

# CAPTII LIMITED

(Company Registration No. 200211129W)  
(Incorporated in the Republic of Singapore)

## NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of CAPTII LIMITED (the “company”) will be held at Village Hotel Katong, 25 Marine Parade Road Singapore 449536, Galangal Room, Level 4 on **Wednesday, 22 April 2026 at 3.00 p.m.** to transact the following business:

### AS ORDINARY BUSINESS

- |    |   |                     |
|----|---|---------------------|
| 1. | To receive and adopt the Directors’ Statement and the Audited Financial Statements of the company for the financial year ended 31 December 2025 and the Independent Auditors’ Report thereon. | <b>Resolution 1</b> |
| 2. | To approve the Directors’ fees of S\$91,100/- for the financial year ended 31 December 2025 [2024: S\$91,100/-].  | <b>Resolution 2</b> |
| 3. | To re-elect Mr Wong Tze Leng who is retiring pursuant to Regulation 103 of the company’s constitution. <i>(See Explanatory Note 1)</i>  | <b>Resolution 3</b> |
| 4. | To re-elect Mr Anton Syazi Ahmad Sebi who is retiring pursuant to Regulation 103 of the company’s constitution. <i>(See Explanatory Note 2)</i>   | <b>Resolution 4</b> |
| 5. | To re-appoint Messrs RSM SG Assurance LLP as auditors of the company and to authorise the directors to fix their remuneration.  | <b>Resolution 5</b> |

### AS SPECIAL BUSINESS

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

#### Ordinary Resolutions

- |       |  |                     |
|-------|--|---------------------|
| 6.    | <b>Authority to allot and issue shares</b>   | <b>Resolution 6</b> |
| (a)   | “That, pursuant to Section 161 of the Companies Act 1967, and the Listing Manual of the SGX-ST, approval be and is hereby given to the directors of the company at any time to such persons and upon such terms and for such purposes as the directors may in their absolute discretion deem fit, to:  |                     |
| (i)   | issue shares in the capital of the company whether by way of rights, bonus or otherwise;   |                     |
| (ii)  | make or grant offers, agreements or options (collectively, “Instruments”) that might or would require shares to be issued or other transferable rights to subscribe for or purchase shares including but not limited to the creation and issue of warrants, debentures or other instruments convertible into shares; and   |                     |
| (iii) | issue additional Instruments arising from adjustments made to the number of Instruments previously issued in the event of rights, bonus or capitalisation issues;  |                     |
| (b)   | (notwithstanding the authority conferred by the shareholders may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the directors while the authority was in force, provided always that:  |                     |
| (i)   | the aggregate number of shares to be issued pursuant to this resolution (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) does not exceed 50% of the total number of issued shares excluding treasury shares of the company, of which the aggregate number of shares (including shares to be issued in pursuance of Instruments made or granted pursuant to this resolution) to be issued other than on a pro-rata basis to shareholders of the company does not exceed 20% of the total number of issued shares excluding treasury shares of the company. Unless prior shareholders’ approval is required under the Listing Rules, an issue of treasury shares will not require further shareholders’ approval and will not be included in the aforementioned limits; |                     |

For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the company's total number of shares excluding treasury shares at the time this resolution is passed, after adjusting for:

- a) new shares arising from the conversion or exercise of convertible securities; or
  - b) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time this resolution is passed provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Listing Manual of SGX-ST; and
  - c) any subsequent consolidation or subdivision of the company's shares;
- (ii) such authority shall, unless revoked or varied by the company at a general meeting, continue in force until the conclusion of the next AGM 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 3)

7. To transact any other business which may properly be transacted at an AGM.

Dated this 7<sup>th</sup> day of April 2026

By Order of the Board

Peck Jen Jen  
Company Secretary

**Explanatory Notes on business to be transacted:**

1. Mr Wong Tze Leng will, upon re-election as Director, remain as the Group Executive Chairman of the company.  
*Please refer to pages 32 to 37 of the Corporate Governance Report in the 2025 Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.*
2. Mr Anton Syazi Ahmad Sebi will, upon re-election as Director, remain as the Group Executive Director of the company.  
*Please refer to pages 32 to 37 of the Corporate Governance Report in the 2025 Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.*
3. The ordinary resolution 6 in item 6 if passed will empower the directors of the company from the date of this Meeting until the next AGM to allot and issue shares and convertible securities in the company. The number of shares and convertible securities that the directors may allot and issue under this resolution would not exceed 50 percent of the issued share capital of the company at the time of passing this resolution. For issue of shares and convertible securities other than on a pro-rata basis to all shareholders the aggregate number of shares to be issued shall not exceed 20 percent of the issued share capital of the company, for such purposes as they consider would be in the interests of the company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the company.

**Notes:**

1. The members of the company (the "Members") are invited to **attend physically** at the AGM. **There will be no option for the Members to participate virtually.**
2. Printed copies of the Annual Report, this Notice of AGM and the Proxy Form will be sent by post to the Members and published on the company's website at <https://ir.captii.com/> and SGX website at <https://www.sgx.com/securities/company-announcements>.
3. **Arrangements for participation in the AGM physically**

Members (including investors who hold shares through the Relevant Intermediaries, including Central Provident Fund ("CPF") Investment Scheme ("CPF Investors") and/or Supplementary Retirement Scheme ("SRS Investors")) may participate in the AGM by:

- (a) attending the AGM in person;
- (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
- (c) voting at the AGM
  - (i) themselves personally; or
  - (ii) through their duly appointed proxy(ies).

CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **3.00 p.m. on 10 April 2026**, being seven (7) working days prior to the date of the AGM.

To attend the AGM, please bring along your NRIC/passport so as to enable the company to verify your identity. Members are requested to arrive early to facilitate the registration process.

4. A Member, who is not a Relevant Intermediary, is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A Member, which is a corporation, is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a Member.

Where such Member appoints two (2) proxies, the proportion of his/her/its shareholding to be represented by each proxy shall be specified. If no proportion is specified, the company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his/her/its name in the Depository Register and any second named proxy as an alternate to the first named.

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 appoints more than two (2) proxies, 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 of the Companies Act 1967.

5. A Member can appoint the Chairman of the AGM as his/her/its proxy but this is not mandatory.
6. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be deposited in the following manner:
  - (a) if submitted by post, be lodged in the office of the company's share registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email by attaching and sending a clear scanned PDF copy of it to the company's share registrar at [captii-agm2026@boardroomlimited.com](mailto:captii-agm2026@boardroomlimited.com),

in either case, by no later than **3.00 p.m. on 20 April 2026**, being at least 48 hours before the time appointed for holding the AGM. Members are strongly encouraged to submit the completed proxy forms electronically by email.

The instrument appointing the proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The company shall be entitled to reject the instrument appointing the proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the proxy).

In addition, in the case of Shares entered in the Depository Register maintained by The Central Depository (Pte) Limited, the company may reject any instrument of proxy if the Member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM.

7. Members may raise questions at the AGM and/or submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by **3.00 p.m. on 14 April 2026**:
  - (a) if submitted by post, be lodged with the company's share registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to the company's share registrar at [captii-agm2026@boardroomlimited.com](mailto:captii-agm2026@boardroomlimited.com).

The management and the board of directors of the company will endeavour to address substantial and relevant questions (as may be determined by the company in its sole discretion) received from members by publishing the responses to those questions on the SGX website at <https://www.sgx.com/securities/company-announcements> and the company's website at <https://ir.captii.com/>, by **17 April 2026**.

8. The company will, within one month after the date of the AGM, publish the minutes of the AGM on the SGX website at <https://www.sgx.com/securities/company-announcements> and the company's website at <https://ir.captii.com/>, and the minutes will include the responses to the questions which are addressed during the AGM, if any.

## Personal Data Privacy

“Personal data” in this Notice of AGM has the same meaning as “personal data” in the Personal Data Protection Act 2012, which includes the Member’s name and its proxy’s and/or representative’s name, address, email address and NRIC/Passport number. By 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 (i) consents to the collection, use and disclosure of the Member’s personal data by the company (or its agents or service providers) for the purpose of processing, administration and analysis by the company (or its agents or service providers) of the 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 or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 or service providers) 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. The Member’s personal data and its proxy’s and/or representative’s personal data may be disclosed or transferred by the company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the company’s verification and record purposes.

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 for the AGM. Accordingly, the personal data of a Member or its proxy and/or representative (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the company for such purpose.