

CAPTII LIMITED

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be convened and held by way of electronic means on Thursday, 11 June 2020 at 2.00 p.m. and at any adjournment thereof to transact the following business:-

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2019 and the Independent Auditors' Report thereon. **Resolution 1**
- To approve the directors' fees of S\$91,100/- for the financial year ended 31 December 2019 [2018: S\$83,900/-]. **Resolution 2**
- To re-elect the following directors retiring pursuant to Article 103 of the Company's Constitution:-
(a) Wong Tze Leng **Resolution 3**
(b) Lee Su Nie **Resolution 4**
(See Explanatory Note 1)
- To re-appoint RSM Chio Lim LLP as auditors of the Company and to authorise the directors to fix their remuneration. **Resolution 5**

AS SPECIAL BUSINESS

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

Ordinary Resolutions

- Authority to allot and issue shares**
(a) "That, pursuant to Section 161 of the Companies Act, Cap. 50, and the Listing Manual of Singapore Exchange Securities Trading Limited (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 conversion 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."
(See Explanatory Note 2)
- To transact any other business which may properly be transacted at an Annual General Meeting.

Dated this 20th day of May 2020

By Order of the Board

Ang Siew Koon
Company Secretary

Explanatory Notes:-

- The ordinary resolutions in item 3 is to re-elect the retiring directors pursuant to Article 103 of the Company's Constitution:-
(a) Wong Tze Leng will, upon re-election as Director, remain as the Group Executive Director of the Company.
(b) Lee Su Nie will, upon re-election as Director, remain as a Non-Independent Non- Executive Director and a member of the Audit, Nominating and Remuneration Committees.
Key information of Wong Tze Leng and Lee Su Nie are found on page 15 & 16 of the Company's 2019 Annual Report.
- The ordinary resolution 6 in item 5 if passed will empower the directors of the Company from the date of this Meeting until the next Annual General Meeting to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the directors may allot and issue under this resolution would not exceed 50 percent of the issued share capital of the Company at the time of passing this resolution. For issue of shares and convertible securities other than on a pro-rata basis to all shareholders the aggregate number of shares to be issued shall not exceed 20 percent of the issued share capital of the Company, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next Annual General Meeting of the Company.

Important Notes:-

- The Annual General Meeting ("AGM") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice of AGM (the "Notice") will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's website at <http://captii.listedcompany.com/>. This Notice will also be made available on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- Due to the current COVID-19 restriction orders in Singapore, a member will not be able to attend the AGM in person.** Instead, alternative arrangements have been put in place to allow members to participate at the AGM by (a) watching the AGM proceedings via "live" webcast, (b) submitting questions in advance of the AGM, and (c) voting by appointing the Chairman of the AGM as proxy at the AGM, are set out below.
- Members who wish to watch the "live" webcast of the AGM are to pre-register at the following website <https://captii.com/> by **2.00 p.m. on 8 June 2020**.
Members who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF and SRS investors) and who wish to watch the "live" webcast of the AGM should approach their respective relevant intermediaries by **5.00 p.m. on 1 June 2020**.
Confirmation of a member's successful pre-registration for the "live" webcast of the AGM proceedings will be sent by email to the member's email address provided or if the member is a legal entity, the corporate representative's email address provided or if the member is a relevant intermediary, the Beneficial Owner's email address provided. The email ("Confirmation Email") will contain access link, ID and password details to watch the "live" webcast of the AGM proceedings.
The abovementioned access link, ID and password details should only be used by the authenticated members, and should not be shared with anyone else. If it is established that the access link, ID and password details are being used by someone other than the authenticated members, the Company reserves the right to revoke the respective user's access to the AGM.
Members who do not receive the Confirmation Email by **2.00 p.m. on 10 June 2020**, but have registered by the 8 June 2020 deadline, should contact our share registrar, Boardroom Corporate & Advisory Services Pte Ltd at srs.teamb@boardroomlimited.com.
- Members who pre-register to watch the "live" webcast may also submit questions related to the resolutions to be tabled for approval at the AGM via the pre-registration website at <https://captii.com/>. All questions must be submitted by **2.00 p.m. on 8 June 2020**.
The Management and the Board of Directors of the Company will endeavour to address substantial and relevant questions (as may be determined by the Company in its sole discretion) received from members by publishing the responses to those questions on the SGX website at <https://www.sgx.com/securities/company-announcements> and the Company's website at <http://captii.listedcompany.com/>, by **6.00 p.m. on 10 June 2020**.
Please note that members will not be able to ask questions at the AGM "live" during the webcast, and therefore members should pre-register their participation in order to submit their questions in advance of the AGM.
- A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. This proxy form may be accessed at the Company's website at <http://captii.listedcompany.com/>, and on the SGX website at <https://www.sgx.com/securities/company-announcements>. Printed copies of the proxy form will not be sent to members.
Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
Members who hold their Shares through relevant intermediaries as defined in Section 181 of the Companies Act, Chapter 50 (including CPF and SRS investors) and who wish to exercise their votes by appointing the Chairman of the Meeting as proxy should approach their respective relevant intermediaries (including their respective CPF agent banks or SRS Approved Banks) to submit their voting instructions by **5.00 p.m. on 1 June 2020** in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to appoint the Chairman of the Meeting to vote on their behalf by **2.00 p.m. on 9 June 2020**.
The instrument appointing the Chairman of the Meeting as proxy must be submitted to the company in the following manner by **2.00 p.m. on 9 June 2020**:-
(a) if submitted by post, be lodged with the Company's share registrar, Boardroom Corporate & Advisory Services Pte Ltd at 50 Raffles Place, #32-01 Singapore Land Tower Singapore 048623; or
(b) if submitted electronically, be submitted via email to the Company's share registrar at captii-agm@boardroomlimited.com.
A member who wishes to submit an instrument of proxy must first download, 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.
In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.
- The Chairman of the Meeting, as proxy, need not be a member of the Company.
- The 2019 Annual Report has been published on the Company's website at <http://captii.listedcompany.com/>, and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
- Due to the constantly evolving COVID-19 situation in Singapore, we may be required to change our arrangements for the AGM at short notice. Members should check the Company's website at <http://captii.listedcompany.com/>, and on the SGX website at <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the AGM.

Personal data privacy

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman of the Meeting as proxy for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines.