia; (ii) 19,863,636 Directors' Shares to Mr Zhu XuRan; and (iii) 14,291,800 Directors' Shares to Ms Jingting Liu;

- (b) the listing and quotation notice (“**LQN**”) being obtained from the SGX-ST for the listing and quotation of the Directors’ Shares on Catalist, and such approval not having been revoked or amended; and
- (c) the allotment and issuance of the Directors’ Shares not being prohibited by any applicable statute, order, rule, regulation or directive of any relevant authority.

2.5 **Completion**

Completion of the Proposed Directors’ Share Issuance will take place following satisfaction of the conditions referred to in Section 2.4 above and on such date as may be agreed between the Company and the respective Participating Director.

2.6 **Confirmations by Participating Directors**

Pursuant to the Settlement Agreements, each Participating Director has represented, warranted and acknowledged to the Company, inter alia, that:

- (a) he or she has full capacity and authority to enter into the relevant Settlement Agreement and accept the Directors’ Shares;
- (b) the Directors’ Shares will be issued to him or her beneficially in settlement of the Outstanding Directors’ Fees and not as nominee or trustee for another person, unless otherwise disclosed to and accepted by the Company in writing;
- (c) there is no share borrowing arrangements for the Directors’ Shares and the Directors’ Shares will only be issued following satisfaction of the conditions referred to in Section 2.4 above;
- (d) he or she has made, or will make, all disclosures required of him or her as a Director in connection with the Proposed Directors’ Share Issuance, including disclosures of interests and any abstention from voting required by applicable law, the Constitution or the Catalist Rules;
- (e) he or she is not acting in concert with any other person or company, and have not entered into any agreement, arrangement or understanding (whether oral or in writing) with any person or company to act as parties in concert in relation to shares in the Company;
- (f) he or she will provide such information and documents as the Company, its Sponsor, CDP, the SGX-ST or any other relevant authority may reasonably require for the lawful allotment, listing and crediting of the Directors’ Shares; and
- (g) he or she understands that the value of the Directors’ Shares may rise or fall after issue and has not relied on any representation by the Company as to the future market value of the Directors’ Shares.

2.7 **Rationale for the Proposed Directors’ Share Issuance**

The Proposed Directors’ Share Issuance is intended to satisfy the Company’s obligation to pay the Outstanding Directors’ Fees to the Participating Directors, after deduction of applicable withholding tax, through the issuance of new Shares in lieu of cash.

The Board, excluding each Participating Director in respect of the Directors’ Shares proposed to be issued to him or her, is of the view that the Proposed Directors’ Share Issuance is in the interests of the Company as it:

- (a) allows the Company to conserve its cash resources which would otherwise be required to settle the Net Outstanding Directors’ Fees in cash;
- (b) enables the Company to satisfy existing remuneration obligations owed to the Participating Directors; and

- (c) further aligns the interests of the Participating Directors with those of Shareholders through their equity participation in the Company.

The Board has also considered the impact of the Proposed Directors' Share Issuance on the independence of the Participating Directors and is of the view that the issuance will not, in itself, affect their independence, having regard to the fact that (i) the Directors' Shares are being issued solely in settlement of outstanding directors' fees, (ii) the issuance does not impose any additional duties, performance conditions or obligations on the Participating Directors or alter the scope of their roles and responsibilities, and (iii) the individual shareholding interest of each Participating Director following completion will remain substantially below 5% of the enlarged issued share capital of the Company.

3. AUTHORITY FOR THE ALLOTMENT AND ISSUANCE OF DIRECTORS' SHARES

Section 161 of the Companies Act 1967 of Singapore and Rule 805(1) of the Catalist Rules provide, inter alia, that an issuer must obtain the prior approval of shareholders in general meeting for the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer unless the issue of shares or convertible securities or the grant of options carrying rights to subscribe for shares of the issuer is made pursuant to a general mandate previously obtained from shareholders of the issuer by resolution in a general meeting as provided in Rule 806(1) of the Catalist Rules.

Rule 804 of the Catalist Rules provides, inter alia, that except in the case of an issue made on a pro rata basis to shareholders or a scheme referred to in Part VIII of Chapter 8 of the Catalist Rules, no director of an issuer, or associate of the director, may participate directly or indirectly in an issue of equity securities or convertible securities unless shareholders in general meeting have approved the specific allotment.

In addition, Rule 812 of the Catalist Rules provide, inter alia, that an issue of shares must not be placed to an issuer's directors unless specific shareholders' approval has been obtained

In view of the foregoing, the Company will seek the specific approval of Shareholders at the AGM for the allotment and issuance of the Directors' Shares to Mr Songtao Jia, Mr Zhu XuRan and Ms Jingting Liu in accordance with Rules 804, 805(1) and 812 of the Catalist Rules and Section 161 of the Companies Act 1967 of Singapore. The relevant Participating Directors and their associates will abstain from voting on his/her respective resolution approving the Proposed Directors' Share Issuance.

A letter containing, inter alia, the details of the Proposed Directors' Share Issuance will be made available to Shareholders in due course.

4. ADDITIONAL LISTING APPLICATION

The Company will, through its sponsor, make an application to the SGX-ST for the listing and quotation of the Directors' Shares on Catalist. The Company will make the necessary announcement upon receipt of the LQN from the SGX-ST.

5. INTERESTED PERSON TRANSACTIONS

The Proposed Directors' Share Issuance is not required to comply with Rules 905, 906 and 907 of the Catalist Rules as the issue and allotment of the Directors' Shares is in lieu of payment in cash by the Company to the Directors for outstanding directors' fees, and is exempted pursuant to Rule 915(8) of the Catalist Rules.

6. CONFIRMATION BY THE BOARD

The Board is of the opinion that as of the date of this announcement, after taking into consideration the Group's present bank facilities, the working capital available to the Group is sufficient to meet its present requirements.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for each Participating Director's interest in the Directors' Shares proposed to be issued to him or her and their respective directorships and shareholdings (if any) in the Company, none of the other Directors or substantial Shareholders or their respective associates has any interest, direct or indirect, in the Proposed Directors' Share Issuance.

8. DOCUMENT(S) AVAILABLE FOR INSPECTION

Copies of the Settlement Agreements are available for inspection during normal business hours at the Company's registered office at 380 Jalan Besar, #07-10 ARC 380, Singapore 209000 for a period of three (3) months from the date of this announcement.

9. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Directors' Share Issuance, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

10. FURTHER ANNOUNCEMENTS

The Company will make further announcements as and when there are material developments in relation to the Proposed Directors' Share Issuance, including upon receipt of the LQN from the SGX-ST for the listing and quotation of the Directors' Shares on Catalist.

11. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution in trading their Shares. The Proposed Directors' Share Issuance is subject to the conditions set out in this announcement. There is no certainty or assurance as at the date of this announcement that the Proposed Directors' Share Issuance will be completed or that no changes will be made to its terms. The Company will make the necessary announcements when there are further material developments. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Liu Qiang
Executive Director and Chief Executive Officer
25 September 2026

This announcement has been reviewed by the Company's sponsor, UOB Kay Hian Private Limited (the "Sponsor"). This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "SGX-ST") and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 83 Clemenceau Avenue #10-01 UE Square Singapore 239920, telephone: +65 6590 6881.