

# NOTICE OF ANNUAL GENERAL MEETING

## CAPALLIANZ HOLDINGS LIMITED

(Formerly known as CWX Global Limited)  
(Company Registration No. 199905693M)  
(Incorporated in the Republic of Singapore)

### Important Notes to Shareholders

1. The 2021 Annual General Meeting of the Company (“**AGM**”) is being convened, and will be held, by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. Documents relating to the business of the AGM (which comprise the Company’s annual report for the financial year ended 30 June 2021 (“**Annual Report 2021**”), this Notice and the accompanying proxy form for the AGM) have been sent to members of the Company by electronic means via publication on the SGX’s website at the URL <https://www.sgx.com/securities/company-announcements> and may also be accessed at the Company’s corporate website at the URL [www.cwxglobal.com](http://www.cwxglobal.com). Printed copies of these documents will NOT be sent to members of the Company.

**NOTICE IS HEREBY GIVEN** that the 2021 Annual General Meeting (“**AGM**”) of CapAllianz Holdings Limited (the “**Company**”) will be held by way of electronic means at the date and time for the following purposes:

Date: Friday, 29 October 2021  
Time: 2.30 p.m.

### AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2021 (“**FY2021**”), together with the Auditors’ Report thereon. Resolution 1
2. To re-elect Mr Zhao JiAn, a Director of the Company retiring in accordance with Regulation 117 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)]
3. To re-elect Ms Lim Hwee Yong Nana, a Director of the Company retiring in accordance with Regulation 117 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)]
4. To re-elect Mr Ong Beng Chye, 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 4  
  
[See Explanatory Note (iii)]
5. To approve the payment of Directors’ fees of S\$85,123 for FY2021 (FY2020: S\$95,574). Resolution 5  
  
[See Explanatory Note (iv)]

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6. To re-appoint Messrs Nexia TS Public Accounting Corporation as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. Resolution 6
7. To transact any other business which may be properly transacted at an AGM.

## AS SPECIAL BUSINESS

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

8. To approve a one-time ex-gratia payment of S\$20,000, to be paid fully in shares of the Company to be delivered in the form of share awards, to the Non-Executive Independent Director and Chairman of the Company, Mr Lee Chye Cheng, Adrian. Resolution 7

[See Explanatory Note (v)]

9. Authority to allot and issue shares Resolution 8

"That pursuant to Section 161 of the Companies Act (Chapter 50) 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:

- (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 options or 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,

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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."

[See Explanatory Note (vi)]

BY ORDER OF THE BOARD

Yap Peck Khim  
Company Secretary  
Date: 14 October 2021

#### Explanatory Notes:

- (i) 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.
- (ii) 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, Chairman of the Remuneration Committee, as well as a member of 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.
- (iii) Mr Ong Beng Chye shall, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director of the Company, Chairman of the Audit Committee, as well as a member of the Nominating Committee and the Remuneration Committee. Mr Ong Beng Chye 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 Company's Annual Report 2021.**

- (iv) Resolution 5 is to approve the payment of Directors' fees of an aggregate of S\$85,123 for FY2021 (FY2020: S\$95,574) to the Non-Executive Directors (who are all Independent Directors).

Such Directors' fees may be paid fully or partially in ordinary shares of the Company ("Shares") to be delivered in the form of share awards to be granted under the proposed CapAllianz Holdings Limited Performance Share Plan ("CAH PSP"). The proposed CAH PSP is subject to the approval of the Company's shareholders at the forthcoming extraordinary general meeting of the Company to be held on Friday, 29 October 2021 at 3.00 p.m. (or as soon as practicable immediately following the conclusion or adjournment of the 2021 AGM of the Company) ("EGM"). Please refer to the Company's circular to shareholders dated 14 October 2021 for more information on the proposed CAH PSP. The actual number of Shares to be awarded will be determined by reference to the volume weighted average price of a Share on the SGX-ST over the ten (10) trading days immediately following the date of the 2021 AGM of the Company, rounded down to the nearest Share, and any balance will be paid in cash. The awards will be for the delivery of fully paid Shares, with no performance conditions attached and no vesting periods imposed. The Company will make further announcement(s) on the awards as and when necessary.

In an event that the proposed CAH PSP is not approved by shareholders at the forthcoming EGM, the Company will pay the Directors' fees of S\$85,123 for FY2021 in cash to the Non-Executive Directors.

Shareholders' approval is required for the 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 (if any), and will procure that their respective associates abstain from voting their respective holdings of Shares (if any), in respect of this Resolution 5. The Chairman of the Meeting will accept appointment as proxy for any other shareholder to vote in respect of this Resolution 5, where such shareholder has given specific instructions in a validly completed and submitted instrument appointing a proxy as to voting, or abstentions from voting, in respect of this Resolution 5.

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- (v) Resolution 7 is to approve the proposed one-time ex-gratia payment of S\$20,000 to the Non-Executive Independent Director and Chairman of the Company, Mr Lee Chye Cheng, Adrian (“**Mr Lee**”), (i) in recognition of Mr Lee’s ten (10) years of service and contributions to the Company and its subsidiaries as a Director of the Company since January 2011; and (ii) as an appreciation to Mr Lee for waiving his Director’s fee from 1 July 2021 onwards.

Such ex-gratia payment will be paid fully in Shares to be delivered in the form of share awards to be granted under the proposed CAH PSP. The actual number of Shares to be awarded will be determined by reference to the volume weighted average price of a Share on the SGX-ST over the ten (10) trading days prior to the date of grant of awards to Mr Lee, to be determined by the Remuneration Committee of the Company (save for Mr Lee) at its absolute discretion, rounded down to the nearest Share. The awards will be for the delivery of fully paid Shares, with no performance conditions attached and no vesting periods imposed. The Company will make further announcement(s) on the awards as and when necessary.

In an event that the proposed CAH PSP is not approved by shareholders at the forthcoming EGM, the Company will pay the one-time ex-gratia payment of S\$20,000 in cash to Mr Lee.

Resolution 7 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 Lee will abstain from voting his holding of Shares, and will procure that his associates abstain from voting their respective holdings of Shares (if any), in respect of this Resolution 7. The Chairman of the Meeting will accept appointment as proxy for any other shareholder to vote in respect of this Resolution 7, where such shareholder has given specific instructions in a validly completed and submitted instrument appointing a proxy as to voting, or abstentions from voting, in respect of this Resolution 7.

- (vi) Resolution 8 above, if passed, will empower the Directors of the Company from the date of the 2021 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:

### No Physical Attendance at the AGM

1. Due to the current COVID-19 situation in Singapore, shareholders of the Company (“**Shareholders**”) will NOT be able to attend the 2021 Annual General Meeting of the Company to be held on Friday, 29 October 2021 at 2.30 p.m. (“**AGM**” or “**Meeting**”) in person. **Any Shareholder seeking to attend the AGM physically in person will be turned away.**

### Alternative Arrangements for Participation at the AGM

2. The Company has made the following alternative arrangements for Shareholders to participate at the AGM:
- observing or listening to the proceedings of the AGM contemporaneously via a “live” audio-visual webcast (via smart phones, tablets or laptops/ computers) of the AGM (“**LIVE WEBCAST**”) or a “live” audio-only stream (via telephone) of the AGM (“**LIVE AUDIO FEED**”), respectively;
  - submitting questions in advance of the AGM; and/or
  - voting on their behalf, by appointing the Chairman of the Meeting as proxy at the AGM.
3. Persons who hold the shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore), including CPF and SRS investors, and who wish to participate at the AGM by:
- observing or listening to the proceedings of the AGM contemporaneously via LIVE WEBCAST or LIVE AUDIO FEED, respectively;
  - submitting questions in advance of the AGM; and/or
  - voting on their behalf, by appointing the Chairman of the Meeting as proxy at the AGM,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares of the Company as soon as possible in order for the necessary arrangements to be made for their participation at the AGM.

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## Pre-registration Process for LIVE WEBCAST or LIVE AUDIO FEED

4. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate at the AGM by observing or listening to the proceedings of the AGM by accessing the LIVE WEBCAST (via smart phones, tablets or laptops/computers) or LIVE AUDIO FEED (via telephone). To do so, Shareholders are required to pre-register their participation at the AGM at the URL <https://rebrand.ly/CapAllianz-Holdings-Ltd> by **2.30 p.m. on 26 October 2021** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) ("**Registration Deadline**") for verification of their status as Shareholders (or the corporate representatives of such Shareholders).
5. Upon successful verification, each such authenticated Shareholder or its corporate representative will receive an email by **27 October 2021** which will contain an user ID, a password and a link to access the LIVE WEBCAST to observe the proceedings of the AGM, as well as a telephone number to access the LIVE AUDIO FEED to listen to the proceedings of the AGM.
6. Shareholders or their corporate representatives must not forward the email to other persons who are not Shareholders and who are not entitled to participate at the AGM. This is also to avoid any technical disruptions or overload to the LIVE WEBCAST or LIVE AUDIO FEED.
7. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email by **27 October 2021** may contact the Company via email at [enquiries@capallianzholdings.com](mailto:enquiries@capallianzholdings.com).

## Voting by Proxy

8. **Voting at the AGM is by proxy ONLY. Please note that Shareholders will not be able to vote through the LIVE WEBCAST or LIVE AUDIO FEED and can only vote with their Proxy Forms (as defined herein) which are required to be submitted in accordance with the following paragraphs.**
9. A Shareholder (whether individual or corporate and including a relevant intermediary, as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) must submit his/her/its Proxy Form appointing the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such Shareholder wishes to exercise his/her/its voting rights at the AGM. The Proxy Form for the AGM may be accessed on the Company's corporate website at the URL [www.cwxglobal.com](http://www.cwxglobal.com) and on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.
10. Where a Shareholder (whether individual or corporate and including a relevant intermediary, as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
11. The Chairman of the Meeting, as proxy, need not be a member of the Company.
12. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes by 20 October 2021 (at least seven (7) working days before the AGM).
13. The duly executed instrument appointing the Chairman of the Meeting as proxy, together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("**Proxy Form**") 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, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building Singapore 048544; or
  - b. if submitted electronically, by sending a scanned pdf copy by email to [enquiries@capallianzholdings.com](mailto:enquiries@capallianzholdings.com),

in either case by **2.30 p.m. on 27 October 2021** (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.

A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it in person or by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed Proxy Forms in person or by post, Shareholders are strongly encouraged to submit completed Proxy Forms electronically via email.**

14. The Company will treat any valid Proxy Form appointing other person(s) as proxy(ies) as a valid Proxy Form appointing the Chairman of the Meeting as the Shareholder's proxy to attend, speak and vote at the AGM.
15. Submission by a Shareholder of a valid Proxy Form appointing the Chairman of the Meeting as proxy at least forty-eight (48) hours before the time appointed for holding the AGM will supersede any previous Proxy Form appointing a proxy(ies) submitted by that Shareholder.

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## Submission of Questions prior to the AGM

16. **Shareholders will NOT be able to ask questions during the AGM via LIVE WEBCAST or LIVE AUDIO FEED, and therefore it is important for Shareholders to submit their questions in advance of the AGM.**
17. Shareholders may submit any questions related to the resolutions to be tabled at the AGM by email to [enquiries@capallianzholdings.com](mailto:enquiries@capallianzholdings.com) by the Registration Deadline.
18. The Company will endeavour to address the substantial and relevant questions received from Shareholders relating to the agenda of the AGM prior to the AGM by publishing the responses to these questions on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL [www.cwxglobal.com](http://www.cwxglobal.com). Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the AGM, the Company will address them during the AGM through the LIVE WEBCAST and LIVE AUDIO FEED. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.
19. The Company shall only address substantial and relevant questions (as may be determined by the Company in its sole discretion) received. The Company will publish the minutes of the AGM (together with the responses to the substantial and relevant questions received from Shareholders, if applicable) on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website within one (1) month after the date of the AGM.

**Important Reminder: In view of the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company's corporate website or announcements released on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> for updates on the status of the AGM. Shareholders are also strongly encouraged to submit completed Proxy Forms electronically via email.**

## Personal Data Privacy:

By (a) submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe the proceedings of the AGM via LIVE WEBCAST or LIVE AUDIO FEED, or (c) submitting any question prior to the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members of the Company (or their corporate representatives in the case of members of the Company which are legal entities) to the LIVE WEBCAST or LIVE AUDIO FEED to observe the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members of the Company received before the AGM and if necessary, following up with the relevant members of the Company in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/ or guidelines by the relevant authorities.

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 of the Company (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.

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*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, Associate Director, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*