

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of the company will be held at Grand Mercure Singapore Roxy Hotel, 50 East Coast Road, Roxy Square, Singapore 428769, Frankel & Meyer Room, Level 3 on Wednesday 26 April 2023 at 3.00 p.m. to transact the following business: -

## AS ORDINARY BUSINESS

- |    |   |                     |
|----|---|---------------------|
| 1. | To receive and adopt the Directors’ Statement and the Audited Financial Statements of the company for the financial year ended 31 December 2022 and the Independent Auditors’ Report thereon. | <b>Resolution 1</b> |
| 2. | To approve the directors’ fees of S\$91,100/- for the financial year ended 31 December 2022 [2021: S\$91,100/-].  | <b>Resolution 2</b> |
| 3. | To re-elect Mr Chuah Seong Phaik who is retiring pursuant to Article 103 of the company’s constitution. <i>(See Explanatory Note 1)</i>   | <b>Resolution 3</b> |
| 4. | To re-elect Mr Phuah Peng Hock who is retiring pursuant to Article 103 of the company’s constitution. <i>(See Explanatory Note 2)</i>   | <b>Resolution 4</b> |
| 5. | To re-appoint RSM Chio Lim LLP as auditors of the company and to authorise the directors to fix their remuneration.   | <b>Resolution 5</b> |

## AS SPECIAL BUSINESS

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

### Ordinary Resolutions

- |    |  |                     |
|----|--|---------------------|
| 6. | <b>Authority to allot and issue shares</b>   |                     |
|    | (a) “That, pursuant to Section 161 of the Companies Act 1967, and the Listing Manual of the 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:-   | <b>Resolution 6</b> |
|    | (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; |                     |

# NOTICE OF ANNUAL GENERAL MEETING

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 AGM 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 3)

7. To transact any other business which may properly be transacted at an AGM.

Dated this 6th day of April 2023

By Order of the Board

Hon Wei Ling  
Company Secretary

## **Explanatory Notes on business to be transacted:**

1. Mr Chuah Seong Phaik who is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST, will, upon re-election as Director of the company, remain as the Chairman of the Audit and Nominating Committees and a member of the Remuneration Committee. There are no relationships (including immediate family relationships) between Mr Chuah Seong Phaik and the other Directors of the company or its shareholders.

*Please refer to pages 30 to 34 of the Corporate Governance Report in the 2022 Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.*

2. Mr Phuah Peng Hock who is considered independent for the purposes of Rule 704(8) of the Listing Manual of the SGX-ST, will, upon re-election as Director of the company, remain as Lead Independent Director, Chairman of Remuneration Committee and a member of the Audit and Nominating Committees. There are no relationships (including immediate family relationships) between Mr Phuah Peng Hock and the other Directors of the company or its shareholders.

*Please refer to pages 30 to 34 of the Corporate Governance Report in the 2022 Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.*

3. The ordinary resolution 6 in item 6 if passed will empower the directors of the company from the date of this Meeting until the next AGM 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 AGM of the company.

## **Notes:**

1. The members of the company are invited to **attend physically** at the Annual General Meeting (the "Meeting" or "AGM") 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. **There will be no option for members to participate virtually.** Printed copies of this Notice of AGM (the "Notice") will not be sent to members. Instead, this Notice of AGM 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>.

# NOTICE OF ANNUAL GENERAL MEETING

## 2. Arrangements for participation in the AGM physically

Members (including Central Provident Fund Investment Scheme investors (“**CPFIS Investors**”) and/or Supplementary Retirement Scheme investors (“**SRS Investors**”)) may participate in the AGM by: -

- (a) attending the AGM in person;
- (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or
- (c) voting at the AGM
  - (i) themselves personally; or (ii) through their duly appointed proxy(ies).

CPFIS and SRS investors who wish to appoint the Chairman of the Meeting as proxy shall approach their respective CPF Agent Banks or SRS Operators to submit their votes. Please see item 6 below for details.

In the event members encountered Covid-19 like symptoms prior to the Meeting, members are strongly encouraged to exercise social responsibility to rest at home and consider appoint a proxy(ies) to attend the Meeting. We encourage members to mask up when attending the Meeting.

3. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote on his/her/its behalf at the AGM. A member of the company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the company.

Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified. If no proportion is specified, the company shall be entitled to treat the first named proxy as representing the entire number of shares entered against his name in the Depository Register and any second named proxy as an alternate to the first named.

4. A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member 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 form of proxy.

“Relevant Intermediary” has the meaning ascribed to it in Section 181 of the Companies Act 1967.

5. A member can appoint the Chairman of the Meeting as his/her/its proxy **but** this is **not mandatory**. The Chairman of the AGM, 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 instrument appointing the Chairman of the Meeting as proxy. If no specific direction as to voting or abstentions from voting in respect of a resolution in the form of proxy, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

6. CPFIS/SRS investors who hold shares through CPF Agent Banks/SRS Operators:

- (a) may vote at the Meeting if they are appointed as proxies by their respective CPF Agent Banks/SRS Operators, and should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies; or
- (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the Meeting, in which case they should approach their CPF Agent Banks/SRS Operators to submit their votes at least 7 working days prior to the date of AGM i.e. **by 3.00 p.m. on 14 April 2023**.

7. The instrument appointing a proxy or proxies, duly executed, must be submitted to the company in the following manner:

- (a) if submitted by post, be lodged with the company’s share registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
- (b) if submitted electronically, be submitted via email by attaching and sending a clear scanned PDF copy of it to the company’s share registrar at [captii-agm2023@boardroomlimited.com](mailto:captii-agm2023@boardroomlimited.com).

in either case, not less than 48 hours before the time appointed for holding the Meeting i.e. **by 3.00 p.m. on 24 April 2023**, and failing which, the Proxy Form will not be treated as valid.

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.

## NOTICE OF ANNUAL GENERAL MEETING

8. The company shall be entitled to, and will, treat any valid Proxy Form which was delivered by a member to the company **before 3.00 p.m. on 24 April 2023** as a valid instrument as the member's proxy to attend, speak and vote at the Meeting if: (a) the member had indicated how he/she/it wished to vote for or vote against or abstain from voting on each resolution; and (b) the member has not withdrawn the appointment by 3.00 p.m. on 24 April 2023.
9. If the member is a corporation, the instrument appointing the proxy must be under seal or the hand of an officer or attorney duly authorised.
10. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the Meeting if he/she so wishes. The appointment of the proxy(ies) for the Meeting will be deemed to be revoked if the member attends the Meeting in person and in such event, the company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy(ies) to the Meeting.
11. Members may submit questions related to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by **3.00 p.m. on 17 April 2023**:
  - (a) if submitted by post, be lodged with the company's share registrar, Boardroom Corporate & Advisory Services Pte Ltd at 1 Harbourfront Avenue, #14-07 Keppel Bay Tower, Singapore 098632; or
  - (b) if submitted electronically, be submitted via email to the company's share registrar at [captii-agm2023@boardroomlimited.com](mailto:captii-agm2023@boardroomlimited.com).

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 21 April 2023**.
12. The company will, within one month after the date of the AGM, publish the minutes of the AGM on the SGX website at <https://www.sgx.com/securities/company-announcements> and the company's website at <http://captii.listedcompany.com/>, and the minutes will include the responses to the questions which are addressed during the AGM, if any.
13. The 2022 Annual Report has been published on 5 April 2023 on the company's website at <http://captii.listedcompany.com/>, and on the SGX website at <https://www.sgx.com/securities/company-announcements>.
14. Important reminder. Members are reminded to check SGXNet for any latest updates on the status of the AGM.

### Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the company (i) 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 proxies and representatives appointed 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 (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.