

CAPTII LIMITED
(Company Registration No. 200211129W)
(Incorporated in The Republic of Singapore)
(the “Company”)

Minutes of the Annual General Meeting (“AGM”) of the Company held via Electronic Means (Live Webcast) on Wednesday, 28 April 2021 at 3.00 p.m.

PRESENT: As set out in the attendance records maintained by the Company.

COMMENCEMENT

Mr Wong Tze Leng, (the “Chairman”) took the chair and welcomed all the shareholders present at the Meeting (“AGM” or the “Meeting”).

The Chairman informed the shareholders that pursuant to the Safe Distancing Regulations and the Singapore Exchange Regulation (SGX RegCo) Guidance on the Conduct of General Meetings amid the evolving of the COVID-19 situation, the AGM was conducted wholly-electronically, with the option of a ‘live’ webcast and an audio-only option on the given webcast website.

The Chairman proceeded to introduce the Board of Directors, Group Financial Controller, Auditors and Company Secretary Representative who attended this Meeting by electronic means.

QUORUM

The requisite quorum being present pursuant to the Company’s Constitution, the Chairman called the Meeting to order at 3.00 p.m.

NOTICE

The Notice convening the Meeting, having been in the hands of the shareholders of the Company, and with permission of all shareholders, the Notice was taken as read.

VOTING BY POLL

The Chairman informed the Meeting that shareholders who wish to vote at this Meeting have appointed him to act as their proxy and they have directed their vote accordingly prior to this Meeting. All the proxy forms received by the Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd by the cut-off time have been verified by the Scrutineers, Reliance 3P Advisory Pte Ltd. The voting results, which have been verified by the Scrutineer to be in order, will be displayed on the screen when go through the respective agenda items.

QUESTIONS FROM SHAREHOLDERS

The Chairman informed the Meeting that the Company had on 27 April 2021 announced the responses to the shareholder questions prior to the Meeting on SGXNET and on the Company’s website.

ORDINARY BUSINESS:

- 1. AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020 TOGETHER WITH THE STATEMENT BY DIRECTORS AND AUDITORS’ REPORT**

The Chairman presented the first item which was to receive the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Directors' Statement and Independent Auditor's Report thereon.

The motion was proposed by the Chairman and was put to vote by poll. The results of the poll were as follows:-

	Number of Votes	Percentage
For	22,205,075	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 1 was duly carried.

IT WAS RESOLVED that the Audited Financial Statements of the Company for the financial year ended 31 December 2020 together with the Statement by Directors and Auditors' Report be received and adopted.

2. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2020

The Board had recommended the payment of Directors' fees of S\$91,100 for the financial year ended 31 December 2020. It was noted that Ms Lee Su Nie and Mr Chuah Seong Phaik have abstained from voting on this resolution.

The motion was proposed by the Chairman and was put to vote by poll. The results of the poll were as follows:-

	Number of Votes	Percentage
For	22,085,075	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 2 was duly carried.

IT WAS RESOLVED that the payment of Directors' fees of S\$91,100 for the financial year ended 31 December 2020 be approved.

3. RE-ELECTION OF MR ANTON SYAZI AHMAD SEBI AS DIRECTOR

The Chairman informed the Meeting that Mr Anton Syazi Ahmad Sebi who was retiring under Article 103 of the Company's Constitution had consented to be re-elected as Director of the Company and Mr Anton had abstained from voting on his own re-election.

If re-elected, Mr Anton would remain as an Executive Director of the Company.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	21,687,475	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 3 was duly carried.

IT WAS RESOLVED that Mr Anton be re-elected as a Director of the Company.

4. RE-ELECTION OF MR CHUAH SEONG PHAIK AS DIRECTOR

The Chairman informed the Meeting that Mr Chuah Seong Phaik who was retiring under Article 103 of the Company's Constitution had consented to be re-elected as Director of the Company and Mr Chuah had abstained from voting on his own re-election.

If re-elected, Mr Chuah will continue to serve as the Chairman of the Audit and Nominating Committee and as a member of the Remuneration Committee. Mr Chuah is considered independent for the purpose of Rule 704 (8) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST").

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	22,105,075	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 4 was duly carried.

IT WAS RESOLVED that Mr Chuah be re-elected as a Director of the Company.

5. TO APPROVE MR CHUAH SEONG PHAIK'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR BY SHAREHOLDERS

The Chairman informed the Meeting that Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST which will take effect from 1 January 2022, requires an Independent Director who has served the Board for an aggregated period of more than nine years and whose continued appointment as an Independent Director to seek approval in separate resolutions by (A) all shareholders; and (B) all shareholders, excluding shareholders who also serve as the directors or the chief executive officer of the Company, and associates of such directors and chief executive officer.

The Chairman informed the Meeting that Resolution 5 is to approve the continued appointment of Mr Chuah as an Independent Director, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of SGX-ST.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	22,105,075	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 5 was duly carried.

IT WAS RESOLVED that contingent upon the passing of Resolution 4, Mr Chuah's continued appointment as an Independent Director of the Company in accordance with Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST be approved by all shareholders and the approval shall remain in force until the earlier of (i) the retirement or resignation of the Director; or (ii) the conclusion of the third AGM from the aforesaid approval.

6. TO APPROVE MR CHUAH SEONG PHAIK'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR BY SHAREHOLDERS (EXCLUDING THE DIRECTORS, THE CHIEF EXECUTIVE OFFICER AND THEIR ASSOCIATES)

Upon the approval of the continued appointment of Mr Chuah Seong Phaik as an Independent Director by all shareholders, the Chairman carried on with Resolution 6 to approve the continued appointment of Mr Chuah as an Independent Director by all shareholders, excluding shareholders who also serve as the directors or the chief executive officer of the Company, and associates of such directors and chief executive officer in accordance with Rule 210(5)(d)(iii)(B) of the Listing Manual of SGX-ST.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	1,031,750	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 6 was duly carried.

IT WAS RESOLVED that contingent upon the passing of Resolution 5, Mr Chuah's continued appointment as an Independent Director of the Company in accordance with Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST be approved by all shareholders (excluding shareholders who also serve as the directors or the chief executive officer of the Company, and associates of such directors and chief executive officer) and the approval shall remain in force until the earlier of (i) the retirement or resignation of the Director; or (ii) the conclusion of the third AGM from the aforesaid approval.

7. RE-ELECTION OF MR PHUAH PENG HOCK AS DIRECTOR

The Chairman informed the Meeting that Mr Phuah Peng Hock who was retiring under Article 103 of the Company's Constitution had consented to be re-elected as Director of the Company.

If re-elected, Mr Phuah will continue to serve as the Lead Independent Director, Chairman of the Remuneration Committee and as a member of the Audit and Nominating Committees. Mr Phuah is considered independent for the purpose of Rule 704 (8) of the Listing Manual of SGX-ST.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	22,205,075	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 7 was duly carried.

IT WAS RESOLVED that Mr Phuah be re-elected as a Director of the Company.

8. TO APPROVE MR PHUAH PENG HOCK'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR BY SHAREHOLDERS

The Chairman informed the Meeting that Resolution 8 is to approve the continued appointment of Mr Phuah Peng Hock as an Independent Director by all shareholders, for purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of SGX-ST.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	22,205,075	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 8 was duly carried.

IT WAS RESOLVED that contingent upon the passing of Resolution 7, Mr Phuah's continued appointment as an Independent Director of the Company in accordance with Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST be approved by all shareholders and the approval shall remain in force until the earlier of (i) the retirement or resignation of the Director; or (ii) the conclusion of the third AGM from the aforesaid approval.

9. TO APPROVE MR PHUAH PENG HOCK'S CONTINUED APPOINTMENT AS AN INDEPENDENT DIRECTOR BY SHAREHOLDERS (EXCLUDING THE DIRECTORS, THE CHIEF EXECUTIVE OFFICER AND THEIR ASSOCIATES)

The Chairman informed the Meeting that Resolution 9 is to approve the continued appointment of Mr Phuah Peng Hock as an Independent Director, for purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of SGX-ST.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	1,031,750	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 9 was duly carried.

IT WAS RESOLVED that contingent upon the passing of Resolution 8, Mr Phuah's continued appointment as an Independent Director of the Company in accordance with Rule 210(5)(d)(iii) of the Listing Manual of SGX-ST be approved by all shareholders (excluding shareholders who also serve as the directors or the chief executive officer of the Company, and associates of such directors and chief executive officer) and the approval shall remain in force until the earlier of (i) the retirement or resignation of the Director; or (ii) the conclusion of the third AGM from the aforesaid approval.

10. RE- APPOINTMENT OF AUDITORS

The Chairman informed the Meeting that the retiring Auditors Messrs RSM Chio Lim LLP had expressed their willingness to continue in office as Auditors of the Company.

On a proposal by the Chairman the Meeting, the motion was put to the vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	22,205,075	100.00%
Against	0	0%

Based on the above result, the Chairman declared that Resolution 10 was duly carried.

IT WAS RESOLVED that Messrs RSM Chio Lim LLP be re-appointed as Auditors of the Company until the next AGM at a remuneration to be fixed by the Directors.

OTHER ROUTINE BUSINESS

As there were no further routine business, the Chairman proceeded with the special business.

SPECIAL BUSINESS:

11. AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman proposed that the Directors be authorised to allot and issue shares pursuant to Section 161 of the Companies Act, Chapter 50 and Rule 806 of the SGX Listing Manual and he put the motion to a vote. The results of the poll were as follows:-

	Number of Votes	Percentage
For	22,130,075	99.66%
Against	75,000	0.34%

Based on the above result, the Chairman declared that Resolution 11 was duly carried.

IT WAS RESOLVED:-

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

For the purpose of this resolution, the total number of issued shares excluding treasury shares is based on the Company's total number of

shares excluding treasury shares at the time this resolution is passed, after adjusting for:-

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

CONCLUSION

There being no other business, the Chairman declared the AGM of the Company closed at 3.15 p.m.

CONFIRMED AS TRUE RECORD OF PROCEEDINGS HELD

WONG TZE LENG
CHAIRMAN