

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2023 Annual General Meeting (“AGM”) of CapAllianz Holdings Limited (the “Company”) will be held at the following venue, room, date and time for the following purposes:

Venue: 11 Eunos Road 8, Level 2, Lifelong Learning Institute, Singapore 408601

Room: Event Hall 2-1

Date: Friday, 27 October 2023

Time: 2.30 p.m.

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2023 (“FY2023”), together with the Auditors' Report thereon. **Resolution 1**
- To re-elect Mr Zhao JiAn, 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 2**
[See Explanatory Note (i)]
- To re-elect Ms Lim Hwee Yong Nana, a Director of the Company retiring in accordance with Regulation 107 of the Company's Constitution and who, being eligible, offer herself for re-election, as a Director of the Company. **Resolution 3**
[See Explanatory Note (ii)]
- To approve the payment of Directors' fees of S\$180,000 for the financial year ending 30 June 2024 (“FY2024”), to be paid quarterly in arrears (FY2023: S\$180,000). **Resolution 4**
[See Explanatory Note (iii)]
- To re-appoint Messrs CLA Global TS Public Accounting Corporation as the Auditors of the Company 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 any modifications:

- To approve a one-time ex-gratia payment of S\$150,000, to be paid fully in cash, to the former Vice Chairman of the Board of Directors of the Company (“Board”) and Executive Director of the Company, Mr Pang Kee Chai, Jeffrey. **Resolution 6**
[See Explanatory Note (iv)]
- Authority to allot and issue shares** **Resolution 7**
“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 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:
 - 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);
 - (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:
 - new shares arising from the conversion or exercise of any convertible securities;
 - 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
 - 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;
 - 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
 - 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.”
[See Explanatory Note (v)]
- To transact any other business which may be properly transacted at an AGM of the Company.

BY ORDER OF THE BOARD

Catherine Lim Siok Ching

Company Secretary

Date: 12 October 2023

Explanatory Notes:

- Mr Zhao JiAn shall, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director of the Company, Chairman of the Nominating Committee, as well as a member of the Audit Committee and the Remuneration Committee. Mr Zhao JiAn is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.
- Ms Lim Hwee Yong Nana shall, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director of the Company, as well as a member of the Audit Committee, the Nominating Committee and the Remuneration Committee. Ms Lim Hwee Yong Nana 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 the financial year ended 30 June 2023 (“Annual Report 2023”).
- Resolution 4 is to approve the payment of Directors' fees of an aggregate of S\$180,000 for FY2024 to the Non-Executive Directors (who are all Independent Directors), to be paid quarterly in arrears.
Shareholders' approval is required for the payment of Directors' fees pursuant to the Companies Act and the Constitution of the Company.
The Non-Executive Directors will abstain from voting his/her holding of shares in the Company (if any), and will procure that their respective associates abstain from voting their respective holdings of shares in the Company (if any), in respect of this Resolution 4.
- Resolution 6 is to approve the proposed one-time ex-gratia payment of S\$150,000, to be paid fully in cash, to the former Vice Chairman of the Board and Executive Director of the Company, Mr Pang Kee Chai, Jeffrey (“Mr Pang”) in recognition of Mr Pang's service, dedication and contributions to the Company and its subsidiaries (the “Group”) since 2011. Mr Pang joined the Group as Financial Controller in 2011 and was promoted to Chief Financial Officer in July 2012. He was appointed as an Executive Director and Chief Executive Officer of the Company in May 2016. He was re-designated from Chief Executive Officer of the Company to Vice Chairman of the Board in May 2022. Resolution 6 above, if passed, will empower the Directors of the Company to complete and do and/or procure to be done 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 Resolution. Mr Pang will abstain from voting his holding of shares in the Company, and will procure that his associates abstain from voting their respective holdings of shares in the Company (if any), in respect of this Resolution 6.
- Resolution 7 above, if passed, will empower the Directors of the Company from the date of the 2023 AGM of the Company 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:

- The Annual General Meeting of the Company (“AGM” or “Meeting”) is being convened, and will be held at 11 Eunos Road 8, Level 2, Lifelong Learning Institute, Singapore 408601, Event Hall 2-1 on Friday, 27 October 2023 at 2.30 p.m. **There will be no option for shareholders to participate virtually.**
- Printed copies of this Notice of AGM together with the accompanying instrument appointing a proxy or proxies (“Proxy Form”) and the request form for the Annual Report 2023 will be sent by post to members. These documents will also be published on the Company's corporate website at the URL <https://www.capallianzholdings.com> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
- Printed copies of the Annual Report 2023 will not be sent to members. The Annual Report 2023 is sent to members by electronic means via publication on the Company's corporate website at the URL <https://www.capallianzholdings.com> and the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>.
For members who wish to receive a printed copy of the Annual Report 2023, please refer to the request form for the Annual Report 2023 on how to make a request.
- Members of the Company (including Supplementary Retirement Scheme investors (“SRS Investors”)) may participate in the AGM by:
 - attending the AGM in person;
 - submitting questions in advance of the AGM or raising questions at the AGM; and/or
 - 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

- A member of the Company entitled to attend, speak and vote at the AGM (otherwise 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 form of proxy.
- 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.
- 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.
- A proxy need not be a member of the Company.
- 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 or abstentions from voting in respect of a resolution in the Proxy Form, the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
- 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:
 - if submitted in person or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - if submitted electronically, by sending a scanned pdf copy by email to enquiries@capallianzholdings.com, in either case by **2.30 p.m. on 25 October 2023** (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.
- 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.
- 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.
- 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.
- SRS Investors who wish to appoint the Chairman of the Meeting to act as their proxy should approach their respective agents, such as SRS Operators, to submit their votes to the Company by 17 October 2023, being at least seven (7) working days before the date of the AGM.
- 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

- Members can submit substantial and relevant questions related to the resolutions to be tabled for approval at the AGM, at the AGM itself. 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 2.30 p.m. on 20 October 2023 (“Cut-Off Time”).
- 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.
- 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> by 2.30 p.m. on 23 October 2023 (being no later than forty-eight (48) hours prior to the closing date and time for the lodgment of the Proxy Forms). 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.
- 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, should approach their respective agents, such as SRS Operators, 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.
- 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 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.

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.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the “Sponsor”), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.