

Notice of Annual General Meeting

CAPALLIANZ HOLDINGS LIMITED

(Company Registration No. 199905693M)

(Incorporated in the Republic of Singapore)

NOTICE IS HEREBY GIVEN that the 2022 Annual General Meeting ("**AGM**") of CapAllianz Holdings Limited (the "**Company**") will be held by way of electronic means at the date and time for the following purposes:

Date: Friday, 28 October 2022

Time: 1.00 p.m.

AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 30 June 2022 ("**FY2022**"), together with the Auditors' Report thereon. Resolution 1

2. To re-elect Mr Yu Jinfeng, a Director of the Company retiring in accordance with Regulation 117 of the Company's Constitution and who, being eligible, offer himself for re-election, as a Director of the Company. Resolution 2

[See Explanatory Note (i)]

3. To re-elect Mr Liu Qiang, a Director of the Company retiring in accordance with Regulation 117 of the Company's Constitution and who, being eligible, offer himself for re-election, as a Director of the Company. Resolution 3

[See Explanatory Note (ii)]

4. To re-elect Ms Huang Lin, a Director of the Company retiring in accordance with Regulation 117 of the Company's Constitution and who, being eligible, offer herself for re-election, as a Director of the Company. Resolution 4

[See Explanatory Note (iii)]

5. To re-elect Mr Pang Kee Chai, Jeffrey, a Director of the Company retiring in accordance with Regulation 107 of the Company's Constitution and who, being eligible, offer himself for re-election, as a Director of the Company. Resolution 5

[See Explanatory Note (iv)]

6. To approve the payment of Directors' fees of S\$142,521 for FY2022 (FY2021: S\$85,123). Resolution 6

[See Explanatory Note (v)]

7. To approve the payment of Directors' fees of S\$180,000 for the financial year ending 30 June 2023 ("**FY2023**"), to be paid quarterly in arrears. Resolution 7

[See Explanatory Note (vi)]

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| 8. | To re-appoint Messrs Nexia TS Public Accounting Corporation as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. | Resolution 8 |
| 9. | To transact any other business which may be properly transacted at an AGM. | |

AS SPECIAL BUSINESS

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

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| 10. | To approve a one-time ex-gratia payment of S\$20,000, to be paid fully in cash, to the former Non-Executive and Lead Independent Director of the Company, Mr Ong Beng Chye. | Resolution 9 |
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[See Explanatory Note (vii)]

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| 11. | Authority to allot and issue shares | Resolution 10 |
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"That pursuant to Section 161 of the Companies Act 1967 of Singapore ("**Companies Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalist ("**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to allot and issue shares and/or convertible securities in the capital of the Company (whether by way of rights, bonus or otherwise) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit provided that:

- (i) the aggregate number of shares and/or convertible securities to be issued pursuant to this Resolution must not be more than one hundred per cent (100%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of shares and/or convertible securities to be issued other than on a *pro-rata* basis to existing shareholders of the Company must not be more than fifty per cent (50%) of the total number of issued shares excluding treasury shares and subsidiary holdings of the Company (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculations as may be prescribed by the SGX-ST), for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (i) above, the total number of issued shares excluding treasury shares and subsidiary holdings shall be based on the total number of issued shares excluding treasury shares and subsidiary holdings of the Company at the time this Resolution is passed after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

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adjustments in accordance with sub-paragraph (ii)(a) or (ii)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution;

- (iii) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Company's Constitution; and
- (iv) unless revoked or varied by the Company in a general meeting, the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (viii)]

BY ORDER OF THE BOARD

Yap Peck Khim
Company Secretary
Date: 13 October 2022

Explanatory Notes:

- (i) Mr Yu Jinfeng shall, upon re-election as a Director of the Company, remain as the Chairman of the Board of Directors of the Company ("**Board**"), a Non-Executive Independent Director of the Company, Chairman of the Remuneration Committee, as well as a member of the Audit Committee and the Nominating Committee. Mr Yu Jinfeng is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.
- (ii) Mr Liu Qiang shall, upon re-election as a Director of the Company, remain as an Executive Director and Chief Executive Officer of the Company.
- (iii) Ms Huang Lin shall, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director of the Company, Chairman of the Audit Committee, as well as a member of the Nominating Committee and the Remuneration Committee. Ms Huang Lin is considered independent by the Board for the purpose of Rule 704(7) of the Catalist Rules.
- (iv) Mr Pang Kee Chai, Jeffrey shall, upon re-election as a Director of the Company, remain as the Vice Chairman of the Board, an Executive Director of the Company and a member of the Nominating Committee.

Detailed information (including information as set out in Appendix 7F to the Catalist Rules) on the aforesaid Directors of the Company can be found under the sections entitled "Board of Directors", "Corporate Governance Report" and "Directors' Statement" of the Company's Annual Report 2022.

- (v) Resolution 6 is to approve the payment of Directors' fees of an aggregate of S\$142,521 for FY2022 (FY2021: S\$85,123) to the Non-Executive Directors (who are all Independent Directors).

Shareholders' approval is required for the payment of Directors' fees pursuant to the Companies Act and the Constitution of the Company.

The Non-Executive Directors will abstain from voting his/her holding of shares in the Company (if any), and will procure that their respective associates abstain from voting their respective holdings of shares in the Company (if any), in respect of this Resolution 6.

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- (vi) Resolution 7 is to approve the payment of Directors' fees of an aggregate of S\$180,000 for FY2023 to the Non-Executive Directors (who are all Independent Directors), to be paid quarterly in arrears.

Shareholders' approval is required for the payment of Directors' fees pursuant to the Companies Act and the Constitution of the Company.

The Non-Executive Directors will abstain from voting his/her holding of shares in the Company (if any), and will procure that their respective associates abstain from voting their respective holdings of shares in the Company (if any), in respect of this Resolution 7.

- (vii) Resolution 9 is to approve the proposed one-time ex-gratia payment of S\$20,000, to be paid fully in cash, to the former Non-Executive and Lead Independent Director of the Company, Mr Ong Beng Chye ("**Mr Ong**") in recognition of Mr Ong's service and contributions to the Company and its subsidiaries as a Director of the Company since August 2016.

Resolution 9 above, if passed, will empower the Directors of the Company to complete and do and/or procure to be done all such acts and things including, without limitation, executing all such documents and approving any amendments, alterations or modifications to any documents as they may consider necessary, desirable or expedient to give full effect to this Resolution.

Mr Ong will abstain from voting his holding of shares in the Company, and will procure that his associates abstain from voting their respective holdings of shares in the Company (if any), in respect of this Resolution 9.

- (viii) Resolution 10 above, if passed, will empower the Directors of the Company from the date of the 2022 AGM of the Company until the date of the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held or the date such authority is revoked or varied by the Company in a general meeting, whichever is the earlier, to allot and issue shares and/or convertible securities in the capital of the Company. The number of shares and convertible securities, which the Directors of the Company may allot and issue under this Resolution shall not exceed one hundred per cent (100%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time of passing this Resolution. For allotment and issuance of shares and/or convertible securities other than on a *pro-rata* basis to existing shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed fifty per cent (50%) of the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time of passing this Resolution.

For the purpose of determining the aggregate number of shares that may be issued, the percentage of issued shares excluding treasury shares and subsidiary holdings in the capital of the Company will be calculated based on the Company's total number of issued shares excluding treasury shares and subsidiary holdings at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of any convertible securities or the exercise of share options or the vesting of share awards which were issued and outstanding or subsisting at the time when this Resolution is passed and any subsequent bonus issue, consolidation or subdivision of shares.

"Subsidiary holdings" has the meaning ascribed to it in the Catalyst Rules.

Notes:

Participation at the AGM

- The Company's AGM is being convened, and will be held, by electronic means pursuant to the provisions of 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 the documents and information relating to the AGM (including the Annual Report 2022, Notice of AGM and Proxy Form) will not be despatched to shareholders of the Company ("**Shareholders**"). These documents have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

- <https://www.sgx.com/securities/company-announcements>; or
- <https://www.capallianzhholdings.com>.

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3. The Company has made the following arrangements for the AGM:

- (a) observing and listening to the proceedings of the AGM contemporaneously via a "live" audio-visual webcast (via smart phones, tablets or laptops/computers) of the AGM ("**LIVE WEBCAST**");
- (b) submitting questions relating to the resolutions to be tabled at the AGM in advance of the AGM;
- (c) submitting text-based questions during the LIVE WEBCAST of the AGM;
- (d) appointing proxy(ies) to attend, speak and vote on their behalf at the AGM; and
- (e) participating in the live voting during the LIVE WEBCAST of the AGM.

4. Persons who hold the shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore), including CPF and SRS investors, and who wish to participate at the AGM by:

- (i) observing and listening to the proceedings of the AGM contemporaneously via LIVE WEBCAST;
- (ii) submitting questions relating to the resolutions to be tabled at the AGM in advance of the AGM;
- (iii) submitting text-based questions during the LIVE WEBCAST of the AGM;
- (iv) appointing proxy(ies) to attend, speak and vote on their behalf at the AGM; and
- (v) participating in the live voting during the LIVE WEBCAST of the AGM,

should contact the relevant intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares of the Company as soon as possible in order for the necessary arrangements to be made for their participation at the AGM.

Pre-registration Process for LIVE WEBCAST

- 5. All Shareholders or their corporate representatives (in the case of Shareholders which are legal entities) will be able to participate at the AGM by observing and listening to the proceedings of the AGM by accessing the LIVE WEBCAST (via smart phones, tablets or laptops/computers). To do so, Shareholders are required to pre-register their participation at the AGM at the URL <https://conveneagm.com/sg/CapallianzAGM2022> by **1.00 p.m. on 25 October 2022** (being not less than seventy-two (72) hours before the time appointed for holding the AGM) ("**Registration Deadline**") for verification of their status as Shareholders (or the corporate representatives of such Shareholders).
- 6. Upon successful verification, each such authenticated Shareholder or its corporate representative will receive an email by **25 October 2022** which will contain an user ID, a password and a link to access the LIVE WEBCAST to observe and listen to the proceedings of the AGM.
- 7. Shareholders or their corporate representatives must not forward the email to other persons who are not Shareholders and who are not entitled to participate at the AGM. This is also to avoid any technical disruptions or overload to the LIVE WEBCAST.
- 8. Shareholders or their corporate representatives who have pre-registered by the Registration Deadline but do not receive an email by **25 October 2022** may contact the Company via email at enquiries@capallianzholdings.com.

Voting at the AGM

- 9. **Please note that Shareholders who wish to vote on the resolutions to be tabled for approval at the AGM may vote live at the AGM through the LIVE WEBCAST or vote with their Proxy Forms (as defined herein) by appointing proxy(ies) or the Chairman of the Meeting as proxy to cast votes on their behalf.**
- 10. The Proxy Form for the AGM may be accessed on the Company's corporate website at the URL www.capallianzholdings.com and on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements>.

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11. A Shareholder who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such Shareholder's Proxy Form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form.

A Shareholder who is a relevant intermediary is entitled to 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 such Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

"Relevant intermediary" has the meaning ascribed to it in Section 181(6) of the Companies Act 1967 of Singapore.

12. A proxy need not be a member of the Company.
13. CPF and SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks and SRS Operators to submit their votes by 17 October 2022 (at least seven (7) working days before the AGM).
14. The duly executed instrument appointing a proxy(ies), together with the power of attorney or other authority (if any) under which it is signed, or a notarial certified copy ("Proxy Form") must be submitted to the Company in the following manner:
- if submitted in person or by post, be lodged at the office of the Company's Share Registrar, B.A.C.S. Private Limited at 77 Robinson Road #06-03 Robinson 77, Singapore 068896; or
 - if submitted electronically, by sending a scanned pdf copy by email to enquiries@capallianzhholdings.com,

in either case by **1.00 p.m. on 26 October 2022** (being not less than forty-eight (48) hours before the time appointed for holding the AGM) and in default the Proxy Form for the AGM shall not be treated as valid.

A Shareholder who wishes to submit a Proxy Form must first download, complete and sign the Proxy Form, before submitting it in person or by post to the address provided above, or before scanning and sending it by email to the email address provided above.

15. Submission by a Shareholder of a valid Proxy Form appointing a proxy(ies) at least forty-eight (48) hours before the time appointed for holding the AGM will supersede any previous Proxy Form appointing a proxy(ies) submitted by that Shareholder.

Submission of Questions

16. Shareholders may submit any questions related to the resolutions to be tabled at the AGM by email to enquiries@capallianzhholdings.com by 9.00 a.m. on 21 October 2022 ("Cut-Off Time"). Alternatively, **Shareholders will be able to ask text-based questions during the AGM via LIVE WEBCAST under the "Ask a Question" tab to input queries in the questions text box.**
17. The Company will endeavour to address the substantial and relevant questions received from Shareholders by the Cut-Off Time, no later than forty-eight (48) hours prior to the closing date and time for the lodgment of the proxy forms by publishing the responses to these questions on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at the URL www.capallianzhholdings.com. The Company will also address any subsequent clarifications sought, or follow-up questions in respect of such substantial and relevant questions which have not already been addressed prior to the AGM, as well as those substantial and relevant questions received at the AGM, during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.
18. The Company will publish the minutes of the AGM (together with the responses to the substantial and relevant questions received from Shareholders which are addressed during the AGM, if applicable) on the SGX's website at the URL <https://www.sgx.com/securities/company-announcements> and the Company's corporate website within one (1) month after the date of the AGM.

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Personal Data Privacy:

By (a) submitting an instrument appointing a proxy(ies) to attend, speak and vote at the AGM and/or any adjournment thereof, or (b) submitting details for the registration to observe and listen to the proceedings of the AGM via LIVE WEBCAST, or (c) submitting any question prior to or during the AGM in accordance with this Notice of AGM, a member of the Company consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the following purposes:

- (i) processing and administration by the Company (or its agents or service providers) of proxy forms appointing proxy(ies) for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (including any adjournment thereof);
- (ii) processing of the registration for purpose of granting access to members of the Company (or their corporate representatives in the case of members of the Company which are legal entities) to the LIVE WEBCAST to observe and listen to the proceedings of the AGM and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions from members of the Company received before or during the AGM and if necessary, following up with the relevant members of the Company in relation to such questions; and
- (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/ or guidelines by the relevant authorities.

Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "**Sponsor**"), in accordance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst.*

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

The contact person for the Sponsor is Ms. Goh Mei Xian, Director, ZICO Capital Pte. Ltd. at 77 Robinson Road #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.