

**CIRCULAR DATED 28 MAY 2026**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY. IF YOU ARE IN ANY DOUBT AS TO THE CONTENTS HEREIN OR AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR STOCKBROKER, BANK MANAGER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

This Circular has been prepared by CapAllianz Holdings Limited (the “**Company**”) with assistance from RHTLaw Asia LLP. RHTLaw Asia LLP has not independently verified the contents of this Circular.

The contents of this Circular have been reviewed by the Company’s Sponsor, UOB Kay Hian Private Limited (the “**Sponsor**”)

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

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.

This Circular has been made available on SGXNet and the company’s website and may be accessed at <https://capallianzholdings.com>. Printed copies of this Circular will be despatched to Shareholders.

Please refer to this Circular and the Notice of Extraordinary General Meeting for further information including the steps to be taken by Shareholders to participate at the EGM. The Notice of Extraordinary General Meeting may also be accessed at <https://capallianzholdings.com>.



## **CAPALLIANZ HOLDINGS LIMITED**

(Incorporated in the Republic of Singapore)  
Company Registration Number: 199905693M

### **CIRCULAR TO SHAREHOLDERS**

#### **IN RELATION TO**

- (1) THE PROPOSED CHANGE OF THE AUDITORS OF THE COMPANY FROM MESSRS CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION TO MESSRS BAKER TILLY TFW LLP**
- (2) THE PROPOSED AMENDMENTS TO THE CONSTITUTION**

#### **IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form : 17 June 2026 at 10.00 a.m.  
Date and time of Extraordinary General Meeting : 19 June 2026 at 10.00 a.m.  
Place of Extraordinary General Meeting : 10 Ubi Crescent,  
Ubi Techpark,  
Lobby A, #02-05,  
Singapore 408564

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## DEFINITIONS

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In this Circular, the following definitions apply throughout unless otherwise stated:

“ACRA”	:	The Accounting and Corporate Regulatory Authority
“Act” or “Companies Act”	:	The Companies Act 1967 of Singapore, as amended, supplemented or modified from time to time
“AGM”	:	An annual general meeting of the Company
“Audit Committee”	:	The audit committee of the Company, comprising Jingting Liu, Songtao Jia, Zhu XuRan
“Auditors”	:	The external auditors of the Company as appointed from time to time
“Articles of Association”	:	The existing articles of association of the Company
“Board”	:	The board of directors of the Company for the time being
“Catalist”	:	The sponsor-supervised listing platform of the SGX-ST
“Catalist Rules”	:	Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular dated 28 May 2026
“Companies Regulations”	:	The Companies Regulations (Chapter 50, Section 411, Rg 1), as amended, modified or supplemented from time to time
“Company”	:	CapAllianz Holdings Limited
“Constitution”	:	The constitution of the Company (formerly known as the Memorandum and Articles of Association) as amended, supplemented or modified from time to time
“Directors”	:	The directors of the Company for the time being, and each a “Director”
“EGM”	:	The extraordinary general meeting of the Company to be convened on 19 June 2026 at 10.00 a.m.
“Group”	:	The Company and its subsidiaries
“Latest Practicable Date”	:	30 April 2026, being the latest practicable date prior to the printing of this Circular
“Notice of EGM”	:	The notice of EGM
“Ordinary Resolution”	:	The ordinary resolution in relation to the Proposed Change of Auditors
“Proposed Change of Auditors”	:	The proposed change of Auditors from Messrs CLA Global TS Public Accounting Corporation to Messrs Baker Tilly TFW LLP

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## DEFINITIONS

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“ <b>Proposed Amendments to the Constitution</b> ”	:	The proposed amendments to the Constitution of the Company
“ <b>SGX-ST</b> ”	:	Singapore Exchange Securities Trading Limited
“ <b>Shares</b> ”	:	Ordinary shares in the capital of the Company
“ <b>Shareholders</b> ”	:	Registered holders of the Shares, except that where the registered holder is CDP, the term “ <b>Shareholders</b> ” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP whose Securities Accounts are credited with those Shares
“ <b>Special Resolution</b> ”	:	The special resolution in relation to the Proposed Amendments to the Constitution
“ <b>substantial shareholder</b> ”	:	A person who has an interest or interests in one or more voting shares in the Company, and the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares of the Company
“ <b>%</b> ”	:	Per centum or percentage

The terms “**Depositor**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the Securities and Futures Act 2001 of Singapore.

The terms “**subsidiary holdings**” and “**treasury shares**” shall have the respective meanings ascribed to them in the Catalist Rules.

The term “**subsidiary**” shall have the meaning ascribed to it in the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders.

References to persons shall, where applicable, include corporations.

Any reference to a date and/or time of day in this Circular shall be a reference to Singapore time unless otherwise stated. Any reference to any enactment is a reference to that enactment as for the time being amended or re-enacted.

Any term defined under the Act or the **Catalist Rules**, or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Act or the **Catalist Rules**, or such modification thereof, as the case may be, unless otherwise provided.

Any discrepancies in figures included in this Circular between the amounts listed and the totals thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures that precede them.

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## LETTER TO SHAREHOLDERS

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### CAPALLIANZ HOLDINGS LIMITED

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

**Directors:**

Mr Songtao Jia (Non-Executive Chairman & Independent Director)  
Mr Liu Qiang (Executive Director and Chief Executive Officer)  
Mr Ong Boon Yeow (Executive Director and Chief Operating Officer)  
Mr Zhu XuRan (Independent Non-Executive Director)  
Ms Jingting Liu (Independent Non-Executive Director)

**Registered Office:**

380 Jalan Besar  
#07-10 ARC 380  
Singapore 209000

28 May 2026

**To: The Shareholders of CapAllianz Holdings Limited**

Dear Sir / Madam,

- (1) THE PROPOSED CHANGE OF THE AUDITORS OF THE COMPANY FROM MESSRS CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION TO MESSRS BAKER TILLY TFW LLP**
- (2) THE PROPOSED AMENDMENTS TO THE CONSTITUTION**

**1. INTRODUCTION**

- 1.1. The Directors propose to convene an extraordinary general meeting on 19 June 2026 at 10.00 a.m. to seek Shareholders' approval for the Proposed Change of Auditors and the Proposed Amendments to the Constitution.
- 1.2. The purpose of this Circular is to explain the rationale for, and to provide Shareholders with the relevant information in connection with the Ordinary Resolution and Special Resolution to be tabled at the EGM, and to seek Shareholders' approval for the resolution relating to the same.
- 1.3. The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular.

**2. THE PROPOSED CHANGE OF AUDITORS****2.1. Background and Rationale**

- 2.1.1. Messrs CLA Global TS Public Accounting Corporation has served as the auditors of the Group since 2021 and was last re-appointed at the annual general meeting held on 23 December 2025 to hold office until the conclusion of the next AGM of the Company.
- 2.1.2. As part of the Company's ongoing initiatives to strengthen corporate governance by engaging Auditors who have no prior audit or business relationship with the Company, the Board is of the view that it would be appropriate and timely to effect a change of auditors and to appoint Baker Tilly TFW LLP as auditors of the Company for the following financial year ending 30 June 2026. The Directors are of the view that a change of auditors would enable the Company to benefit from fresh perspectives and views of another professional audit firm and also enhance the audit quality of financial reporting. A renewal of this nature is also indicative of the Company's efforts to ensure that there would be no actual or perceived issues of independence of auditors for good corporate governance.

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## LETTER TO SHAREHOLDERS

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- 2.1.3. The Board had considered the fee proposals from the various audit firms, and noted that the audit fees proposed by Messrs Baker Tilly TFW LLP are competitive. The Company do not expect significant savings in audit fees because several subsidiaries were incorporated subsequent to the year ended 30 June 2025, as part of the Group's strategic restructuring and business direction. In addition, the Board had considered other various factors, including the adequacy of resources, the experience of the audit firm and the audit engagement partner, the number and experience of supervisory and professional staff and the audit firm's other audit engagements and the anticipated size and complexity of the Group. The Board notes that Messrs Baker Tilly TFW LLP meets the requirements under Rule 712(2) as it is registered with and regulated by ACRA. Upon evaluation, the Board is satisfied that Messrs Baker Tilly TFW LLP will be able to meet the audit requirements of the Group.
- 2.1.4. The financial statements of the Company are currently prepared in accordance with the Singapore Financial Reporting Standards (International) and the scope of audit services to be provided by Messrs Baker Tilly TFW LLP will be comparable to the services currently provided by Messrs CLA Global TS Public Accounting Corporation.
- 2.1.5. In connection with the above, Messrs CLA Global TS Public Accounting Corporation had on 23 March 2026 applied to ACRA to seek ACRA's consent to resign as auditors of the Group. On 14 May 2026, Messrs CLA Global TS Public Accounting Corporation received ACRA's consent to resign as auditors of the Group and subsequently on 15 May 2026 provided the Company with its notice of resignation dated 14 May 2026.
- 2.1.6. Messrs Baker Tilly TFW LLP have on 5 May 2026 given their written consent to act as the Auditors, subject to the approval of the Shareholders at the EGM. Pursuant to Rule 712(3) of the Catalist Rules, the appointment of Baker Tilly TFW LLP must be specifically approved by Shareholders at a general meeting.
- 2.1.7. The appointment of Messrs Baker Tilly TFW LLP would take effect upon obtaining the approval of Shareholders at the EGM. If approval is obtained, Messrs Baker Tilly TFW LLP will hold office as the Auditors until the conclusion of the next AGM.
- 2.1.8. The Directors wish to express their appreciation for the past services rendered by Messrs CLA Global TS Public Accounting Corporation.

### **2.2. Requirements under the Catalist Rules**

- 2.2.1. Pursuant to Rule 712(1) of the Catalist Rules, the Directors and the Audit Committee, having considered the adequacy of the resources and experience of Messrs Baker Tilly TFW LLP and the audit engagement partner assigned, the size and complexity of the Group's operations, and the number and experience of supervisory and professional staff assigned to the audit, are of the opinion that the appointment of Messrs Baker Tilly TFW LLP as the Auditors will be able to meet the audit requirements of the Company.
- 2.2.2. Pursuant to Rule 712(3) of the Catalist Rules, the appointment of Messrs Baker Tilly TFW LLP as the Auditors in place of Messrs CLA Global TS Public Accounting Corporation must be specifically approved by Shareholders in a general meeting. Accordingly, the appointment of Messrs Baker Tilly TFW LLP would be effective upon the approval by Shareholders at the EGM for the Proposed Change of Auditors.
- 2.2.3. Pursuant to Section 205 of the Companies Act 1967 of Singapore, a copy of the notice of nomination of the proposed new Auditors dated 5 May 2026 from a Shareholder is attached as Appendix A to this Circular.

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### 2.3. Confirmations

In compliance with Rule 712(3) of the **Catalist Rules**:

- (a) Messrs CLA Global TS Public Accounting Corporation have confirmed that they are not aware of any professional reasons why Messrs Baker Tilly TFW LLP should not accept appointment as the Auditors; and
- (b) The Company confirms that:
  - (i) There were no disagreements with Messrs CLA Global TS Public Accounting Corporation on accounting treatments within the last 12 months;
  - (ii) It is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
  - (iii) The specific reasons for the Proposed Change of Auditors are as set out in paragraphs 2.1.1 and 2.1.2 above; and
  - (iv) The Company and Singapore incorporated subsidiaries are audited by Baker Tilly TFW LLP. Thailand concession (joint operation investment) is audited by existing Thailand component auditor and their accounts will be reviewed by Baker Tilly TFW LLP (as part of the Group audit instruction). It is in compliance with Rules 712 and 715 of the Catalist Rules in connection with the appointment of Messrs Baker Tilly TFW LLP as the Auditors.

### 2.4. Information on Messrs Baker Tilly TFW LLP

- 2.4.1. Messrs Baker Tilly TFW LLP is a Chartered Accountants firm registered with ACRA, Singapore. It is one of the top 10 largest accounting and business advisory firms in Singapore and has 20 partners and a staff strength of about 400. The firm has extensive experience auditing SGX-listed companies. Baker Tilly TFW LLP is an independent member of Baker Tilly International, a global network ranked one of the top 10 largest accounting and business advisory networks by combined revenue and with member firms in 147 territories.
- 2.4.2. Messrs Baker Tilly TFW LLP provides services to a diverse range of clients, from large corporations, listed companies to private businesses, entrepreneurs and individuals across a broad array of industry sectors. They are Chartered Accountants of Singapore registered with ACRA and thus have fulfilled the requirements imposed by Rule 712(2) of the Catalist Rules. For more information on Messrs Baker Tilly TFW LLP, please visit <https://www.bakertilly.sg/>.
- 2.4.3. Mr Low See Lien is the designated Lead Engagement Partner who will be assigned to lead the audit of the Company, and will be assisted by a team of five audit professionals in performing the audit. Mr Low See Lien is a member of the Institute of Singapore Chartered Accountants and a public accountant registered with ACRA. He has more than 20 years of audit experience across industries including oil and gas, technology, manufacturing, media and communication and retail. He has audited multiple SGX-listed companies. Mr Low had previously been subjected to the Practice Monitoring Programme. review by ACRA and, with no adverse feedback noted.

### 2.5. Recommendation of the Audit Committee

- 2.5.1. The Audit Committee has reviewed the Proposed Change of Auditors and has taken into consideration the Audit Quality Indicators Disclosure Framework issued by ACRA, as well as the requirements under the Catalist Rules. The Audit Committee has also noted that Mr Low See Lien has passed the latest Practice Monitoring Programme review by ACRA.
- 2.5.2. Having satisfied itself as to the suitability of Messrs Baker Tilly TFW LLP, the Audit Committee recommends the Proposed Change of Auditors.

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## LETTER TO SHAREHOLDERS

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### 3. THE PROPOSED AMENDMENTS TO THE CONSTITUTION

#### 3.1 Background and Rationale

On 22 March 2017, the SGX-ST announced amendments to the Listing Manual (which took effect from 31 March 2018) to, *inter alia*, enable listed companies to use electronic communications to transmit annual reports and other documents to their shareholders, provided such companies have obtained consent, whether express, deemed or implied, from the relevant shareholder(s).

The Company is proposing to amend its Constitution to allow for electronic transmission of documents (including notices, circulars and annual reports) to Shareholders, to promote environmental sustainability and enable greater efficiency and cost savings.

The Company is also proposing to amend its Constitution to be in line with Appendix 4C of Section B : Rules of Catalist of the Listing Manual of the SGX-ST and Rule 730A.

The proposed amendments to the Constitution, struck through for deletions and underlined for insertions, are set out in full in the Appendix B to this Circular and are subject to Shareholders' approval by special resolution at the EGM. If approved by Shareholders, the proposed amendments will become effective immediately after the EGM.

#### 3.2 Summary of the Proposed Amendments to the Constitution

The following is a summary of the proposed amendments to the Constitution, and should be read in conjunction with the Appendix B to this Circular.

(a) New Articles 159A, 159B, 159C, 159D, 159E, 159F and 159G

It is proposed that new Articles 159A, 159B, 159C, 159D, 159E, 159F and 159G be inserted immediately after the Article 159(1) and 159(2) to provide for the electronic transmission of notice or documents (including without limitation, any financial statements, Directors' statements, annual reports, circulars, and letters) following the introduction of simplified procedures for the sending of documents electronically pursuant to Part IV of Chapter 12 of the Catalist Rules and Section 387C of the Companies Act, as set out in the Appendix B to this Circular. Companies can, subject to certain statutory and Catalist Rules safeguards, make use of these simplified procedures where a shareholder has given express, implied or deemed consent for such companies to do so. The Company regards express consent as being given where a Shareholder gives notice in writing to the Company that he consents to having documents transmitted to him via electronic communications.

Rule 1206(1) of the Catalist Rules provides that there is deemed consent ("**Deemed Consent**") from that shareholder, on the basis that:

- (i) the Articles of Association or other constituent documents of the issuer:
  - a. provides for the use of electronic communications;
  - b. specifies the manner in which electronic communications is to be used; and
  - c. specifies that the shareholder will be given an opportunity to elect within a specified period of time, whether to receive such document by way of electronic communications or as a physical copy; and

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## LETTER TO SHAREHOLDERS

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- (ii) the issuer has separately notified the shareholder directly in writing on at least one occasion of the following:
  - a. that the shareholder has a right to elect, within a time specified in the notice from the issuer, whether to receive documents in either electronic or physical copies;
  - b. that if the shareholder does not make an election, documents will be sent to the shareholder by way of electronic communications;
  - c. the manner in which electronic communications will be used is the manner specified in the Articles of Association or other constituent document of the issuer;
  - d. that the election is a standing election, but that the shareholder may make a fresh election at any time; and
  - e. until the shareholder makes a fresh election, the election that is conveyed to the issuer last in time prevails over all previous elections as the shareholder's valid and subsisting election in relation to all documents to be sent.

Rule 1206(2) of the Catalist Rules provides that there is implied consent ("**Implied Consent**") from that shareholder, on the basis that the Articles of Association or other constituent documents of the issuer:

- (i) provides for the use of electronic communications;
- (ii) specifies the manner in which electronic communications is to be used; and
- (iii) provides that the shareholder shall agree to receive such document by way of such electronic communications and shall not have a right to elect to receive a physical copy of such document.

However, Rule 1207 of the Catalist Rules provides that notwithstanding Rule 1206 of the Catalist Rules, an issuer shall send the following documents to shareholders by way of physical copies:

- (i) forms or acceptance letters that shareholders may be required to physically complete;
- (ii) notice of meetings, excluding circulars or letters referred in that notice;
- (iii) notices and documents relating to takeover offers and rights issues; and
- (iv) notices under Rules 1208 and 1209.

Rule 1208 of the Catalist Rules provides that if an issuer uses electronic communications to send a document to a shareholder, the issuer shall inform the shareholder as soon as practicable of how to request a physical copy of that document from the issuer. The issuer shall provide a physical copy of that document upon such request.

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Rule 1209 of the Catalist Rules provides that where an issuer uses website publication as the form of electronic communications, the issuer shall separately provide a physical notification to shareholders notifying of the following:

- (i) the publication of the document on the website;
- (ii) if the document is not available on the website on the date of notification, the date on which it will be available;
- (iii) the address of the website;
- (iv) the place on the website where the document may be accessed; and
- (v) how to access the document.

### *Relevant provisions of the Companies Act*

Under Section 387C of the Companies Act, regulations may be made to exclude any notice or document or any class of notices or documents from the application of Section 387C, provide for safeguards for the use of electronic communications under Section 387C, and provide that a shareholder who is deemed to have consented to receive notices or documents by way of electronic communications may make a fresh election to receive such notice or document as a physical copy and the manner in which the fresh election may be made.

Certain safeguards for the use of the Deemed Consent and Implied Consent regimes are prescribed under Regulation 89C of the Companies Regulations. Regulation 89D of the Companies Regulations provides that notices and documents relating to any take-over offer of the Company and any rights issue by the Company are excluded from the application of Section 387C of the Companies Act.

### *Proposed amendments to Article 159*

The amended Article 159 provides, *inter alia*, that:

- (i) notices and documents may be sent to Shareholders using electronic communications either to a Shareholder's current address (which may be an email address) or by making it available on a website;
- (ii) for these purposes, a Shareholder is deemed to have agreed to receive such notices and documents by way of electronic communications and shall not have a right to elect to receive a physical copy of such notices and documents (this is the Implied Consent regime permitted under Section 387C of the Companies Act and Rule 1206(2) of the Catalist Rules);
- (iii) notwithstanding sub-paragraph (ii) above, the Directors may, at their discretion, decide to give Shareholders an opportunity to elect to opt out of receiving such notices and documents by way of electronic communications, and a Shareholder is deemed to have consented to receive such notices and documents by way of electronic communications if he was given such an opportunity but failed to opt out within the specified time (this is the Deemed Consent regime permitted under Section 387C of the Companies Act and Rule 1206(1) of the Catalist Rules).

The amendments to Article 159 additionally provides for when service is effected in the case of notices or documents sent by electronic communications. In particular, where a notice or document is made available on a website, it is deemed served on the date on which the notice or document is first made available on the website, unless otherwise provided under the Companies Act and/or other applicable regulations or procedures. The amendments to Article 159 further provides that, subject to the Companies Act and

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the listing rules of the SGX-ST, in the case of service on a website, the Company must give separate notice of the publication of the notice or document on that website and the manner in which the notice or document may be accessed, to Shareholders by any one or more of the following means: (1) sending such notice to them personally or through the post; (2) sending such notice using electronic communications to their current addresses (which may be email addresses); (3) advertisement in the daily press; and/or (4) by way of announcement on the SGX-ST.

The amendments to Article 159 will promote environmental sustainability and enable greater efficiency and cost savings in the transmission of documents from the Company to the Shareholders. The Company will comply with the requirements of the Companies Act and the Catalist Rules if and when it decides to transmit notices and documents electronically to its Shareholders.

(b) Article 7

It is proposed that Article 7 be amended to provide that the total number of issued preference shares shall not exceed the total number of issued ordinary shares issued at any time. This is in line with paragraph 1(a) of Appendix 4C of Section B : Rules of Catalist of the Listing Manual of the SGX-ST.

(c) New Article 67A and 67B

It is proposed that a new Article 67A be inserted immediately after the existing Article 67 to clarify that the Company shall hold its annual general meeting within four months from the end of its financial year. This is in line with Rule 707(1) of the Catalist Rules and paragraph 10 of Appendix 4C of Section B : Rules of Catalist of the Listing Manual of the SGX-ST.

It is proposed that a new Article 67B be inserted immediately after the new Article 67A to clarify that all general meetings shall be held in Singapore, unless prohibited by relevant laws and regulations of the jurisdiction of the Company's incorporation. This is in line with Rule 730A(1) of the Catalist Rules.

(d) Renamed Article 80(1) and new Article 80(2)

It is proposed that Article 80 be renamed as Article 80(1) to provide that unless not required under the listing rules of the Exchange or waived by the SGX-ST, all resolution(s) put to the vote at the General Meeting shall be decided by poll, including any resolution for the adjournment or election of a Chairman of such General Meeting. This is in line with Rule 730A(2) of the Catalist Rules.

It is proposed that new Article 80(2) be inserted after the renamed Article 80(1) that at least one scrutineer shall be appointed for each general meeting. The appointed scrutineer(s) shall be independent of the persons undertaking the polling process. Where the appointed scrutineer is interested in the resolution(s) to be passed at the general meeting, it shall refrain from acting as the scrutineer for such resolution(s). This is in line with Rules 730A(3) and (4) of the Catalist Rules.

(e) Article 104(1)

It is proposed that Article 104(1), which relates to the vacation of office of a Director in certain events, additionally provides that a Director shall cease to hold office if he is disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds. This is in line with paragraph 9(m) of Appendix 4C of Section B : Rules of Catalist of the Listing Manual of the SGX-ST.

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## LETTER TO SHAREHOLDERS

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### 4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 4.1. As at the Latest Practicable Date, the interests of the Directors and the Substantial Shareholders in the Shares, as recorded in the Register of Directors' Shareholdings and Register of Substantial Shareholders' Shareholdings of the Company are as follows:

	Number of Shares		Total Interest (%) <sup>(1)</sup>
	Direct Interest	Deemed Interest	
<b>Directors</b>			
Songtao Jia	–	–	–
Liu Qiang	–	–	–
Ong Boon Yeow	90,000,000	–	0.74
Zhu XuRan	–	–	–
Jingting Liu	–	–	–
<b>Substantial Shareholders (other than Directors)</b>			
Huang Shi Hao <sup>(2)</sup>	–	925,925,925	7.59
Australia Hongshan Capital Pty Ltd. <sup>(2)</sup>	925,925,925	–	7.59
Zhang Jiahui <sup>(3)</sup>	650,000,000	–	5.33

**Notes:**

- (1) Based on 12,205,708,760 shares in issue as at the Latest Practicable Date.
- (2) To the best of the knowledge of the Company, Mr Huang Shi Hao holds 81% shares in Australia Hongshan Capital Pty Ltd and accordingly, Mr Huang Shi Hao is deemed interested in all the shares of the Company held by Australia Hongshan Capital Pty Ltd by virtue of Section 7 of the Companies Act 1967 of Singapore.
- (3) As per the Register of Members of the Company as at the Last Practicable Date, the number of shares of the Company held by Mr Zhang Jiahui is 500,000,000 and to the best of the knowledge of the Company, Mr Zhang Jiahui holds 150,000,000 shares of the Company through a nominee account with Phillip Securities Pte Ltd.

### 5. DIRECTORS' RECOMMENDATIONS

The Directors are of the opinion that the Proposed Change of Auditors and the Proposed Amendments to the Constitution are in the interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the ordinary resolution in respect of the Proposed Change of Auditors and the special resolution in respect of the Proposed Amendments to the Constitution set out in the Notice of EGM.

### 6. EXTRAORDINARY GENERAL MEETING

- 6.1. The EGM, notice of which is set out in this Circular, will be held on 19 June 2026 at 10.00 a.m at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564 for the purpose of considering and, if thought fit, passing with or without modifications, the resolution set out therein. There will be no option for members to participate virtually.

### 7. ACTIONS TO BE TAKEN BY SHAREHOLDERS

#### 7.1. Appointment of Proxies

Shareholders unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote on their behalf, should complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to arrive 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 by sending a scanned PDF copy by email to [enquiries@capallianzhholdings.com](mailto:enquiries@capallianzhholdings.com), not less than 48 hours before the time fixed for the EGM.

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## LETTER TO SHAREHOLDERS

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The completion and lodgement of a Proxy Form by a Shareholder will not preclude him from attending and voting in person at the EGM if he so wishes. However, any appointment of a proxy or proxies by such Shareholder shall be deemed to be revoked if the Shareholder attends the EGM in person, and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the instrument of proxy to the EGM. A proxy need not be a Shareholder.

### **7.2. When Depositor regarded as Shareholder**

A Depositor shall not be regarded as a Shareholder of the Company unless he is shown to have Shares entered against his name in the Depository Register, as certified by the CDP at 72 hours before the time fixed for the EGM.

### **8. DIRECTORS' RESPONSIBILITY STATEMENT**

- 8.1. The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.
- 8.2. Where information in the Circular 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 the Circular in its proper form and context.

### **9. DOCUMENTS FOR INSPECTION**

- 9.1. Copies of the following documents are available for inspection at the registered office of the Company during normal business hours from the date of this Circular up to and including the date of the EGM:
- (a) the existing Constitution;
  - (b) the annual report of the Company for the financial year ended 30 June 2025;
  - (c) the clearance letter from Messrs CLA Global TS Public Accounting Corporation dated 30 April 2026; and
  - (d) the letter of consent to act as the Auditors from Messrs Baker Tilly TFW LLP dated 5 May 2026.

For and on behalf of the Board

Company Secretary  
Shirley Tan Sey Liy

**CapAllianz Holdings Limited**

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## APPENDIX A – NOTICE OF NOMINATION

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**CapAllianz**  
HOLDINGS LIMITED | 共享资本

(Incorporated in Singapore with Unique Entity No. 19990563M)  
380 Jalan Besar, #07-10 ARC 380 Singapore 209000  
T. (65) 6826 2549

### NOTICE OF NOMINATION

**5 May 2026**

**CapAllianz Holdings Limited**

380 Jalan Besar  
#07-10 ARC 380  
Singapore 209000

Attention: The Board of Directors

Dear Sirs

#### **Notice of Nomination**

Pursuant to Section 205(11) of the Companies Act 1967 of Singapore, I, Ong Boon Yeow, in my capacity as a member of CapAllianz Holdings Limited (the "**Company**"), hereby give notice of my nomination of Messrs Baker Tilly TFW LLP of 600 North Bridge Road #05-01 Parkview Square, Singapore 188778 for appointment as the Auditors of the Company in place of the retiring Auditors, CLA Global TS Public Accounting Corporation of 80 Robinson Road #25-00, Singapore 068898 at the forthcoming Extraordinary General Meeting of the Company to be held on 19 June 2026 or at any adjournment thereof.

Yours faithfully

Ong Boon Yeow  
Member, CapAllianz Holdings Limited

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## APPENDIX B – PROPOSED AMENDMENTS TO THE CONSTITUTION

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### SHARES

- 7 Any share in the Company may be issued with such preferred, qualified, deferred or other special rights, privileges and conditions or such restrictions, whether in regard to dividend, return of capital, voting or otherwise, as the Company may from time to time by Ordinary Resolution determine, and subject to the Statutes, the Company may issue preference shares which are or, at the option of the Company, are liable to be redeemed on such terms and in such manner as the Company before the issue thereof may by Ordinary Resolution determine Provided Always that the total ~~number~~~~nominal value~~ of issued preference shares shall not at any time exceed the total ~~number~~~~nominal value~~ of the issued ordinary shares ~~issued at any time~~~~for the time being~~.
- Company may issue shares with preferred, qualified, deferred and other special rights.

### GENERAL MEETINGS

- 67 The abovementioned General Meetings shall be called Annual General Meetings. All other General Meetings shall be called Extraordinary General Meetings
- Annual General Meetings.
- 67A The Company shall hold its annual general meeting within four months from the end of its financial year.
- 67B All General Meetings shall be held in Singapore, unless prohibited by relevant laws and regulations of the jurisdiction of the Company's incorporation.

### PROCEEDINGS AT GENERAL MEETINGS

- 80 (1) Unless not required under the listing rules of the Exchange or waived by the SGX-ST, all resolution(s) put to the vote at the General Meeting shall be decided by poll, including any resolution for the adjournment or election of a Chairman of such General Meeting. Subject to the foregoing, atAt every General Meeting a resolution put to the vote of the meeting shall be decided on a show of hands by the Members present in person and entitled to vote, unless before or upon the declaration of the result of the show of hands a poll be demanded by:-
- How matters are to be decided.
- (a) the Chairman of the meeting; or
  - (b) not less than two Members present in person or by proxy and entitled to vote; or
  - (c) a Member or Members present in person or by proxy, holding or representing, as the case may be: -

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## APPENDIX B – PROPOSED AMENDMENTS TO THE CONSTITUTION

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- (i) not less than one-tenth of the total voting rights of all Members entitled to vote at the meeting; or
  - (ii) shares in the Company conferring a right to vote at the meeting being shares on which an aggregate sum has been paid up equal to not less than one-tenth of the total sum paid up on all the shares conferring that right.
- (2) At least one scrutineer shall be appointed for each general meeting. The appointed scrutineer(s) shall be independent of the persons undertaking the polling process. Where the appointed scrutineer is interested in the resolution(s) to be passed at the general meeting, it shall refrain from acting as the scrutineer for such resolution(s).

### DIRECTORS

- 104 (1) The office of a Director shall be vacant if the Director: -
- When office of Director to be vacated.
- (a) ceases to be a Director by virtue of the Statutes; or
  - (b) becomes bankrupt or makes any arrangement or composition with his creditors generally; or
  - (c) is or becomes prohibited from being a director by reason of any order made under the Statutes; or
  - (d) becomes of unsound mind or a person whose person or estate is liable to be dealt with in any way under any law relating to mental disorder; or
  - (e) resigns his office by notice in writing to the Company; or
  - (f) for more than six months is absent without permission of the Directors from meetings of the Directors held during that period and his alternate Director (if any) shall not during such period have attended in his stead; or
  - (g) is directly or indirectly interested in any contract or proposed contract with the Company and fails to declare the nature of his interest in manner required by the Statutes; or
  - (h) if he is removed from office pursuant to the Statutes; or
  - (i) if he shall become disqualified from acting as a director in any jurisdiction for reasons other than on technical grounds.

### NOTICES

159. (1) A notice or other document may be served by the Company upon a Member, either personally, or by sending ii through
- How notices and documents to be

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## APPENDIX B – PROPOSED AMENDMENTS TO THE CONSTITUTION

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the post in a prepaid letter or by telex or facsimile transmission addressed to such Member at his address as appearing in the Register or in the Depository Register, as the case may be. served.

- (2) Notwithstanding the aforesaid provisions, where the Directors have determined that any notice or other document shall not be served to a Member in any country or jurisdiction outside the Republic of Singapore, any Member who is described in the Register or in the Depository Register, as the case may be, by an address not within the Republic of Singapore shall be deemed to be duly served with such notice or document when such notice or document is duly posted up in the Office.

159A Without prejudice to the provisions of Regulation 159, but subject otherwise to the Statutes relating to electronic communications, any notice or document (including without limitation, any financial statements, Directors' statements, annual reports, circulars, and letters) which is required or permitted to be given, sent or served under the Statutes or this Constitution by the Company, or by the Directors, to a Member or an officer or Auditors of the Company may be given, sent or served using electronic communications: Where notice given by electronic communication is deemed served.

- (i) to the current address of that person;
- (ii) by publication and making it available on a website prescribed by the Company from time to time; or
- (iii) in such a manner as such Member expressly consents to by giving notice in writing to the Company,

in accordance with the provisions of this Constitution, the Statutes and/or any other applicable regulations or procedures.

159B Subject to the Act any regulations made thereunder and the listing rules of the Singapore Exchange relating to electronic communications, for the purposes of Regulation 159A, a Member shall be implied to have consented and agreed to receive such notice or document by way of electronic communications and shall not have a right to elect to receive a physical copy of such notice or document, unless otherwise provided under applicable laws, rules or regulations. Implied consent.

159C For the purposes of Regulation 159A, the Directors may, at their discretion, at any time give a Member an opportunity by way of written notice to elect within a specified period of time whether to receive such notice or document by way of electronic communications or as a physical copy, and such Member shall be deemed to have consented to receive such notice or document by way of electronic communications if he was given such an opportunity and he failed to make an election within the specified time, and he shall not in such Deemed consent.

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## APPENDIX B – PROPOSED AMENDMENTS TO THE CONSTITUTION

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an event have a right to receive a physical copy of such notice or document, unless otherwise provided under applicable laws. The election made under this Regulation 159C as to the form of the notice or document to be received by the Member shall be a standing election although the Member may make a fresh election at any time and until the Member makes a fresh election, the election that is conveyed under Regulation 159C to the Company last in time prevails over all previous elections as the Member's valid and subsisting election in relation to all notices or documents to be sent to him.

159D

Where a notice or document is given, sent or served by electronic communications:

- (A) to the current address of a person pursuant to Regulation 159A(i), it shall be deemed to have been duly given, sent or served at the time of transmission of the electronic communication by the email server or facility operated by the Company or its service provider to the current address of such person (notwithstanding any delayed receipt, non-delivery or "returned mail" reply message or any other error message indicating that the electronic communication was delayed or not successfully sent), unless otherwise provided under applicable laws; and Current address.
- (B) by making it available on a website pursuant to Regulation 159(A)(ii), it shall be deemed to have been duly given, sent or served on the date on which the notice or document is first made available on the website, unless otherwise provided under applicable laws. Available on website.

159E

Subject to the provisions of the Statutes, where a notice or document is given, sent or served to a Member by making it available on a website pursuant to Regulation 159(A)(ii), further to the implied and deemed consent to electronic communications referred to in Regulation 159B and 159(C) above, the Company shall give separate physical notice to the Member of, inter alia, (a) the publication of such notice or document on that website, (b) the address of that website, (c) the place on the website where such notice or document may be accessed, and (d) the manner in which the Member may request a physical copy of such notice or document from the Company (which shall be provided by the Company upon such request), by sending such separate physical notice to the Member personally or through the post pursuant to Regulation 159 and, in the Company's discretion, by any one or more of the following means: Physical notification.

- (i) by sending such separate notice to the Member using electronic communications to his current address pursuant to Regulation 159(A)(i) above;

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## APPENDIX B – PROPOSED AMENDMENTS TO THE CONSTITUTION

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(ii) by way of advertisement in the daily press; and/or

(iii) by way of announcement on the Singapore Exchange.

159F

Notwithstanding the implied and deemed consent to electronic communications referred to in Regulations 159B and 159C above but subject to the provisions of the Statutes, the Company shall give and send to or serve on Members the following documents personally or through the post pursuant to Regulation 159:

(i) forms or acceptance letters that the Members may be required to complete;

(ii) notice of General Meetings, exclude circulars or letters referred to in that notice; and

(iii) notices and documents relating to takeover offers and rights issues, PROVIDED THAT the list of documents given and sent to or served on Members personally or through the post pursuant to Regulation 159 shall be subject to the provisions of the Statutes and any prevailing laws, rules and regulations applicable to the Company.

159G

When a given number of days' notice or notice extending over any other period is required to be given, the day of service shall, unless it is otherwise provided or required by this Constitution or by the Statutes, not be counted in such number of days or period.

Day of service not counted.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### CAPALLIANZ HOLDINGS LIMITED

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

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of CapAllianz Holdings Limited (the “**Company**”) will be held on 19 June 2026 at 10 a.m. at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564 for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to the shareholders of the Company dated 28 May 2026.

#### ORDINARY RESOLUTION

##### THE PROPOSED CHANGE OF AUDITORS FROM MESSRS CLA GLOBAL TS PUBLIC ACCOUNTING CORPORATION TO MESSRS BAKER TILLY TFW LLP

That:

- (a) Messrs Baker Tilly TFW LLP having consented to act, be and are hereby appointed as the Auditors, to hold office until the conclusion of the next AGM for a fee and on such terms as may be agreed by the Directors with Messrs Baker Tilly TFW LLP; and
- (b) the Directors or any one of them be and are hereby authorised to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Change of Auditors and/or this Ordinary Resolution.

#### SPECIAL RESOLUTION: THE PROPOSED AMENDMENTS TO THE CONSTITUTION

That:

- (a) the Constitution of the Company be and is hereby amended in the manner described in the Appendix B to the Circular; and
- (b) the Directors or any one of them be and are hereby authorised to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Amendments to the Constitution and/or this Special Resolution

By Order of the Board  
Shirley Tan Sey Liy  
Company Secretary

28 May 2026

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Explanatory notes to the ordinary resolution:

In compliance with Rule 712(3) of the Catalist Rules:

- (a) Messrs CLA Global TS Public Accounting Corporation have confirmed that they are not aware of any professional reasons why Messrs Baker Tilly TFW LLP should not accept appointment as the Auditors;
- (b) The Company confirms that there were no disagreements with Messrs CLA Global TS Public Accounting Corporation on accounting treatments within the last 12 months;
- (c) The Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the Shareholders;
- (d) The specific reasons for the Proposed Change of Auditors are as set out in paragraphs 2.1.1 and 2.1.2 of the Circular; and
- (e) The Company confirms that the Company and Singapore incorporated subsidiaries are audited by Messrs Baker Tilly TFW LLP. Thailand concession (joint operation investment) is audited by existing Thailand component auditor and their accounts will be reviewed by Messrs Baker Tilly TFW LLP (as part of the Group audit instruction). It is in compliance with Rules 712 and 715 of the Catalist Rules in connection with the appointment of Messrs Baker Tilly TFW LLP as the Auditors.

### Notes:

- 1) A member of the Company entitled to attend, speak and vote at the EGM (otherwise than a relevant intermediary “**Relevant Intermediary**”) is entitled to appoint not more than two (2) proxies to attend, speak and vote in his/her/its stead at the EGM. 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. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second proxy as an alternate to the first named.
- 2) A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to exercise all or any of his/her rights to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her (which number and class of shares shall be specified in the Proxy Form).

“**Relevant intermediary**” has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore

- 3) 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.
- 4) Members of the Company (including Supplementary Retirement Scheme investors (“SRS Investors”) and Central Provident Fund Investment Scheme Investors (“CPF Investors”)) may participate in the EGM by:
  - a) attending the EGM in person;
  - b) submitting questions in advance of the EGM or raising questions at the EGM; and/or
  - c) voting at the EGM (i) themselves personally; or (ii) through their duly appointed proxy(ies),
- 5) A proxy need not be a member of the Company.
- 6) 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 Chairman will vote or abstain from voting at his/her/their discretion.

- 7) An investor who holds shares under the Central Provident Fund Investment Scheme (“CPF Investor”) and/or the Supplementary Retirement Scheme (“SRS Investor”) (as may be applicable) and wishes to appoint the Chairman of the EGM as their proxy should approach their respective CPF/SRS Approved Nominees (CPF Agent Banks or SRS Operators) to submit their votes to the Company by 10.00 a.m. on 9 June 2026, being at least seven (7) working days before the EGM.
- 8) The instrument appointing the proxy that has been executed by a member 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 by 10.00 a.m. on 17 June 2026 (being not less than 48 hours before the time appointed for holding the EGM) through any one of the following means:
  - (i) by posting a physical copy 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
  - (ii) by sending a scanned PDF copy by email to [enquiries@capallianzhholdings.com](mailto:enquiries@capallianzhholdings.com).

A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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- 9) 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.
- 10) 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.
- 11) Completion and return of the Proxy Form shall not preclude a member from attending, speaking and voting at the EGM if he/she so wishes. Any appointment of the proxy(ies) for the EGM shall be deemed to be revoked if the member attends the EGM 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 EGM.
- 12) A depositor shall not be regarded as a member of the Company entitled to attend, speak and vote at the EGM unless his/her name appears on the Depository Register not less than seventy-two (72) hours before the time fixed for the EGM.
- 13) Members can submit substantial and relevant questions related to the resolution to be tabled for approval at the EGM, at the EGM itself. Members can also submit substantial and relevant questions related to the resolutions to be tabled for approval at the EGM in advance of the EGM by email to [enquiries@capallianzhholdings.com](mailto:enquiries@capallianzhholdings.com) by 10.00 a.m. on 10 June 2026 (“**Cut-Off Time**”).
- 14) Members who submit questions in advance of the EGM 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.
- 15) The Company will endeavour to address the substantial and relevant questions related to the resolutions to be tabled for approval at the EGM received from members before or at the EGM. 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.capallianzhholdings.com> by 15 June 2026. 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 EGM) received after the Cut-Off Time which have not already been addressed prior to the EGM, as well as those substantial and relevant questions received at the EGM, at the EGM itself. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- 16) 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 EGM by the Cut-Off Time and have their substantial and relevant questions addressed.
- 17) The Company will publish the minutes of the EGM (together with the responses to the substantial and relevant questions received from shareholders during the EGM, 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.capallianzhholdings.com> within one (1) month after the date of the EGM.

\*A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

### PERSONAL DATA PRIVACY

By submitting a Proxy Form appointing the proxies to vote at the EGM and/or any adjournment thereof, and/or submitting questions relating to the resolution to be tabled for approval at the EGM or the Company’s businesses and operations, a member of the Company consents to the collection, use and disclosure of such member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration, analysis and facilitation by the Company (or its agents or service providers) of his/her/its participation in the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

# CAPALLIANZ HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration Number: 199905693M)

## PROXY FORM

(Please see notes overleaf before completing this Form)

### IMPORTANT

1. The EGM of the Company will be held, in a wholly physical format at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564, on Friday, 19 June 2026, at 10 a.m. There will be no option for members to participate virtually.
2. Investors who hold shares through Relevant Intermediaries\*, including under the Central Provident Fund Investment Scheme (“**CPF Investors**”) or the Supplementary Retirement Scheme (“**SRS Investors**”), and who wish to appoint the Chairman of the EGM as their proxy should approach their respective Relevant Intermediaries\*, including CPF Agent Banks or SRS Operators, to submit their votes at least seven (7) working days before the EGM (i.e. by 10.00 a.m. on 9 June 2026)
3. This Proxy Form is not valid for use by CPF and SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
4. Please read the notes to the proxy form

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC/Passport No./Company Registration No.)

of \_\_\_\_\_ (Address)

being a shareholder/shareholders of **CAPALLIANZ HOLDINGS LIMITED** (the “**Company**”), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No of Shares	%
Address			

and/or (delete as appropriate)

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No of Shares	%
Address			

or failing \*him/her/them, the Chairman of the Extraordinary General Meeting of the Company (the “**EGM**”) as \*my/our \*proxy/ proxies to attend, speak and vote for \*me/us on \*my/our behalf at the EGM to be held at 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564 on Friday, 19 June 2026 at 10.00 a.m. and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote for, against or abstain from voting on the Resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies\* will vote or abstain from voting at his/her/their\* discretion, as he/she/they\* will on any other matter arising at the EGM and at any adjournment thereof. All resolutions put to the vote at the EGM shall be decided by way of poll.

	‘For’* **	‘Against’* **	‘Abstain’* **
<b>Ordinary Resolution</b> To approve the Proposed Change of Auditors of the Company			
<b>Special Resolution</b> To approve the Proposed Amendments to the Constitution			

\* Delete accordingly

\*\* If you wish to exercise all your votes “For” or “Against” or “Abstain”, please indicate with a tick (✓) or a cross (x) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy/proxies not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2026

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature of Shareholder(s) and Common Seal of Corporate Shareholder

**IMPORTANT: PLEASE READ NOTES OVERLEAF**



## CAPALLIANZ HOLDINGS LIMITED

### NOTES TO PROXY FORM

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary\*) entitled to attend, speak and vote at the EGM of the Company is entitled to appoint not more than two (2) proxies or the Chairman to attend, speak and vote in his/her/its stead at the EGM of the Company. A 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 Chairman will vote or abstain from voting at his/her/their discretion.
3. Where a member appoints two (2) proxies, he shall specify the proportion of his shareholding to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second proxy as an alternate to the first named.
4. A member who is a Relevant Intermediary\* may appoint more than two (2) proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him/her/it (which number and class of shares shall be specified). Where such member appoints more than two (2) proxies, the appointments shall be invalid unless the member specifies the number of shares in relation to which each proxy has been appointed.
5. The duly completed and executed Proxy Form must be submitted to the Company by 10.00 a.m. on 17 June 2026 (being not less than 48 hours before the time appointed for holding the EGM) through any one of the following means:
  - (i) by posting a physical copy 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
  - (ii) by sending a scanned PDF copy by email to [enquiries@capallianzholdings.com](mailto:enquiries@capallianzholdings.com).A member who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.
6. This Proxy Form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where this Proxy Form is executed by a corporation, it must be executed under its common seal or under the hand of its officer or attorney duly authorised. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative with respect to the Meeting, in accordance with Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
8. A member of the Company who holds his/her shares through a Relevant Intermediary\* (including CPF Investors or SRS investors) and who wish to exercise his/her votes by appointing the Chairman of the Meeting as proxy should approach his/her Relevant Intermediary (including his/her CPF Agent Banks or SRS Operators) to submit his/her voting instructions at least seven (7) working days prior to the date of the Meeting (i.e. by 10.00 a.m. on 9 June 2026).

\* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

#### Personal Data Privacy:

By submitting an instrument appointing a proxy(ies), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 28 May 2026.

#### General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies 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 instrument appointing the proxy or proxies. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument of proxy lodged if the member, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.