

## ANNUAL GENERAL MEETING::VOLUNTARY

### Issuer & Securities

#### Issuer/ Manager

CAPTII LIMITED

#### Security

CAPTII LIMITED - SG1BA0000004 - AWW

### Announcement Details

#### Announcement Title

Annual General Meeting

#### Date & Time of Broadcast

07-Apr-2025 17:28:31

#### Status

New

#### Announcement Reference

SG250407MEETIRDR

#### Submitted By (Co./ Ind. Name)

Wong Tze Leng

#### Designation

Executive Chairman

#### Financial Year End

31/12/2024

### Event Narrative

Narrative Type	Narrative Text
Additional Text	Please refer to the attachments.

### Event Dates

#### Meeting Date and Time

25/04/2025 15:00:00

#### Response Deadline Date

23/04/2025 15:00:00

### Event Venue(s)

#### Place

Venue(s)	Venue details
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Meeting Venue	Grand Mercure Singapore Roxy Hotel, 50 East Coast Road, Roxy Square, Singapore 428769, Frankel & Meyer Room, Level 3
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## Attachments

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[Captii - Notice of AGM.pdf](#)

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[Captii - Proxy Form.pdf](#)

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Total size =148K MB

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# 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 **Friday, 25 April 2025 at 3.00 p.m.** to transact the following business:

## AS ORDINARY BUSINESS

### Ordinary Resolutions

- |    |   |                     |
|----|---|---------------------|
| 1. | To receive and adopt the Directors’ Statement and the Audited Financial Statements of the company for the financial year ended 31 December 2024 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 2024 [2023: S\$91,100/-].  | <b>Resolution 2</b> |
| 3. | To re-elect Ms Lee Su Nie who is retiring pursuant to Regulation 103 of the company’s Constitution.<br><i>(See Explanatory Note 1)</i>  | <b>Resolution 3</b> |
| 4. | To elect Mr Tiong Yee Kou who is retiring pursuant to Regulation 107 of the company’s Constitution.<br><i>(See Explanatory Note 2)</i>  | <b>Resolution 4</b> |
| 5. | To elect Mr Yong Kam Fei who is retiring pursuant to Regulation 107 of the company’s Constitution.<br><i>(See Explanatory Note 3)</i>   | <b>Resolution 5</b> |
| 6. | To re-appoint RSM SG Assurance LLP as auditors of the company and to authorise the directors to fix their remuneration.   | <b>Resolution 6</b> |

## AS SPECIAL BUSINESS

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

### Ordinary Resolutions

- |     |  |                     |
|-----|--|---------------------|
| 7.  | <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 7</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 4)

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

Dated this 8<sup>th</sup> day of April 2025

By Order of the Board

Peck Jen Jen  
Company Secretary

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

1. Ms Lee Su Nie will, upon re-election as Director, remain as a Non-Independent Non-Executive Director and a member of the Audit, Remuneration and Nominating Committees of the company.

*Please refer to pages 32 to 38 of the Corporate Governance Report in the 2024 Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.*

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

*Please refer to pages 32 to 38 of the Corporate Governance Report in the 2024 Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.*

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

*Please refer to pages 32 to 38 of the Corporate Governance Report in the 2024 Annual Report for the detailed information as required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.*

4. The ordinary resolution 7 in item 7 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.

# NOTICE OF ANNUAL GENERAL MEETING

## Notes:

1. The members of the company (the “Members”) are invited to **attend physically** at the AGM. **There will be no option for the Members to participate virtually.**
2. Printed copies of the Annual Report, this Notice of AGM and the Proxy Form will be sent by post to the Members and published on the company's website at <https://ir.captii.com/> and SGX website at <https://www.sgx.com/securities/company-announcements>.
3. **Arrangements for participation in the AGM physically**

Members (including investors who hold shares through the Relevant Intermediaries, including Central Provident Fund (“CPF”) Investment Scheme (“CPF Investors”) and/or Supplementary Retirement Scheme (“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).

CPF Investors and SRS Investors who wish to appoint the Chairman of the AGM (and not third-party proxy(ies)) as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by **3.00 p.m. on 15 April 2025**, being seven (7) working days prior to the date of the AGM.

To attend the AGM, please bring along your NRIC/passport so as to enable the company to verify your identity. Members are requested to arrive early to facilitate the registration process.

4. 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, 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.

Where such Member appoints two (2) proxies, the proportion of his/her/its 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/her/its name in the Depository Register and any second named proxy as an alternate to the first named.

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 Proxy Form.

“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 AGM as his/her/its proxy but this is not mandatory.
6. The instrument appointing a proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a notarial certified copy thereof, must be deposited in the following manner:
  - (a) if submitted by post, be lodged in the office of 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-agm2025@boardroomlimited.com](mailto:captii-agm2025@boardroomlimited.com).

in either case, by no later than **3.00 p.m. on 23 April 2025**, being at least 48 hours before the time appointed for holding the AGM. Members are strongly encouraged to submit the completed proxy forms electronically by email.

The instrument appointing the proxy(ies) must be signed by the appointor or his attorney duly authorised in writing. Where the instrument appointing the proxy(ies) is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.

The company shall be entitled to reject the instrument appointing the proxy if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the proxy).

# NOTICE OF ANNUAL GENERAL MEETING

In addition, in the case of Shares entered in the Depository Register maintained by The Central Depository (Pte) Limited, the company may reject any instrument of proxy if the Member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM.

7. Members may raise questions at the AGM and/or 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 15 April 2025**:
  - (a) if submitted by post, be lodged in the office of 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-agm2025@boardroomlimited.com](mailto:captii-agm2025@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 <https://ir.captii.com/>, by **17 April 2025**.

8. 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 <https://ir.captii.com/>, and the minutes will include the responses to the questions which are addressed during the AGM, if any.

## Personal Data Privacy

"**Personal data**" in this Notice of AGM has the same meaning as "personal data" in the Personal Data Protection Act 2012, which includes the Member's name and its proxy's and/or representative's name, address, email address and NRIC/Passport number. 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 (i) consents to the collection, use and disclosure of the Member's personal data by the company (or its agents or service providers) for the purpose of processing, administration and analysis by the company (or its agents or service providers) of the 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 or service providers) to comply with any applicable laws, listing rules, take-over 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 or service providers), 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 or service providers) 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. The Member's personal data and its proxy's and/or representative's personal data may be disclosed or transferred by the company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the company's verification and record purposes.

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 for the AGM. Accordingly, the personal data of a Member or its proxy and/or representative (such as his/her name, his/her presence at the AGM and any questions he/she may raise or motions he/she proposes/seconds) may be recorded by the company for such purpose.

# CAPTII LIMITED

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

## IMPORTANT

1. The Annual General Meeting will be held physically. **Members have no option to participate virtually.**
2. For CPF Investors/SRS Investors who have used their CPF/SRS monies to buy the company's shares, this Proxy Form is not valid for use by CPF Investors/ SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them. CPF Investors/SRS Investors should contact their respective CPF Agent Banks/SRS Operators if they have any queries regarding their appointment as proxies.
3. By submitting an instrument appointing a proxy(ies) and/or representative(s), a member accepts and agrees to the personal data privacy terms set out in the Notes to this Proxy Form.

## PROXY FORM

I/We \_\_\_\_\_ (Name) NRIC/Passport No. \_\_\_\_\_

of \_\_\_\_\_ (Address)

being a member/members of CAPTII LIMITED (the "company"), hereby appoint: -

Name	Address	NRIC/ Passport No.	Proportion of shareholdings	
			No. of shares	%

\*and/or

Name	Address	NRIC/ Passport No.	Proportion of shareholdings	
			No. of shares	%

or failing which, the Chairman of the Annual General Meeting ("AGM") of the company as \*my/our \*proxy/proxies to attend, speak and vote for \*me/us on \*my/our behalf at the AGM of the company to be held at Grand Mercure Singapore Roxy Hotel, 50 East Coast Road, Roxy Square, Singapore 428769, Frankel & Meyer Room, Level 3 on **Friday, 25 April 2025 at 3.00 p.m.** and at any adjournment thereof.

\*I/We direct \*my/our \*proxy/proxies to vote for, against or abstain the Resolutions proposed at the AGM as indicated hereunder.

No.	Ordinary Resolutions	*For	*Against	*Abstain
<b>Ordinary Business</b>				
1.	To receive and adopt the Directors' Statement and the Audited Financial Statements of the company for the financial year ended 31 December 2024 and the Independent Auditors' Report thereon.			
2.	To approve the directors' fees of S\$91,100/- for the financial year ended 31 December 2024 [2023: S\$91,100/-].			
3.	To re-elect Ms Lee Su Nie who is retiring pursuant to Regulation 103 of the company's constitution.			
4.	To elect Mr Tiong Yee Kou who is retiring pursuant to Regulation 107 of the company's constitution			
5.	To elect Mr Yong Kam Fei who is retiring pursuant to Regulation 107 of the company's constitution.			
6.	To re-appoint Messrs RSM SG Assurance LLP as auditors of the company and to authorise the directors to fix their remuneration.			
<b>Special Business</b>				
7.	To authorise directors to allot shares pursuant to Section 161 of the Companies Act 1967.			

\* If you wish to exercise all your votes "For", "Against" or "Abstain", please indicate with a "✓" or a "x" in the box provided. Alternatively, please indicate the number of shares as appropriate. If no specific direction as to voting is given, the proxy/proxies (except where the Chairman of the AGM is appointed as my/our proxy) will vote or abstain from voting at his/her/their discretion on any matter arising at the AGM and at any adjournment thereof.

Dated this \_\_\_\_\_ day \_\_\_\_\_ 2025

		Total Number of Shares Held

Signature(s) of Member(s) or  
Common Seal of Corporate Member

\* Delete accordingly

**IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM**

#### Notes:-

1. A member who is unable to attend the AGM and wishes to appoint proxy(ies) to attend, speak and vote at the AGM on his/her/its behalf should complete, sign and return the instrument of proxy in accordance with the instructions printed thereon.
2. If the member has shares entered against his name in the Depository Register (maintained by The Central Depository (Pte) Limited), he should insert that number of shares. If the member has shares registered in his name in the Register of Members (maintained by or on behalf of the company), he should insert that number of shares. If the member has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members, he should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by the member.
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. 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.
6. For investors who hold shares through relevant intermediaries, including Central Provident Fund Investment Schemes (“CPF Investors”) and/or Supplementary Retirement Scheme (“SRS Investors”) should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least 7 working days before the AGM i.e. **by 3.00 p.m. on 15 April 2025**. CPF/SRS Investors should contact their respective CPF Agent Banks or SRS Operators for any queries they may have with regard to the appointment of proxy for the AGM.
7. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act 1967 or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing a proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.
8. The instrument appointing the proxy, together with the letter or power of attorney or other authority under which it is signed or a duly certified copy thereof (if applicable), must be submitted either: -
  - (a) if submitted by post, be lodged in the office of 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-agm2025@boardroomlimited.com](mailto:captii-agm2025@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 23 April 2025**, 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.

9. Completion and return of the Proxy Form by a member will not prevent him/her from attending, speaking and voting at the AGM if he/she so wishes. The appointment of the proxy(ies) for the AGM will be deemed to be revoked if the member attends the AGM 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 AGM.

#### General:

The company shall be entitled to reject the instrument of proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting. In addition, in the case of members of the company whose shares are entered against their names in the Depository Register, the company may reject any instrument of proxy if such members are not shown to have shares entered against their names in the Depository Register seventy-two (72) hours before the time appointed for holding the Annual General Meeting as certified by The Central Depository (Pte) Limited to the Company.

#### Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated **8 April 2025**.