

CAPALLIANZ HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)

(Company Registration No. 199905693M)

PROPOSED PLACEMENT OF AN AGGREGATE OF 1,929,395,064 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT S\$0.0011 PER SHARE

1. INTRODUCTION

- 1.1. The board of directors (the “**Board**” or “**Directors**”) of CapAllianz Holdings Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) wishes to announce that the Company had, on 11 September 2026, entered into separate share subscription agreements (each a “**Placement Agreement**”, and collectively, the “**Placement Agreements**”) with each of the placees (each a “**Placee**”, and collectively, the “**Placees**”), details as set out in paragraph 1.3 below.
- 1.2. Subject to and upon the terms and conditions of the Placement Agreements, the Company has agreed to allot and issue, and the Placees have agreed to subscribe and pay for, an aggregate of 1,929,395,064 new ordinary shares in the capital of the Company (“**Placement Shares**”) at an issue price of S\$0.0011 per Placement Share (“**Issue Price**”), amounting to an aggregate placement consideration of approximately S\$2,122,335 (equivalent to approximately US\$1,663,000 based on the exchange rate of US\$1 : S\$1.2763) (the “**Proposed Placement**”).
- 1.3. The Proposed Placement consists of:
- (i) Issue of new shares to three investors for cash;
 - (ii) Issue of new shares to six existing creditors (“**Creditors**”) of the Company, the proceeds of which will be offset against the entire existing amounts due to them; and
 - (iii) Issue of new shares to six existing employees (“**Employees**”) of the Group, the proceeds of which will be offset against their salaries.

Details of the Placees’ respective subscription for the Placement Shares, as well as their respective shareholdings in the Company before and after the Proposed Placement, are set out below:

Name of Placee	Number of Placement Shares	Placement consideration (S\$)	Number of Shares (% interest) before Placement	Number of Shares (% interest) after Placement
Placement for Cash				
Ng Rong Heng Terence	227,272,727	250,000	3,234,500 (0.02%)	230,507,227 (1.41%)
Kan Wee Thomas (Gan Wei)	181,818,182	200,000	1,000,000 (0.01%)	182,818,182 (1.12%)
Sui Hongxia	136,363,636	150,000	-	136,363,636 (0.83%)
Sub-total	545,454,545	600,000		

Name of Placee	Number of Placement Shares	Placement consideration (S\$)	Number of Shares (% interest) before Placement	Number of Shares (% interest) after Placement
Placement to Creditors				
Lu Tik On Diana	500,608,536	550,669.39	-	500,608,536 (3.06%)
Appleton Global Pte. Ltd. or its nominee (Ong Beng Chye)	279,454,545	307,400	104,875,266 (0.73%)	384,329,811 (2.35%)
Baifu Pte Ltd, or its nominee (Simon Tan Lie Hwang)	281,818,182	310,000	329,100,373 (2.28%)	610,918,555 (3.74%)
Deng, BaiLin	145,695,618	160,265.18	318,181,818 (2.21%)	463,877,436 (2.84%)
Christine Tan Wan Zhen	90,909,091	100,000	212,770 (<0.01%)	91,121,861 (0.56%)
Tan Shun Chong Alvin	63,636,364	70,000	27,078,400 (0.19%)	90,714,764 (0.56%)
Sub-total	1,362,122,336	1,498,334.57		
Placement to Employees				
Tan Kim Guan	10,909,091	12,000	5,523,733 (0.04%)	16,432,824 (0.10%)
Fang Ying	3,636,364	4,000	-	3,636,364 (0.02%)
Ang Soh Cheng	2,727,273	3,000	-	2,727,273 (0.02%)
Liu Yang	2,727,273	3,000	-	2,727,273 (0.02%)
Jolene Wong Ling Yu	909,091	1,000	2,316,800 (0.02%)	3,225,891 (0.02%)
Joyce Wong Si Ting	909,091	1,000	333,400 (<0.01%)	1,242,491 (0.01%)
Sub-total	21,818,183	24,000		
Total	1,929,395,064	2,122,334.57		

Note: Interest before and after placement based on existing and enlarged Share Capital of 14,405,708,760 Shares (as defined herein) and 16,335,103,824 Shares respectively

- 1.4 For purpose of subscribing and paying for the Placement Shares under the Proposed Placement, the entire placement consideration payable by the Creditors will be set-off against amounts due to them by the Company. The Creditors have confirmed that they are agreeable to waiving any interest accruing on the amounts outstanding following completion of the Proposed Placement to them.
- 1.5 The Placement Shares, when allotted and issued, will rank in all respects *pari passu* with the existing issued ordinary shares in the capital of the Company ("**Shares**") and be free from all pre-emption rights, charges, liens and other encumbrances and with all rights and benefits attaching thereto save that they will not rank for any dividend, rights, allotments or other distributions, the Record Date (as defined below) of which falls on or before the completion of the Proposed Placement. "**Record Date**" means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

- 1.6 As at the date of this announcement, (i) the Company has an existing issued and paid-up share capital of 14,405,708,760 Shares ("**Existing Share Capital**"); (ii) the Company has no treasury shares or subsidiary holdings; and (iii) the Company has no outstanding warrants or other convertibles. Upon completion of the Proposed Placement (and assuming no further allotment and issuance of new Shares by the Company), the Company's issued and paid-up share capital will increase to 16,335,103,824 Shares ("**Enlarged Share Capital**"). The Placement Shares represent approximately 13.4% of the Existing Share Capital, and approximately 11.8% of the Enlarged Share Capital.
- 1.7 The Company will be making an application through its sponsor to the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing of and quotation for the Placement Shares on the Catalist Board of the SGX-ST ("**Catalist**"). The Company will make the necessary announcement when the listing and quotation notice has been granted by the SGX-ST.
- 1.8 The offer of the Placement Shares is made pursuant to the private placement exemption under Section 272B of the Securities and Futures Act 2001 of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.
- 1.9 The Placement Shares will not be issued to transfer a controlling interest in the Company pursuant to Rule 803 of the SGX-ST Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**") and none of the Placement Shares will be placed to any of the persons set out as restricted persons under Rule 812 of the Catalist Rules.
- 1.10 The Proposed Placement is not underwritten and no placement agent has been appointed in respect of the Proposed Placement. There is no introducer in respect of the Proposed Placement and accordingly, no introducer or referral fee or commission was paid or is payable by the Company to any party in connection with the Proposed Placement.
- 1.11 No share borrowing arrangement has been entered into to facilitate the Proposed Placement.

2. PRINCIPAL TERMS OF THE PROPOSED PLACEMENT

2.1 Issue Price

The Issue Price of S\$0.0011 represents a premium of 10% to the volume weighted average price of S\$0.001 per Share on 10 September 2026, being the last full market day on which the Shares were traded prior to the signing of the Placement Agreements on 11 September 2026.

The Issue Price was commercially agreed between the Company and the Placees after arm's length negotiations and taking into account historical trading performance of the Company and prevailing market conditions.

2.2 General Mandate

The Placement Shares will be allotted and issued pursuant to the general share issue mandate approved by shareholders of the Company ("**Shareholders**") at the annual general meeting of the Company held on 23 December 2025 ("**FY2025**") (the "**General Mandate**").

The General Mandate obtained from Shareholders by way of an ordinary resolution authorises the Directors to allot and issue new Shares not exceeding 100% of the total

number of issued Shares (excluding treasury shares) as at the date of the FY2025 AGM, of which the aggregate number of new Shares of the Company to be issued other than on a *pro-rata* basis to all existing Shareholders shall not exceed 50% of the total number of issued Shares (excluding treasury shares).

As at the FY2025 AGM, the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings of the Company) was 12,205,708,760 Shares. Accordingly, the total number of new Shares that may be issued by the Company other than on a *pro-rata* basis is 6,102,854,380 new Shares.

As at the date of this announcement, the Company has pursuant to the General Mandate issued 2,200,000,000 new Shares as consideration for the acquisition of a body-mind wellness program announced on 14 July 2026. Accordingly, the maximum number of Shares that is remaining available to be issued by the Company other than on a *pro-rata* basis pursuant to the General Mandate is 3,902,854,380 Shares. The proposed allotment and issuance of the 1,929,395,064 Placement Shares pursuant to the Proposed Placement falls within the limit of the General Mandate, and will therefore be allotted and issued under the General Mandate.

2.3 Conditions Precedent

The completion of the Proposed Placement is conditional upon, *inter alia*:

- (a) the listing and quotation notice of the Placement Shares on the Catalist, subject to the Company's compliance with the Exchange's listing requirements, ("LQN") having been obtained and not being revoked or amended and, where the LQN is subject to conditions, such conditions being reasonably acceptable to each of the Placees and the Company;
- (b) any conditions attached to the LQN which is required to be fulfilled on or before the Completion Date (as defined herein), and which have been accepted by each of the Placees and the Company, having been fulfilled on or before that date to the satisfaction of the SGX-ST unless waived by the SGX-ST;
- (c) only if so required under the Catalist Rules, in particular, Rule 803 of the Catalist Rules, the approval by the Shareholders for the Proposed Placement;
- (d) the General Mandate being valid, subsisting and adequate for the purpose of the issue of the Placement Shares on the Completion Date;
- (e) the Proposed Placement not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreements by any legislative, executive or regulatory body or authority of Singapore or elsewhere applicable to the Company or each of the Placees (including but not limited to the SGX-ST and the Securities Industry Council of Singapore);
- (f) the representations, warranties and undertakings in the Placement Agreement remaining true and correct in all material respects as at the Completion Date (as defined below) and the Company having performed all of its obligations under the Placement Agreement on or before the Completion Date;
- (g) the Company or each of the Placees not in breach of any of the undertakings and covenants given in the Placement Agreements as at the Completion Date, and if any of such undertakings and covenants are required to be fulfilled on or before the Completion Date, such undertakings and covenants shall have been fulfilled prior to Completion Date.

If any of the conditions precedent set out above is not satisfied on or before 31 October 2026 (or such later date as the Company and each of the Placees may agree in writing) (the “**Long Stop Date**”), the Company or each of the Placees shall be entitled to terminate the Placement Agreements and in such event the Company and each of the Placees shall be released and discharged from their respective obligations hereunder provided that the Company and each of the Placees may at its discretion (and subject to such conditions as it may impose) waive compliance with condition 2.3(f) and 2.3(g) above in relation to the counterparty.

2.4 Completion

Subject to satisfaction of the conditions precedent as set out above, completion of the Proposed Placement shall take place on the date falling no later than five (5) business days after all the conditions precedent set out in paragraph 2.3 above are fulfilled, or such other date as the Company and the Placees may agree in writing (the “**Completion Date**”), and in any event before the Long Stop Date.

3. INFORMATION ON THE PLACEES

3.1 The brief background information on the Placees are set out below:

Name of Placee	Information on Placee ¹
Placement for cash	
Ng Rong Heng Terence	Private investor and a professional in the insurance industry and an existing shareholder.
Kan Wee Thomas (Gan Wei)	Private investor and a business owner in the logistics industry and an existing shareholder.
Sui Hongxia	Private investor and a professional in the medical industry.
Placement to Creditors	
Lu Tik On Diana	Creditor of the Company pursuant to a working capital loan extended to the Company.
Appleton Global Pte. Ltd. or its nominee (Ong Beng Chye)	Creditor of the Company in respect of professional fees for business consultancy services provided to the Company and an existing shareholder.
Baifu Pte Ltd, or it its nominee (Simon Tan Lie Hwang)	Creditor of the Company pursuant to a working capital loan extended to the Company and an existing shareholder. Simon Tan Lie Hwang will also be employed as a General Manager of the Group from 1 January 2027 pursuant to the acquisition of the body-mind wellness program as announced on 14 July 2026.
Deng, BaiLin	Creditor of the Company pursuant to a working capital loan extended to the Company and an existing shareholder.
Christine Tan Wan Zhen	Creditor of the Company pursuant to a working capital loan extended to the Company and an existing shareholder.
Tan Shun Chong Alvin	Creditor of the Company pursuant to a working capital loan extended to the Company and an existing shareholder.

¹ Shareholders should note that the information relating to the Placees were provided by the respective Placees. The Company and the Directors have not independently verified the accuracy and correctness of all such information except where reasonably possible.

Name of Placee	Information on Placee ¹
Placement to Employees	
Tan Kim Guan	Currently employed by the Group as General Manager of Number One Supermarket Pte Ltd (51% subsidiary of the Company) and existing shareholder.
Fang Ying	Currently employed by the Group as Customer Service Manager of Number One Supermarket Pte Ltd.
Ang Soh Cheng	Currently employed by the Group as Finance Manager of the Company.
Liu Yang	Currently employed by the Group as General Manager of Future AI Pte Ltd.
Jolene Wong Ling Yu	Currently employed by the Group as Administrative Manager of the Company and existing shareholder.
Joyce Wong Si Ting	Currently employed by the Group as Finance Executive of the Company and existing shareholder.

Except for Deng, BaiLin, Liu Yang and Lu Tik On Diana who are citizens of the People's Republic of China and Tan Kim Guan who is a citizen of Malaysia, the rest of places, or its nominees as stated, are citizens of Singapore.

- 3.2 The Creditors who were identified by the Company as a Placee following discussions with them to offset the amounts due to them by the Company. The other Placees are either (i) private investors who were identified by the Group through a Director, or (ii) existing Shareholders (who are also private investors) who were identified by the Company or (iii) the employees of the Company who wishes to align their interests with the company and participate in its future growth. Save for the Creditors, these other Placees have expressed interest to invest in the Company and subscribe for the Placement Shares for their respective investment purposes. Save for Simon Tan Lie Hwang (nominee of Baifu Pte Ltd) and Ong Beng Chye (nominee of Appleton Global Pte. Ltd.), none of the Placees will be holding the Placement Shares in trust or as a nominee.
- 3.4 The Company confirms that, save as set out above, the Proposed Placement will not result in any material conflict of interest as there are no other material relationships between the Placees and the Company. Each Placee has no intention of influencing the management of, or exercising control over, the Company, and is not acting in concert with any persons to obtain or consolidate control of the Company. The Placees are not related to each other.
- 3.5 To the best of the Company's knowledge and save as disclosed in this announcement, none of the Placees has any connection (including business relationships) with any other Placee(s), the Company, its Directors and substantial Shareholders.
- 3.6 Each Placee, under placement for cash, has represented and warranted to the Company, *inter alia*, that:
- (a) he/she has the necessary financial resources to fulfil his/her obligations set out in Clause 3.1 (i) of his/her Placement Agreement for completion of the Proposed Placement;
 - (b) he/she does not fall within the categories set out in Rule 812(1) of the Catalist Rules;
 - (c) he/she is not an associate (as defined in the Catalist Rules) of, or related to, any of the Directors, chief executive officer or substantial Shareholders of the Company;

- (d) he/she is not acting in concert with any party (including Directors, chief executive officer and/or substantial Shareholders of the Company);
- (e) he/she is not acting in accordance with the instructions of any party (including any Directors, chief executive officer and/or substantial Shareholders of the Company);
- (f) he/she is not subscribing for the Placement Shares as an agent for or otherwise on behalf of any other persons or entity and is subscribing for the Placement Shares solely for his/her own beneficial account and not with a view to another person acquiring an investment (as defined in Section 4(1) of the Securities and Futures Act 2001 of Singapore ("**SFA**")) in the Placement Shares;
- (g) he/she has disclosed his/her Shares held or no Shares held as at the date of his/her Placement Agreement. Please refer to paragraph 3.1 above for the shareholding interest in the Company of the Placees as at the date of the Placement Agreements;
- (h) save as disclosed in this announcement, he/she has no existing connection (including business relationships) with the Company, its Directors, chief executive officer and substantial Shareholders of the Company;
- (i) he/she has no representations on the Board; and there has been no discussion or plan to-date for he/she to be involved in the Company's business, or to take up any director or management role in the Company;
- (j) other than as disclosed, he/she is not and will not be holding the Placement Shares in trust, on behalf or as a nominee;
- (k) the subscription of the Placement Shares or its part thereof by the Placee will not result in the Placee (direct, indirect and/or deemed) holding of Shares exceeding 15% of the enlarged issued share capital of the Company;
- (l) the subscription of the Placement Shares or its part thereof by the Placee will not trigger the requirement under Rule 14 of The Singapore Code on Mergers and Takeovers for the Placee and/or any parties acting in concert with the Placee to make a mandatory general offer to acquire all the issued Shares;
- (m) the Placee shall provide all necessary assistance or information of the Placee to the regulatory authorities, if required in connection with the approvals required for the Proposed Placement;
- (n) the Placee is not subscribing for the Placement Shares with a view of such Placement Shares being subsequently offered for sale to another person;
- (o) his/her Placement Agreement constitutes valid, binding and enforceable obligations of the Placee in accordance with its terms and the execution and delivery by the Placee of his/her Placement Agreement and the performance by the Placee of its obligations under his/her Placement Agreement have been or will be duly authorised by all necessary corporate actions of the Company on the completion of the Proposed Placement;
- (p) he/she is subscribing for the Placement Shares as principal and for his/her own benefit and for investment purposes;
- (q) there is no introducer who introduced he/she to subscribe for the Placement Shares, and there is no agreement (formal or informal or verbal) for he/she to pay any introducer fee or commission or remuneration. Save for the Creditors and Employees who have existing connections with the Company, he/she is

an investor identified by a Director of the Company or he/she was identified to the Group through its business contacts and connections;

- (r) he/she acknowledges that the offer of the Placement Shares is made by the Company in reliance on the exemption provided under Section 272B of the SFA and he/she is not subscribing for the Placement Shares with a view of those Placement Shares being subsequently offered for sale to another person in Singapore, where such offer is contrary to the provisions of the SFA; and
- (s) all actions, conditions and things required to be taken, fulfilled and done (including without limitation, the obtaining of any necessary consents, approvals, authorisations, confirmation or licence or the making of any filing or registration) in order to enable her lawfully to enter into, exercise his/her rights and perform and comply with his/her obligations under his/her Placement Agreement and to ensure that those obligations are valid, legally binding and enforceable have been taken, fulfilled and done and will be in full force and effect.

- 3.7 The material terms and conditions of the respective Placement Agreements are substantially the same save for any representation on financial resources that are not applicable to the Creditors and Employees.

4. RATIONALE FOR THE PROPOSED PLACEMENT AND USE OF PROCEEDS

- 4.1 The Proposed Placement is undertaken by the Company to raise funds, reduce liabilities and strengthen the Group's financial position. The Proposed Placement will improve the Group's cash flows to meet future general working capital requirements.
- 4.2 The Company expects to receive net cash proceeds (after deduction of expense of approximately S\$46,000) of approximately S\$554,000 (equivalent to approximately US\$434,439 based on the exchange rate of US\$1 : S\$1.2763) (the "**Net Cash Proceeds**")

- 4.3 The Company intends to utilise the Net Cash Proceeds of for the following purposes:

Use of Net Cash Proceeds	Percentage of Net Cash Proceeds
General working capital of the Group (including general overheads, financing requirements and other operating expenses)	100%

- 4.4 The Net Cash Proceeds will be used 100% for working capital. The Company will also provide a status report on the use of the Net Cash Proceeds from the Proposed Placement in the Company's interim and full-year financial statements issued under Rule 705 of the Catalist Rules and the Company's annual report. In addition, the Company will provide a breakdown with specific details on how such proceeds have been applied as general working capital in the announcements. Where there is any material deviation from the stated use of Net Cash Proceeds, the Company will announce the reasons for such deviation.
- 4.5 Pending the deployment of the Net Cash Proceeds from the Proposed Placement, such proceeds may be placed as deposits with financial institutions or invested in short term money markets or debt instruments or for any other purposes on a short-term basis as the Directors may deem fit, from time to time.

5. CONFIRMATION BY THE BOARD

The Directors are of the opinion that, as at the date of this announcement, after taking into consideration:

- (a) the Group's present loan facilities, internal resources and operating cash flows, the working capital available to the Group is sufficient to meet its present requirements; and
- (b) the Group's present loan facilities, internal resources and operating cash flows, and the Net Cash Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

Notwithstanding the above, the Company has decided to undertake the Proposed Placement to strengthen the Group's financial position and flexibility to capitalise on growth opportunities. The Proposed Placement will result in an injection of funds into the Company for general working capital purposes and to fund the growth of the Company's business. Please refer to section 4 of this announcement for the rationale for the Proposed Placement. The Directors are of the view that the Proposed Placement is beneficial for the Group and is in the best interests of the Company and its Shareholders for the aforementioned reasons.

6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 6.1 Except as disclosed, none of the Directors and substantial Shareholders or their respective associates has any interest, whether direct or indirect, in the Proposed Placement (other than through their respective direct and indirect shareholdings and/or directorships in the Company), and none of the Directors, and to the best of the knowledge of the Directors, none of the substantial Shareholders, has any connections (including business relationships) with any Placee.

7. DOCUMENT(S) AVAILABLE FOR INSPECTION

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

8. DIRECTORS' RESPONSIBILITY STATEMENT

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

9. CAUTIONARY STATEMENT

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

BY ORDER OF THE BOARD

Liu Qiang
Executive Director and Chief Executive Officer
11 September 2026

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