

**CIRCULAR DATED 7 MARCH 2024**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately.**

If you have sold or transferred all your ordinary shares in the capital of Capital World Limited (the “**Company**”) held through The Central Depository (Pte) Limited (“**CDP**”), you need not forward this Circular with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of Extraordinary General Meeting and the attached Proxy Form to be sent to the purchaser or transferee.

If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee, or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

*The Circular has been prepared by the Company with the advice of its Singapore legal advisors, Morgan Lewis Stamford LLC and its contents has been reviewed by the Company's sponsor, RHT Capital Pte Ltd (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**Exchange**”) and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document. The contact person for the Sponsor is Mr. Josh Tan – Registered Professional, at 36 Robinson Road, #10-06, City House, Singapore 068877, [sponsor@rhtgoc.com](mailto:sponsor@rhtgoc.com).*

## **CAPITAL WORLD LIMITED**

(Company Registration Number: CT-276295)  
(Incorporated in the Cayman Islands)

### **CIRCULAR TO SHAREHOLDERS IN RELATION TO:**

- 1. THE PROPOSED ALLOTMENT AND ISSUANCE OF 1,545,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 PER CONVERSION SHARE PURSUANT TO THE CONVERTIBLE LOAN AGREEMENT**
- 2. THE PROPOSED ALLOTMENT AND ISSUANCE OF 18,333,333 DIRECTOR BONUS SHARES TO MR. LOW CHAI CHONG AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
- 3. THE PROPOSED ALLOTMENT AND ISSUANCE OF 50,000,000 DIRECTOR BONUS SHARES TO MR. HOO KHEE LENG AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
- 4. THE PROPOSED ALLOTMENT AND ISSUANCE OF 50,000,000 DIRECTOR BONUS SHARES TO MR. SIOW CHIEN FU AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
- 5. THE PROPOSED ALLOTMENT AND ISSUANCE OF 15,000,000 DIRECTOR BONUS SHARES TO MR. LAM KWONG FAI AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
- 6. THE PROPOSED ALLOTMENT AND ISSUANCE OF 13,333,333 DIRECTOR BONUS SHARES TO MS. TAN LER CHOO AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
- 7. THE PROPOSED ALLOTMENT AND ISSUANCE OF 38,600,000 EMPLOYEE BONUS SHARES TO RELEVANT EMPLOYEES AT A PRICE OF S\$0.003 PER EMPLOYEE BONUS SHARES**

8. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 50,000,000 ADVISORY SERVICES SHARES TO DATUK WIRA ERIC TAN ENG HUAT AT A PRICE OF S\$0.003 PER ADVISORY SERVICES SHARE**
9. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 22,593,200 SETTLEMENT SHARES TO MR. LAI CHEE HOE AT A PRICE OF S\$0.005 PER SETTLEMENT SHARE**
10. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 28,000,000 SETTLEMENT SHARES TO MR. TAN CHIN TUAN AT A PRICE OF S\$0.005 PER SETTLEMENT SHARE**

**IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form : 20 March 2024 at 10.00 am

Date and time of Extraordinary General Meeting : 22 March 2024 at 10.00 am

Place of Extraordinary General Meeting : 1 North Bridge Road #09-00 High Street Centre Singapore 179094

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## DEFINITIONS

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For the purpose of this Circular, except where the context otherwise requires or is otherwise stated, the following definitions shall apply throughout:

<b>“Act”</b>	The Companies Act 1967 of Singapore, as may be amended, modified or supplemented from time to time
<b>“Adjustment Event”</b>	Has the meaning ascribed to it in Section 2.4 of this Circular
<b>“Advisory Services Shares”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“AIM Worldwide” or the “Lender”</b>	AIM Worldwide Group Ltd
<b>“Articles of Association”</b>	The existing articles of association of the Company
<b>“Board of Directors”</b>	The board of directors of the Company as at the date of this Circular
<b>“Business Day”</b>	A day (excluding Saturday, Sunday and a public holiday) in Singapore
<b>“Catalist Rules”</b>	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, varied or supplemented from time to time
<b>“Cayman Companies Act”</b>	<b>Islands</b> The Companies Act (Revised) of the Cayman Islands, as may be amended, modified or supplemented from time to time
<b>“CDP”</b>	The Central Depository (Pte) Limited
<b>“Circular”</b>	This circular to Shareholders dated 7 March 2024
<b>“CLA Loan”</b>	The convertible loan of an aggregate principal amount (before Interest) of S\$2,000,000 granted to the Company by AIM Worldwide pursuant to the Convertible Loan Agreement on the Terms and Conditions
<b>“Concert Parties”</b>	The parties deemed to be acting in concert with AIM Worldwide under the Takeover Code, namely Ms. Lu Chai Hong, Ms. Vinnie Tan, Mr. Colin Tan, Mr. Edwin Tan, Datuk Eric and Ms. Tan Ler Choo
<b>“Connected Persons”</b>	The parties deemed to be connected with AIM Worldwide for the purposes of Chapter 9 of the Catalist Rules, namely Ms. Lu Chai Hong, Ms. Vinnie Tan, Mr. Colin Tan, Mr. Edwin Tan, Datuk Eric and Ms. Tan Ler Choo
<b>“Controller”</b>	An administrator, receiver, receiver and manager, trustee, provisional liquidator, liquidator, or any other person holding or appointed to a similar office or acting or purporting to act in a similar manner whether under any statute, the order or authority of any court or other government agency, security party or otherwise
<b>“Conversion Completion”</b>	Has the meaning ascribed to it in Section 2.4 of this Circular

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## DEFINITIONS

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<b>“Conversion Date”</b>	<b>Completion</b>	Has the meaning ascribed to it in Section 2.4 of this Circular
<b>“Conversion Precedent”</b>	<b>Conditions</b>	Has the meaning ascribed to it in Section 2.4 of this Circular
<b>“Conversion Expiry Date”</b>		The close of business in Singapore on the date falling on the earlier of (i) six (6) months from the Trading Resumption Date and (ii) the Business Day immediately before the Maturity Date
<b>“Conversion Notice”</b>		A notice in writing in form or substantially in the form set out in Schedule 1 of the Convertible Loan Agreement, which serves to notify the Company that the Lender wishes to exercise its Conversion Right
<b>“Conversion Price”</b>		The price at which the Conversion Shares will be issued upon conversion will initially be S\$0.0011, but will be subject to adjustment in the manner provided in the Terms and Conditions, provided that the Conversion Price will not be lower than the par value of the Conversion Shares
<b>“Conversion Right”</b>		Has the meaning ascribed to it in Section 2.4 of this Circular
<b>“Conversion Shares”</b>		Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Convertible Agreement”</b>	<b>Loan</b>	The convertible loan agreement entered between the Company and the Lender pursuant to which the Lender granted or shall grant to the Company the CLA Loan on the Terms and Conditions, further details of which are set out under Section 2.4 of this Circular
<b>“CPF”</b>		Central Provident Fund
<b>“CPF Funds”</b>		CPF investible savings
<b>“CPF Investment Account”</b>		The investment account maintained with an approved CPF agent bank for the purpose of investment of CPF Funds under the CPFIS – Ordinary Account
<b>“CPFIS”</b>		CPF Investment Scheme
<b>“CPFIS Members”</b>		Shareholders who have previously purchased Shares using their CPF Funds under their CPF Investment Accounts
<b>“Datuk Eric”</b>		Datuk Wira Eric Tan Eng Huat
<b>“Debt Conversion Deeds”</b>		The debt conversion deeds entered into between the Company and each of Mr. Lai Chee Hoe and Mr. Tan Chin Tuan both dated 5 March 2024.
<b>“Directors”</b>		The directors of the Company as at the Latest Practicable Date
<b>“Director Bonus Shares”</b>		Has the meaning ascribed to it in Section 1.1 of this Circular

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## DEFINITIONS

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<b>“EGM”</b>	The extraordinary general meeting of the Company, notice of which is given in the Notice of EGM set out on pages N-1 to N-11 of this Circular
<b>“Employee Bonus Shares”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Encumbrance”</b>	Any mortgage, charge, rent-charge, pledge, lien, option, restriction, right of first refusal, right of pre-emption, moratorium, claim, right, interest or preference granted to any third party, or any other encumbrance or security interest of any kind (or an agreement or commitment to create any of the same)
<b>“Enlarged Share Capital”</b>	The enlarged issued share capital of the Company, being S\$87,551,668, comprising 16,099,980,426 Shares on a fully-diluted basis, assuming: (i) full conversion of the outstanding amount on the CLA Loan at the initial Conversion Price of S\$0.0011 and the allotment and issuance of 1,545,454,545 Conversion Shares; (ii) the allotment and issuance of 146,666,666 Director Bonus Shares pursuant to the Proposed Director Bonus Share Issue; (iii) the allotment and issuance of 38,600,000 Employee Bonus Shares pursuant to the Proposed Employee Bonus Share Issue; (iv) the allotment and issuance of 50,000,000 Advisory Services Shares pursuant to the Proposed Advisory Services Share Issue; and (v) the allotment and issuance of 50,593,200 Settlement Shares pursuant to the Proposed Settlement Share Issue
<b>“EPS”</b>	Earnings per Share
<b>“Event of Default”</b>	Has the meaning ascribed to it in Section 2.4 of this Circular
<b>“Existing Share Capital”</b>	The existing issued share capital of the Company as at the Latest Practicable Date, being S\$85,720,354, comprising 14,268,666,015 Existing Shares
<b>“Existing Shares”</b>	The existing issued ordinary shares in the capital of the Company of a par value of S\$0.04 or S\$0.001, as the context may require
<b>“FY”</b>	Financial year ended or ending 30th June
<b>“Group” or “Group Companies”, and each a “Group Company”</b>	The Company and its subsidiaries
<b>“Interest Rate”</b>	Interest payable on the Loan and (where applicable) interest payable on an Unpaid Sum (as defined in the Convertible Loan Agreement), as set out under Section 2.4 of this Circular
<b>“Issue Price”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Latest Practicable Date”</b>	29 February 2024, being the latest practicable date prior to the printing of this Circular
<b>“Loan”</b>	Has the meaning ascribed to it in Section 2.4 of this Circular

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## DEFINITIONS

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<b>“Long-stop Date”</b>	Has the meaning ascribed to it in Section 2.4 of this Circular
<b>“Material Adverse Effect”</b>	Any change or effect that would have a materially adverse effect to the business, operations, assets, financial condition or the operating results of the Group including but not limited to a diminution of thirty (30%) percent or more of the value, net worth or assets of the Group
<b>“Maturity Date”</b>	The date falling thirty-six (36) months from the date the Loan is disbursed to the Company
<b>“Mr. Colin Tan”</b>	Mr. Tan June Teng Colin @ Chen Junting
<b>“Mr. Edwin Tan”</b>	Mr. Tan Ping Huang Edwin @ Chen BingHuang
<b>“Ms. Vinnie Tan”</b>	Ms. Tan Xin Wei, Vinnie
<b>“NTA”</b>	Net tangible assets
<b>“Ordinary Resolution 1”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Ordinary Resolution 2”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Ordinary Resolution 3”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Ordinary Resolution 4”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Ordinary Resolution 5”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Ordinary Resolution 6”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Ordinary Resolution 7”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Ordinary Resolution 8”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Ordinary Resolution 9”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Ordinary Resolution 10”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Proposed Advisory Services Share Issue”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Proposed Debt Capitalisation”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Proposed Director Bonus Share Issue”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Proposed Employee Bonus Share Issue”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Proposed Settlement Share Issue”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Proposed Resolutions”</b>	Collectively, Ordinary Resolutions 1 to 10

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## DEFINITIONS

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<b>“Proposed Transactions”</b>	The Proposed Debt Capitalisation, the Proposed Director Bonus Share Issue, the Proposed Employee Bonus Share Issue, the Proposed Advisory Services Share Issue and the Proposed Settlement Share Issue
<b>“Record Date”</b>	The date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares
<b>“Register of Directors’ Shareholdings”</b>	The register maintained by the Company setting out details of the Directors’ respective shareholdings
<b>“Register of Substantial Shareholders”</b>	The register of Substantial Shareholders of the Company
<b>“Registrar”</b>	The registrar of companies of the Cayman Islands
<b>“Relevant Employees”</b>	Has the meaning ascribed to it in Section 3.1 of this Circular
<b>“Scheme”</b>	The scheme of arrangement pursuant to Section 210 and 211I of the Act ( <b>“Scheme of Arrangement”</b> ) between the Company and the Scheme Creditors. A document has been prepared with full details of the Scheme which was dated 15 July 2020 and announced on 20 July 2020. The Scheme was sanctioned by an Order of Court dated 24 June 2021, the key terms of which are set out in section 2.2 of the 2021 Circular
<b>“Scheme Creditors” and each, a “Scheme Creditor”</b>	Each of the creditors of Capital City Property Sdn Bhd, a wholly-owned subsidiary of the Company, and the creditors of the Company, that are qualified and accepted by the Scheme
<b>“Securities Account”</b>	A securities account of a holder maintained with CDP or a sub-account of a holder maintained with a Depository Agent
<b>“Settlement Shares”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“Settlement Share Price”</b>	Has the meaning ascribed to it in Section 1.1 of this Circular
<b>“SFA”</b>	The Securities and Futures Act 2001 of Singapore, as may be amended, varied or supplemented from time to time
<b>“SGX-ST”</b>	The Singapore Exchange Securities Trading Limited
<b>“SGX RegCo”</b>	The Singapore Exchange Regulation Pte. Ltd.
<b>“Shareholders”</b>	Registered holders of Shares
<b>“Shares”</b>	Ordinary shares in the capital of the Company
<b>“Sponsor”</b>	The Company’s sponsor, RHT Capital Pte Ltd
<b>“SRS”</b>	Supplementary Retirement Scheme
<b>“SRS Approved Banks”</b>	Approved banks with whom SRS Investors hold their accounts under the SRS



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## DEFINITIONS

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<b>“SRS Investors”</b>	Investors who have previously purchased Shares under the SRS
<b>“Substantial Shareholders”</b>	A person (including a corporation) who (a) has an interest or interests in one or more voting shares in a company and (b) the total votes attached to that share, or those shares, is not less than 5% of the total votes attached to all the voting shares in the company
<b>“Takeover Code”</b>	The Singapore Code on Take-overs and Mergers
<b>“Terms and Conditions”</b>	The terms and conditions of the CLA Loan as set out in the Convertible Loan Agreement, a summary of which is provided under Section 2.4 of this Circular
<b>“Trading Resumption Date”</b>	The date on which the Shares resume trading on the SGX-ST being 31 October 2023
<b>“VWAP”</b>	Volume weighted average price of the Shares
<b>“2021 Circular”</b>	The circular dated 28 October 2021 issued by the Company and addressed to the Shareholders
<b>“RM”</b>	Malaysian ringgit, being the lawful currency of Malaysia
<b>“S\$” and “cents”</b>	Singapore dollars and cents, respectively, being the lawful currency of the Republic of Singapore
<b>“%”</b>	Per cent or percentage

The terms “Depositor”, “Depository”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “subsidiary” and “related corporations” shall have the meanings ascribed to them respectively in the Act.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to “persons” shall, where applicable, include corporations.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day and date in this Circular shall be a reference to Singapore time and date respectively, unless otherwise stated.

Any discrepancies in figures included in this Circular between the listed amounts and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables in this Circular may not be an arithmetic aggregation of the figures that precede them.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Cayman Islands Companies Act, the Act, the SFA or the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Cayman Islands Companies Act, the Act, the SFA or the Catalist Rules or such statutory modification thereof, as the case may be, unless the context requires otherwise.

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## **DEFINITIONS**

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Any reference in this Circular to a Rule or Chapter is a reference to the relevant rule or chapter in the Catalist Rules.

Any reference to any agreement or document shall include such agreement or document as amended, modified, varied, novated, supplemented or replaced from time to time.

Morgan Lewis Stamford LLC has been appointed as the legal advisor to the Company as to Singapore law in relation to the preparation of this Circular and the Proposed Transactions only, and did not advise on the Convertible Loan Agreement.

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## CAUTIONARY NOTE ON FORWARD-LOOKING STATEMENTS

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Certain statements contained in this Circular, which are not statements of historical fact, constitute “forward-looking statements”. Some of these statements can be identified by forward-looking terms such as “expect”, “believe”, “plan”, “intend”, “estimate”, “anticipate”, “may”, “will”, “would”, “could” or similar words. However, these words are not the exclusive means of identifying forward-looking statements. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements.

Shareholders should not place undue reliance on such forward-looking statements. Further, the Company disclaims any responsibility, and undertakes no obligation to update or revise any forward-looking statements contained in this Circular to reflect any change in the Group’s expectations with respect to such statements after the Latest Practicable Date or to reflect any change in events, conditions or circumstances on which the Company based any such statements subject to compliance with all applicable laws and regulations and/or the rules of the SGX-ST and/or any regulatory or supervisory body or agency.

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## LETTER TO SHAREHOLDERS

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### CAPITAL WORLD LIMITED

(Company Registration Number: CT-276295)  
(Incorporated in the Cayman Islands)

#### Board of Directors

Mr. Low Chai Chong (Non-Executive Independent Chairman)  
Mr. Hoo Khee Leng (Executive Director and Chief Executive Officer)  
Mr. Siow Chien Fu (Executive Director)  
Mr. Lam Kwong Fai (Non-Executive and Independent Director)  
Ms. Tan Ler Choo (Non-Executive and Non-Independent Director)

#### Registered Office:

The office of Conyers Trust  
Company (Cayman) Limited  
Cricket Square  
Hutchins Drive  
P.O.Box 2681  
Grand Cayman KY1-1111  
Cayman Islands

7 March 2024

To: The Shareholders of Capital World Limited

Dear Sir / Madam,

#### 1. INTRODUCTION

##### 1.1 EGM

The Board of Directors are convening an EGM to be held on 22 March 2024 to seek Shareholders' approval for the following resolutions:

- (a) The proposed allotment and issuance of up to 1,545,454,545 Shares ("**Conversion Shares**") at a Conversion Price of S\$0.0011 per Conversion Share in repayment of the Convertible Loan Agreement (the "**Proposed Debt Capitalisation**") as an ordinary resolution ("**Ordinary Resolution 1**"), further details of which are provided in Section 2 of this Circular;
- (b) The proposed allotment and issuance of a total of 146,666,666 new Shares ("**Director Bonus Shares**") at the price of S\$0.003 per Share ("**Issue Price**") in settlement of the bonuses to be granted to the Directors (each and collectively, a "**Proposed Director Bonus Share Issue**"), with the distribution as below, further details of which are provided in Section 3 of this Circular:
  - i. The proposed allotment and issuance of 18,333,333 new Shares to Mr. Low Chai Chong at the Issue Price as an ordinary resolution ("**Ordinary Resolution 2**");
  - ii. The proposed allotment and issuance of 50,000,000 new Shares to Mr. Hoo Khee Leng at the Issue Price as an ordinary resolution ("**Ordinary Resolution 3**");
  - iii. The proposed allotment and issuance of 50,000,000 new Shares to Mr. Siow Chien Fu at the Issue Price as an ordinary resolution ("**Ordinary Resolution 4**");
  - iv. The proposed allotment and issuance of 15,000,000 new Shares to Mr. Lam Kwong Fai at the Issue Price as an ordinary resolution ("**Ordinary Resolution 5**"); and
  - v. The proposed allotment and issuance of 13,333,333 new Shares to Ms. Tan Ler Choo at the Issue Price as an ordinary resolution ("**Ordinary Resolution 6**"); and

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## LETTER TO SHAREHOLDERS

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- (c) The proposed allotment and issuance of 38,600,000 new Shares for employees (“**Employee Bonus Shares**”) at the Issue Price (“**Proposed Employee Bonus Share Issue**”) as an ordinary resolution (“**Ordinary Resolution 7**”), further details of which are provided in Section 3 of this Circular;
- (d) The proposed allotment and issuance of 50,000,000 new Shares (“**Advisory Services Shares**”) for Datuk Wira Eric Tan Eng Huat (“**Datuk Eric**”) at the Issue Price in consideration of advisory services provided (“**Proposed Advisory Services Share Issue**”) as an ordinary resolution (“**Ordinary Resolution 8**”), further details of which are provided in Section 4 of this Circular; and
- (e) The proposed allotment and issuance of 50,593,200 new Shares (“**Settlement Shares**”) in repayment of debts owed to creditors pursuant to the Debt Conversion Deeds at a price of S\$0.005 per Settlement Share (“**Settlement Share Price**”) based on the distribution below, further details of which are provided in Section 5 of this Circular (each and collectively, a “**Proposed Settlement Share Issue**”):
  - i. The proposed allotment and issuance of 22,593,200 new Shares to Mr. Lai Chee Hoe at the Settlement Share Price as an ordinary resolution (“**Ordinary Resolution 9**”); and
  - ii. The proposed allotment and issuance of 28,000,000 new Shares to Mr. Tan Chin Tuan at the Settlement Share Price as an ordinary resolution (“**Ordinary Resolution 10**”),

(collectively, the “**Proposed Resolutions**”).

### 1.2 Purpose of Circular

The purpose of this Circular is to provide Shareholders with relevant information in relation to the Proposed Resolutions and to seek Shareholders’ approval in respect of the same at the upcoming EGM. The notice of EGM is set out on pages N-1 to N-11 of this Circular.

## 2. THE PROPOSED DEBT CAPITALISATION

### 2.1 Background

The Company, along with its subsidiaries, is a property developer. The Group’s business model of property development and investment involves the entry into joint ventures with land owners instead of purchasing the land from the landowners, so as to develop the land with minimum initial capital outlay and to maximise potential returns. The Company’s role in the joint ventures has been to conceptualise, design and implement property development projects with the result of enhancing the value of the land.

The Group began experiencing financial difficulties during the second quarter of FY2020 for the financial period ended 31 December 2019. The Company believes that the Group’s financial difficulties were due to several factors, including but not limited to:

- (a) the oversupply of available residential property in Johor Bahru causing the Group to face difficulties selling property units;
- (b) an increase in general administrative expenses in FY2020 in relation to costs of hiring employees for businesses that commenced, sourcing of tenants for Capital City Mall, maintenance and upkeep of unsold units in the residential properties and suites and depreciation of investment properties;

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## LETTER TO SHAREHOLDERS

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- (c) unsuccessful efforts to raise further financing due to the negative business environment in the second quarter financial period ended 31 December 2020;
- (d) the fall in the share price of the Company had rendered it unlikely that the proposed subscription by Mr. Yuan Zhiwei and Mr. Chng Chor Tong as announced on 10 July 2019, 23 July 2019, 24 July 2019, 30 July 2019, 6 August 2019, 7 August 2019, 9 September 2019, 18 October 2019, 20 November 2019 and 31 December 2019 would have been successful; and
- (e) the lack of visibility of cash flow to repay the Company's creditors within the 12 months following the announcement of the Company's unaudited second quarter financial results for the six (6) month financial period ended 31 December 2019 which was announced on 13 February 2020. To address the cashflow challenges, the Company took the view that it was in the best interest of the Company to apply to the Court to propose a Scheme of Arrangement for the purposes of implementing and facilitating the restructuring of the Group's debt obligations and liabilities. Further details on the Scheme are set out in the 2021 Circular.

In view of the foregoing, the Company requested for a voluntary suspension of trading under Rule 1303(3) of the Catalist Rules on 13 February 2020. Trading in the Company's Shares had been suspended on 14 February 2020.

In an effort to, *inter alia*, restructure the Group's debts and liabilities and to enable the Group to strengthen and rebuild its balance sheet and cash flow situations as well as facilitate the possibility of obtaining more investment into the Company going forward, the Company had on 28 October 2021 issued the 2021 Circular pertaining to the Share Distribution and the Additional Share Distribution (as defined therein). The resolutions put forth in the 2021 Circular were passed by way of an extraordinary general meeting of the Company held on 12 November 2021. For further details on the Share Distribution and the Additional Share Distribution, please refer to the 2021 Circular.

Following the Share Distribution and the Additional Share Distribution, the Company had, on 10 February 2023, submitted a trading resumption proposal to SGX RegCo. On 3 October 2023, the Company had received a letter of no-objection from SGX RegCo on the trading resumption proposal, subject to certain trading resumption conditions as detailed in the announcement dated 5 October 2023. Subsequently, upon fulfilment of the trading resumption conditions, the Company resumed trading on SGX-ST on 31 October 2023.

### 2.2 Entry into the Convertible Loan Agreement

Further to the above, and in order to further improve the Company's cash flow and strengthen its working capital base, the Company entered into the Convertible Loan Agreement on 10 November 2022 with AIM Worldwide Group Ltd ("**AIM Worldwide**" or the "**Lender**") pursuant to which AIM Worldwide granted or shall grant a convertible loan of an aggregate principal amount of S\$2,000,000 to the Company on the Terms and Conditions ("**CLA Loan**").

Further elaboration on the rationale for the entry into the Convertible Loan Agreement is set out under Section 2.11 of this Circular.

### 2.3 Information on the Lender (AIM Worldwide)

*The information presented herein relating to information on AIM Worldwide is based on information provided by AIM Worldwide. In respect of such information, the Company has not independently verified the accuracy and correctness of the same and the Company's responsibility is limited to ensuring that such information has been accurately and correctly extracted and reproduced in this Circular in its proper form and context.*

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## LETTER TO SHAREHOLDERS

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AIM Worldwide is a company incorporated in the British Virgin Islands and was introduced to the Company by Datuk Eric, a company adviser and minority Shareholder of the Company, who holds 1.48% (representing 211,384,500 Shares) of the Existing Share Capital. AIM Worldwide is an investment holding company and is wholly owned by Ms. Lu Chai Hong and Ms. Tan Xin Wei, Vinnie (“**Ms. Vinnie Tan**”). Ms. Lu Chai Hong is the spouse of Datuk Eric. Ms. Vinnie Tan is Datuk Eric’s daughter. Ms. Lu Chai Hong and Ms. Vinnie Tan, respectively, are the mother and sister of the Company’s Shareholders Mr. Tan June Teng Colin @ Chen Junting (“**Mr. Colin Tan**”) and Mr. Tan Ping Huang Edwin @ Chen BingHuang (“**Mr. Edwin Tan**”). Mr. Colin Tan and Mr. Edwin Tan each hold 1.99% and 1.76% respectively (representing 284,198,021 and 250,892,857 Shares respectively) of the Existing Share Capital, and together with Datuk Eric, hold an aggregate of 5.23% (representing 746,475,378 Shares) of the Existing Share Capital as at the Latest Practicable Date. Ms. Tan Ler Choo is the sister of Datuk Eric and a Director of the Company, and aunt of Mr. Colin Tan, Mr. Edwin Tan and Ms. Vinnie Tan. Ms. Tan Ler Choo holds 0.08% (representing 12,066,666 Shares) of the Existing Share Capital. As at the Latest Practicable Date, AIM Worldwide, Ms. Lu Chai Hong and Ms. Vinnie Tan do not hold any Shares in the Company.

### 2.4 Principal Terms and Conditions of the Convertible Loan Agreement and the Proposed Debt Capitalisation

<b>Principal amount:</b>	<b>Lender</b>	<b>CLA Loan amount</b>
	AIM Worldwide Group Ltd	S\$2,000,000

The CLA Loan shall hereinafter be referred to as the “Loan” for the purposes of this Section 2.4.

**Purpose of the Loan:** The proceeds of the Loan shall be used solely by the Company for working capital purposes.

**Maturity Date:** The date falling 36 months from the date the Loan is first disbursed to the Company (the “**Maturity Date**”). The Company may prepay any portion of the principal amount of the Loan and any interest accrued and unpaid thereupon before the Maturity Date without any penalty.

**Interest Rate:** Interest at a rate of fifteen per cent (15%) per annum is payable on the disbursed and outstanding principal amount of the Loan. Interest is calculated on the basis of actual days elapsed on a 365 day year and payable in cash by the Company half-yearly in arrears

**Default Interest:** Default interest shall accrue on any overdue amount payable by the Company from the due date up to the actual date of payment (both before and after judgment) at a rate of 17% per annum, which interest shall to the fullest extent permitted by applicable law be added to the overdue amount on the last business day of each month and itself bear interest accordingly. Any default interest accrued is immediately payable by the Company on demand by the Lender.

**Security for the Loan:** As security for all monies owing to the Lender under the CLA, the Company agreed to execute a Deed of Assignment (the “**Security Document**”) in respect of its interest in the sale and rental proceeds of a commercial retail unit at Capital 21 @ Capital City Mall in Malaysia listed below, within fourteen (14) business days from the date of the CLA, in favour of the Lender:

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## LETTER TO SHAREHOLDERS

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The total value of the above unit is about three (3) times of the Loan based on the current market value following the Group's valuation report prepared by an independent valuer, VPC Alliance (JB) Sdn Bhd. Dated 15 August 2022 for the FY2022 annual audit purposes.

**Conversion Price:** S\$0.0011 for each Conversion Share, subject to any adjustments as may be required and as summarised in the section below entitled "*Adjustments*", provided that the Conversion Price shall not be lower than the par value of the Conversion Shares (being S\$0.001).

**Conversion Right:** Subject to the fulfilment of the Conversion Conditions Precedent by the Long-Stop Date (defined in the section "*Conversion Conditions Precedent*" below), the Lender may convert the outstanding Loan and unpaid in whole (and not in part) into Conversion Shares by delivery to the Company of a notice in writing (the "**Conversion Notice**") at any time after the date of first disbursement of the Loan until the close of business in Singapore on the date falling on the earlier of (i) 6 months from the date on which the Company's Shares resume trading on the Catalist Board of the SGX-ST; or (ii) the business day immediately before the Maturity Date (the "**Conversion Expiry Date**").

**Conversion  
Conditions  
Precedent**

The Conversion Right is conditional upon the satisfaction of the following conditions within six (6) months from the date of the CLA, which will be extended to nine (9) months if any of the conditions are not fulfilled or waived at the expiry of the aforesaid six (6) months (the "**Long-Stop Date**"):

- (a) Shareholders' approval being obtained for the allotment and issue of the Conversion Shares;
- (b) the Shares having resumed trading on the SGX-ST;
- (c) the listing and quotation notice being issued by the SGX-ST for the listing and quotation of the Conversion Shares on the Catalist Board;
- (d) all approvals and consents (including any governmental, regulatory and/or corporate approvals and consents) for the conversion having been obtained by the Company; and
- (e) the conversion not being prohibited by any existing law, regulation, rule (including the SGX-ST Listing Manual Section B: Rules of Catalist ("**Catalist Rules**")), judgement, order, decree, directive, decision, notice or circular of any court or governmental, administrative, regulatory or supervisory body.

In the event any of the conditions is not fulfilled by the Long-Stop Date (or such later date as Lender and the Company may agree in writing), the Conversion Right shall lapse.

**Conversion Shares:** The Loan shall be converted into Conversion Shares in accordance with the following formula:



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## LETTER TO SHAREHOLDERS

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$$CS = L / \text{Conversion Price}$$

Where:

“**CS**” shall mean the number of Conversion Shares to be issued, rounded up to the nearest 1 Share;

“**L**” shall mean the amount of the Loan as at the Conversion Completion Date (defined in the section “*Conversion Completion*” below), to be converted; and

“**Conversion Price**” shall mean S\$0.0011, subject to such adjustments as may be required and as summarised in the section below entitled “*Adjustments*”.

**Status of the Conversion Shares:** The Conversion Shares shall be issued fully paid up and free from all Encumbrances and shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares, falls on or before the date on which the Conversion Shares are issued.

**Adjustments:** The Conversion Price shall from time to time be adjusted as provided in the paragraphs below and in all or any of the following cases (“**Adjustment Event**”) provided that the Conversion Price shall not be lower than the par value of the Shares in issue at the time of the Conversion:

- (a) any consolidation, subdivision or conversion of the Shares; or
- (b) any issue by the Company of Shares credited as fully paid-up by way of capitalisation of profits or reserves (whether of a capital or income nature) to its Shareholders other than the allotment, issuance and distribution of the Scheme Shares and Additional New Shares (as defined in the 2021 Circular); or
- (c) an offer or invitation made by the Company to its Shareholders whereunder they may acquire or subscribe for Shares by way of a rights or bonus issue.

The Conversion Price shall from time to time be adjusted in accordance with the following provisions in the event an Adjustment Event shall occur:

$$NCP = CP \times (OSC / NSC)$$

“**NCP**” is the new Conversion Price;

“**CP**” is the Conversion Price;

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## LETTER TO SHAREHOLDERS

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“**OSC**” is the entire share capital of the Company’s total number of issued Shares immediately before such Adjustment Event; and

“**NSC**” is the entire share capital of the Company’s total number of issued Shares immediately after such Adjustment Event.

Any adjustment to the Conversion Price will be rounded upwards to the nearest one hundredth (0.01) cent. No adjustment will be made to the Conversion Price in any case in which the amount by which the same would be reduced would be less than one hundredth (0.01) cent. For any Adjustment Event to take place, the NCP will be adjusted accordingly to the above provision but subject to NCP not being lower than the par value of the shares i.e. S\$0.001, pursuant to the above clause; in any case.

Without prejudice to any provisions in this section, in the event any adjustment to the Conversion Price would be necessary as a result of any proposed Adjustment Event, the Company shall ensure that it does not undertake such proposed Adjustment Event, save and except where all applicable governmental and regulatory approvals (including without limitation the approval of the SGX-ST and the issue of the listing and quotation notice by the SGX-ST for any additional Conversion Shares to be issued) required in connection with the adjustment of the Conversion Price and/or the issue of any additional Conversion Shares to be issued pursuant to the adjusted Conversion Price, is obtained and not revoked.

**Events of Default:** If an Event of Default (as defined in the CLA) occurs, the Lender shall be entitled (in addition to and without prejudice to all other rights or remedies available to the Lender including the right to claim damages) by written notice to the Company declare the Loan or the outstanding part thereof to be immediately due and payable whereupon, it shall become immediately due and payable at 100% of the outstanding principal amount together with interest accrued and the security under the Security Document shall be immediately enforceable in accordance with the terms of the Security Document.

**Conversion Completion:** Subject to the provisions of the CLA, completion of the conversion of the Loan (“**Conversion Completion**”) shall take place in accordance with the paragraph below on the date falling seven (7) Business Days from the date of delivery of the Conversion Notice by the Lender to the Company (“**Conversion Completion Date**”). At Conversion Completion, the Company shall allot and issue the Conversion Shares in the name of CDP for the Securities Account provided by the Lender in the Conversion Notice.

Once the Loan has been converted into Conversion Shares in accordance with the formula set out in the section entitled “Conversion Shares” above, the Loan shall be deemed fully repaid upon the conversion.

### 2.5 Conversion Price

The Conversion Price was mutually agreed between the Company and AIM Worldwide on an arm’s-length basis, taking into consideration the following factors:

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## LETTER TO SHAREHOLDERS

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- (a) the Company's financial position and its application for the Scheme of Arrangement;
- (b) the Company's wholly-owned subsidiary, Capital City Properties Sdn Bhd having been placed under judicial management due to an inability to sell its retail units and shopping mall closures (which resulted from the COVID-19 pandemic), the subsequent Movement Control Orders implemented by the Malaysian government and consequent pessimism in Johor Bahru's property market;
- (c) the Company's limited equity and/or debt fundraising options;
- (d) the Company's agreement with AIM Worldwide to allot and issue the Conversion Shares under the Convertible Loan Agreement in place of repayment of the CLA Loan in cash to conserve cash resources for the purposes of funding the Group's operating expenses for the next 12 months and fulfilling the requirements for the Company to resume trading on the SGX-ST;
- (e) the then prolonged trading suspension since 14 February 2020; and
- (f) the VWAP for each Share based on the trades done on 13 February 2020, being the last full market day when the Company's shares were traded prior to the Company's trading suspension on 14 February 2020.

### 2.6 Conversion Shares

The Company has, on 5 March 2024, repaid the amount of S\$300,000 ("**Repayment Sum**") from the principal amount of the CLA Loan. Following the repayment of the Repayment Sum, the outstanding amount on the CLA Loan is S\$1,700,000.

Following the repayment of the Repayment Sum by the Company, the Company has, on 5 March 2024 received the Conversion Notice from the Lender for the conversion of the outstanding amount on the CLA Loan into Conversion Shares in accordance with the Terms and Conditions.

The number of Conversion Shares to be allotted and issued by the Company to AIM Worldwide will be 1,545,454,545 shares, representing approximately 10.83% of the Existing Share Capital comprising 14,268,666,015 Shares, and approximately 9.60% of the Enlarged Share Capital comprising 16,099,980,426 Shares on a fully-diluted basis, assuming: (i) the allotment and issuance of 1,545,454,545 Conversion Shares, (ii) the allotment and issuance of 146,666,666 Director Bonus Shares, (iii) the allotment and issuance of 38,600,000 Employee Bonus Shares, (iv) the allotment and issuance of 50,000,000 Advisory Services Shares and (v) the allotment and issuance of 50,593,200 Settlement Shares. Accordingly, AIM Worldwide's effective shareholding percentage in the Company will be 9.60% (based on the Enlarged Share Capital).

The Conversion Shares when issued upon conversion of the outstanding amount on the CLA Loan shall be issued fully paid up and free from all Encumbrances and shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls on or before the date on which the Conversion Notice is issued.

### 2.7 Adjustment and Modification

Please refer to the section entitled "*Adjustments*" under Section 2.4 of this Circular for an extract of the Adjustment Events and conditions to adjustments to the Conversion Price as specified in the Terms and Conditions.

Rule 829 of the Catalist Rules states that the terms of the issue must provide for:

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## LETTER TO SHAREHOLDERS

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- (1) adjustment to the exercise price or conversion price and, where appropriate, the number of company warrants or other convertible securities, in the event of a rights issue, bonus issue or subdivision or consolidation of shares, setting out the specific formula;
- (2) the expiry of the company warrants or other convertible securities to be announced, and notice of expiry to be sent to all holders of the company warrants or other convertible securities at least one (1) month before the expiration date; and
- (3) any material amendment to the terms of the company warrants or other convertible securities after issue to the advantage of the holders of such securities to be approved by shareholders, except where the amendment is made pursuant to the terms of the issue.

In compliance with Rule 829 of the Catalist Rules, the Convertible Loan Agreement provides for:

- (a) adjustments to the Conversion Price, further details of which are set out in the section entitled "*Adjustments*" under Section 2.4 of this Circular;
- (b) the expiry of the Conversion Right to be announced, and notice of expiry to be sent to the Lender at least one (1) month before the expiry date of the Conversion Right; and
- (c) any material amendment to the terms of the Convertible Loan Agreement to the advantage of the Lender to be subject to the approval of Shareholders, except where the amendment is made pursuant to the terms of the Convertible Loan Agreement.

In compliance with Rule 830 of the Catalist Rules, the Company will announce any adjustment to the Conversion Price made pursuant to Rule 829(1) of the Catalist Rules.

### 2.8 Takeover Code Consequences

Under Rule 14.1 of the Takeover Code, except with the Securities Industry Council's consent, where:

- (a) any person acquires whether by a series of transactions over a period of time or not, shares which (taken together with shares held or acquired by persons acting in concert with him) carry 30% or more of the voting rights of a company; or
- (b) any person who, together with persons acting in concert with him, holds not less than 30% but not more than 50% of the voting rights and such person, or any person acting in concert with him, acquires in any period of 6 months additional shares carrying more than 1% of the voting rights,

such person must extend offers immediately, on the basis set out in this Rule, to the holders of any class of share capital of the company which carries votes and in which such person, or persons acting in concert with him, hold shares. In addition to such person, each of the principal members of the group of persons acting in concert with him may, according to the circumstances of the case, have the obligation to extend an offer.

Following (i) the allotment and issuance of 1,545,454,545 Conversion Shares (ii) the allotment and issuance of 146,666,666 Director Bonus Shares, (iii) the allotment and issuance of 38,600,000 Employee Bonus Shares, (iv) the allotment and issuance of 50,000,000 Advisory Services Shares and (v) the allotment and issuance of 50,593,200 Settlement Shares pursuant to the Proposed Transactions:

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## LETTER TO SHAREHOLDERS

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- (a) Mr. Colin Tan's shareholding percentage in the Company will be 1.77% (284,198,021 Shares) of the Enlarged Share Capital.
- (b) Mr. Edwin Tan's shareholding percentage in the Company will be 1.56% (250,892,857 Shares) of the Enlarged Share Capital.
- (c) Datuk Eric's shareholding percentage in the Company will be 1.62% (261,384,500 Shares) of the Enlarged Share Capital.
- (d) Ms. Tan Ler Choo's shareholding percentage in the Company will be 0.16% (25,399,999 Shares) of the Enlarged Share Capital.
- (e) Based on the foregoing, the parties deemed to be acting in concert with AIM Worldwide under the Takeover Code, namely Ms. Lu Chai Hong, Ms. Vinnie Tan, Mr. Colin Tan, Mr. Edwin Tan, Datuk Eric and Ms. Tan Ler Choo (collectively, the "**Concert Parties**"), would collectively hold an aggregate shareholding percentage of 14.71% of the Enlarged Share Capital.

Following the issuance of (i) the Conversion Shares, (ii) the Director Bonus Shares, (iii) the Employee Bonus Shares, (iv) the Advisory Services Shares and the (v) Settlement Shares, AIM Worldwide and its Concert Parties would hold an aggregate shareholding percentage of 14.71% in the Company based on the Enlarged Share Capital. Accordingly, the obligation to make a mandatory offer under Rule 14 of the Takeover Code would not be triggered.

### 2.9 Use of Proceeds

The Company has utilised the Loan to pay off the refurbishment cost incurred for the Capital City Mall.

Pursuant to Rule 810(1)(c) of the Catalist Rules, after taking into consideration the deposit received from the Sale and Purchase Agreement with MK Mustafa Centre Sdn Bhd dated 26 January 2023 as detailed in the announcement dated 27 January 2023 and the proceeds of the issue, the Directors are of the opinion that the working capital available to the Group is sufficient to meet its present requirements.

### 2.10 Listing and Quotation of the Conversion Shares

Pursuant to the Proposed Debt Capitalisation, upon despatch of this Circular, the Company's Sponsor will be submitting an application on behalf of the Company to the SGX-ST for the approval in-principle for the dealing in, listing of and quotation for 1,545,454,545 Conversion Shares on the Catalist of the SGX-ST. If any adjustments to the Conversion Price are required, the Company's Sponsor will also submit an application on behalf of the Company to the SGX-ST for the approval in-principle for the dealing in, listing of and quotation for any additional Conversion Shares to be issued pursuant to the adjusted Conversion Price.

The Company shall make the relevant announcement on this as and when there is any update on the status of the above.

### 2.11 Rationale for the Convertible Loan Agreement and the Proposed Debt Capitalisation Issue

The Company has entered into the Convertible Loan Agreement with AIM Worldwide in order to further improve the Company's cash flow and strengthen its working capital base as previously mentioned in Section 2.2 of this Circular, as well as to meet the financial and working capital requirements previously required in order for the Company to resume trading on the SGX-ST.

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## LETTER TO SHAREHOLDERS

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The Company had also agreed to the Conversion Right and the allotment and issue of the Conversion Shares under the Convertible Loan Agreement in lieu of making repayment of the CLA Loan in cash to conserve cash resources for the purposes of funding the Group's operating expenses for the next 12 months after the entry into the Convertible Loan Agreement and fulfilling the requirements for the Company to resume trading on the SGX-ST.

### 2.12 Directors' Confirmation

The allotment and issue of the Conversion Shares will not result in any new cash proceeds for the Company. The Directors are of the opinion that the working capital available to the Group is sufficient to meet its present requirements.

### 2.13 No Transfer of Controlling Interest

Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without prior approval by Shareholders in a general meeting. Under the Catalist Rules, a controlling shareholder is a person who (a) holds directly or indirectly 15% or more of the total number of issued Shares, or (b) in fact exercises control over the Company.

As at the Latest Practicable Date, AIM Worldwide does not hold any Shares and will not become a controlling shareholder following the Proposed Debt Capitalisation. Please refer to Section 9 of this Circular for more details.

## 3. THE PROPOSED ISSUE OF BONUS SHARES

### 3.1 Rationale

#### (a) Proposed Director Bonus Share Issue

The Directors in their role contribute their experience, knowledge and expertise towards the corporate governance and business management, as well as invaluable guidance in relation to the strategic planning and development of the Company, thus providing the Company with holistic solutions when evaluating and considering business issues and opportunities. As a result of their guidance, the Shares of the Company have resumed trading on the SGX-ST on 31 October 2023.

While they are entitled to receive nominal directors' fees for their contributions and services, it may not always be possible to quantify the contributions and services rendered by them in monetary terms due to the nature and scope of their responsibilities. In view of this, it is desirable that the Directors be granted the Director Bonus Shares to give recognition to their services and contribution, especially in view of the resumption of trading of the Company on the SGX-ST, and to further align their interests with that of the Company.

#### (b) Proposed Employee Bonus Share Issue

Separately, the Company has decided to award bonuses to certain employees of the Group ("**Relevant Employees**") for the purpose of retaining and motivating these individuals who have made invaluable contributions to the Group. The payment of bonus in the form of issuance of Employee Bonus Shares would align the employees' interests with that of the Group, as they would be motivated to optimise their performance standards and strive to maintain the high levels of contribution to the Group.

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## LETTER TO SHAREHOLDERS

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### 3.2 The Director Bonus Shares and Employee Bonus Shares

(a) Proposed Director Bonus Share Issue

The Company intends to pay bonuses aggregating S\$440,000 to the Directors as stated in the table below, such bonuses to be settled by way of issuance of an aggregate 146,666,666 Director Bonus Shares at the Issue Price of S\$0.003 per Director Bonus Share. The Director Bonus Shares represent approximately 1.03% of the Existing Share Capital. After the completion of the Proposed Transactions, the Director Bonus Shares will represent approximately 0.91% of the Enlarged Share Capital.

No.	Position	Name	Bonus amount (S\$)	No. of Bonus Shares	% of Existing Share Capital	% of Enlarged Share Capital
1.	Chairman	Low Chai Chong	55,000	18,333,333	0.13%	0.11%
2.	Executive Director and CEO	Hoo Khee Leng	150,000	50,000,000	0.35%	0.31%
3.	Executive Director	Siow Chien Fu	150,000	50,000,000	0.35%	0.31%
4.	Non-Executive Director	Lam Kwong Fai	45,000	15,000,000	0.11%	0.10%
5.	Non-Executive Director	Tan Ler Choo	40,000	13,333,333	0.09%	0.08%

(b) Proposed Employee Bonus Share Issue

Separately, the Company intends to pay bonuses aggregating S\$115,800 to the Relevant Employees, such bonuses to be settled by way of issuance of an aggregate 38,600,000 Employee Bonus Shares at the Issue Price of S\$0.003 per Employee Bonus Share. The Employee Bonus Shares represent approximately 0.27% of the Existing Share Capital. After the completion of the Proposed Transactions, the Employee Bonus Shares will represent approximately 0.24% of the Enlarged Share Capital.

None of the Relevant Employees is a restricted person under Rule 812(1) of the Catalist Rules, and, save as being employees of the Group, none of them have any connections (including business relationships) with the Company, its directors and/or substantial shareholders.

### 3.3 Issue Price

The Issue Price is S\$0.003 which represents a premium of approximately 50% of the VWAP of S\$0.002 for each Share, based on the trades done on the Shares on the Catalist Board on 5 March 2024, being the full market day on which the Directors and the Relevant Employees were issued the letters setting out their bonus entitlement to be satisfied by the Proposed Director Bonus Share Issue and Proposed Employee Bonus Share Issue.

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### 3.4 Ranking

The Director Bonus Shares and Employee Bonus Shares shall be issued unencumbered and free from any security interests, claims (including pre-emptive rights) or liens and will be freely transferable and shall rank *pari passu* in all respects with all other then existing Shares, except that such Director Bonus Shares and Employee Bonus Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is before the date of allotment of the Director Bonus Shares and Employee Bonus Shares, and will be admitted to listing on the Catalist Board.

### 3.5 Listing and Quotation

The Company will submit an application for a listing and quotation notice for the Director Bonus Shares and Employee Bonus Shares through the Sponsor, and will make the necessary announcement upon receipt of the approval from the SGX-ST of the listing and quotation notice. The listing and quotation notice, if and when received from the SGX-ST, is not to be taken as an indication of the merits of the Proposed Director Bonus Share Issue and the Proposed Employee Bonus Share Issue, or the Company, its subsidiaries and their securities.

### 3.6 Directors' confirmation

The Proposed Director Bonus Share Issue and Proposed Employee Bonus Share Issue will not result in any new cash proceeds for the Company. The Directors are of the opinion that the working capital available to the Group is sufficient to meet its present requirements.

### 3.7 No Transfer of Controlling Interest

Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without prior approval by Shareholders in a general meeting. Under the Catalist Rules, a controlling shareholder is a person who (a) holds directly or indirectly 15% or more of the total number of issued Shares, or (b) in fact exercises control over the Company.

As at the Latest Practicable Date, neither the Relevant Employees nor the Directors will become a controlling shareholder following the Proposed Director Bonus Share Issue and/or Proposed Employee Bonus Share Issue. Please refer to Section 9 of this Circular for more details.

## 4. THE PROPOSED ISSUE OF ADVISORY SERVICES SHARES

### 4.1 Rationale

The Company intends to pay a one-off incentive fee aggregating S\$150,000 to Datuk Eric as company advisor, for his advisory services relating to the Company's resumption of trading on the SGX-ST which includes facilitating the Company's debt restructuring exercise, introducing potential investors to the Company and negotiating with the Company's creditors on the payment terms. Datuk Eric is a veteran of the property development industry in Singapore and Malaysia with vast relevant experience and well connected.

### 4.2 The Advisory Services Shares

The one-off incentive fee aggregating S\$150,000 to Datuk Eric will be settled by way of issuance of an aggregate 50,000,000 Advisory Services Shares at the Issue Price of S\$0.003 per Advisory Services Share. The Advisory Services Shares represent approximately 0.35% of the Existing Share Capital. After the completion of the Proposed Transactions, the Advisory Services Shares will represent approximately 0.31% of the Enlarged Share Capital.



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### 4.3 Issue Price

The Issue Price is S\$0.003 which represents a premium of approximately 50% to the VWAP of S\$0.002 for each Share, based on the trades done on the Shares on the Catalist Board on 5 March 2024, being the full market day on which Datuk Eric was issued the letter setting out his incentive fee being satisfied by the Proposed Advisory Services Shares Issue.

### 4.4 Ranking

The Advisory Services Shares shall be issued unencumbered and free from any security interests, claims (including pre-emptive rights) or liens and will be freely transferable and shall rank *pari passu* in all respects with all other then existing Shares, except that such Advisory Services Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is before the date of allotment of the Advisory Services Shares, and will be admitted to listing on the Catalist Board.

### 4.5 Listing and Quotation

The Company will submit an application for a listing and quotation notice for the Advisory Services Shares through the Sponsor, and will make the necessary announcement upon receipt of the approval from the SGX-ST of the listing and quotation notice. The listing and quotation notice, if and when received from the SGX-ST, is not to be taken as an indication of the merits of the Proposed Advisory Services Share Issue, or the Company, its subsidiaries and their securities.

### 4.6 Directors' confirmation

The Proposed Advisory Services Share Issue will not result in any new cash proceeds for the Company. The Directors are of the opinion that the working capital available to the Group is sufficient to meet its present requirements.

### 4.7 No Transfer of Controlling Interest

Rule 803 of the Catalist Rules provides that an issuer must not issue securities to transfer a controlling interest without prior approval by Shareholders in a general meeting. Under the Catalist Rules, a controlling shareholder is a person who (a) holds directly or indirectly 15% or more of the total number of issued Shares, or (b) in fact exercises control over the Company.

As at the Latest Practicable Date, Datuk Eric will not become a controlling shareholder following the Proposed Advisory Services Share Issue. Please refer to Section 9 of this Circular for more details.

## 5. THE PROPOSED SETTLEMENT SHARE ISSUE

### 5.1 Rationale

The Company has decided to issue the Settlement Shares at the price of S\$0.005 in settlement of debts owed to creditors of the Company. The Proposed Settlement Share Issue will enable the Group to (i) improve its working capital and financial position, (ii) eliminate the need for any cash repayment or payment in view of the current financial and cash position of the Group, and (iii) allow the Group to focus its resources on stabilising its business activities and better its financial position to enable it to continue as a going concern.

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## LETTER TO SHAREHOLDERS

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### 5.2 Proposed Settlement Share Issue

In addition to the capitalisation of debts owed under the CLA Loan, the Company will issue Settlement Shares to settle debts owed to creditors of the Company. These debts are in respect of:

- (a) Legal fees owed to Chee Hoe & Associates in consideration of legal services rendered to the Group totaling RM400,000 (equivalent to S\$112,966, on the basis that the exchange rate used in respect of this debt conversion is S\$1 : RM3.5409 as at 28 February 2024). This debt was assigned by Chee Hoe & Associates to Mr. Lai Chee Hoe. Mr. Lai Chee Hoe is the partner of Chee Hoe & Associates. The Company has, on 5 March 2024, entered into a Debt Conversion Deed with Mr. Lai Chee Hoe for the amount of RM400,000 (equivalent to S\$112,966) to be repaid via the issuance and allotment of 22,593,200 Settlement Shares in the capital of the Company; and
- (b) Arranger fees owed to Mr. Tan Chin Tuan in consideration of arranger services rendered such as assisting the Company to raise capital through private placement of shares and introducing prospective parties such as subscribers to subscribe for new shares, totaling S\$140,000. The Company has, on 5 March 2024, entered into a Debt Conversion Deed with Mr. Tan Chin Tuan for the amount of S\$140,000 to be repaid via the issuance and allotment of 28,000,000 Settlement Shares in the capital of the Company

### 5.3 Settlement Share Price

The Settlement Shares will be issued at a price of S\$0.005, which represents a premium of approximately 150% to the VWAP of S\$0.002 for each Share, based on the trades done on the Shares on the Catalist Board on 5 March 2024, being the full market day on which the Debt Conversion Deeds were executed.

### 5.4 Ranking

The Settlement Shares shall be issued unencumbered and free from any security interests, claims (including pre-emptive rights) or liens and will be freely transferable and shall rank *pari passu* in all respects with all other then existing Shares, except that such Settlement Shares shall not be entitled to any dividends, rights, allotments or other distributions, the Record Date of which is before the date of allotment of the Settlement Shares, and will be admitted to listing on the Catalist Board.

### 5.5 Listing and Quotation

The Company's Sponsor will be submitting an application on behalf of the Company to the SGX-ST for the approval in-principle for the dealing in, listing of and quotation for 50,593,200 Settlement Shares on the Catalist of the SGX-ST. The Company shall make the relevant announcement on this as and when there is any update on the status of the above.

### 5.6 Directors' Confirmation

The Proposed Settlement Share Issue will not result in any new cash proceeds for the Company. The Directors are of the opinion that the working capital available to the Group is sufficient to meet its present requirements.

### 5.7 No Transfer of Controlling Interest

The Company confirms that there will be no transfer of controlling interest as a result of the Proposed Settlement Share Issue.

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## LETTER TO SHAREHOLDERS

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### 6. FINANCIAL EFFECTS

#### 6.1 Bases and assumptions

The *pro forma* financial effects of the Proposed Transactions as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following the completion of the Proposed Transactions.

The *pro forma* financial effects of the Proposed Transactions below have been prepared based on the latest audited consolidated financial statements of the Group for FY2023 after taking into consideration the Proposed Transactions.

#### 6.2 EPS

Assuming the Proposed Transactions had been effected on 1 July 2022, the financial effect on the EPS of the Group will be as follows:

	Before the Proposed Transactions	After the Proposed Transactions
Net profit for the year attributable to owners of the Company (RM'000)	45,951	43,446
Weighted average number of ordinary shares for basic and diluted earnings per share computation ('000)	14,268,666	16,099,980
Earnings per Share (RM Cents) - Basic and diluted	0.32	0.27

#### 6.3 NTA per Share

Assuming the Proposed Transactions had been effected on 30 June 2023, the financial effect on the NTA of the Group will be as follows:

	Before the Proposed Transactions	After the Proposed Transactions
Net asset value (" <b>NAV</b> ") (RM'000)	226,601	233,516
Number of ordinary shares in issue (excluding treasury shares) ('000)	14,268,666	16,099,980
NAV per ordinary share based on issued share capital (RM per cents)	1.59	1.45

#### 6.4 Net Gearing

	Before the Proposed Transactions	After the Proposed Transactions
Net Gearing (times) <sup>(1)</sup>	0.8563	0.7968

## LETTER TO SHAREHOLDERS

### 6.5 Issued Share Capital

Set out below are the financial effects on the issued Share capital:

	Before the Proposed Transactions	After the Proposed Transactions <sup>(2)</sup>
<b><u>Authorised share capital</u></b>		
No. of Shares ('000)	78,548,312	78,548,312
Par value (S\$)	0.04 and 0.001	0.04 and 0.001
Total (S\$'000)	150,000	150,000
<b><u>Issued and paid-up share capital</u></b>		
No. of Shares ('000)	14,268,666	16,099,980
Par value (S\$)	0.04 and 0.001	0.04 and 0.001
Total (S\$'000)	85,720	87,552
<b><u>Unissued share capital</u></b>		
No. of Shares ('000)	64,279,646	62,448,332
Par value (S\$)	0.04 and 0.001	0.04 and 0.001
Total (S\$'000)	64,280	62,448

**Notes:**

- (1) Net Gearing is computed using total liabilities divided by total equity.
- (2) Assuming the Conversion Shares, the Director Bonus Shares, the Employee Bonus Shares, the Advisory Services Shares, and the Settlement Shares have been issued pursuant to the Proposed Transactions.

## 7. AUTHORITY TO ALLOT AND ISSUE CONVERSION SHARES

### 7.1 RULE 811 OF THE CATALIST RULES

Rules 811(1) and 811(3) of the Catalist Rules state that, except where specific shareholder approval has been obtained, an issue of shares must not be priced at more than 10% discount to the weighted average price for trades done on the SGX-ST for the full market day on which the placement or subscription agreement is signed. If trading in the issuer's shares is not available for a full market day, the weighted average price must be based on the trades done on the preceding market day up to the time the placement agreement is signed.

The Conversion Price of S\$0.0011 per Conversion Share (assuming no adjustment to the Conversion Price is required pursuant to the Terms and Conditions) represents a discount of approximately 74% (i.e. more than 10% discount) to the VWAP of S\$0.00417 for each Share based on the trades done on 13 February 2020, being the last full market day when the shares were traded prior to the Company's trading suspension on 14 February 2020. Accordingly, the Company is seeking the specific approval of Shareholders for the Proposed Debt Capitalisation at the EGM in accordance with Rule 811(3) of the Catalist Rules.

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## LETTER TO SHAREHOLDERS

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No placement agent was appointed in connection with the Proposed Debt Capitalisation. No introducer fee or commission was or will be paid to any party in connection with the introduction of AIM Worldwide to the Company. Other relevant information required can be found in Sections 2.3, 2.9, 2.10 and 2.11.

### 7.2 RULE 812 OF THE CATALIST RULES

Rules 812(1) and 812(2) of the Catalist Rules state that:

- (1) An issue must not be placed to any of the following persons:
  - (a) the issuer's directors and substantial shareholders;
  - (b) immediate family members of the directors and substantial shareholders;
  - (c) substantial shareholders, related companies (as defined in Section 6 of the Act), associated companies and sister companies of the issuer's substantial shareholders;
  - (d) corporations in whose shares the issuer's directors and substantial shareholders have an aggregate interest of at least 10%; or
  - (e) any person who, in the opinion of the SGX-ST, falls within category (a) to (d).
- (2) Rule 812(1) will not apply if specific shareholder approval for such a placement has been obtained. The person, and its associates, must abstain from voting on the resolution approving the placement.

As the sole shareholders of AIM Worldwide, pursuant to Section 7 of the Act, Ms. Lu Chai Hong and Ms. Vinnie Tan are deemed interested in the Conversion Shares to be allotted and issued to AIM Worldwide. Given the close familial relationship between Ms. Lu Chai Hong and Ms. Vinnie Tan vis-à-vis Ms. Tan Ler Choo as disclosed above, AIM Worldwide, the investment holding vehicle of Ms. Lu Chai Hong and Ms. Vinnie Tan and which will be allotted and issued the Conversion Shares in connection with the Proposed Debt Capitalisation will be deemed to fall within the category of restricted persons set out in Rule 812(1)(b) of the Catalist Rules, which includes the immediate family members of the Directors.

Pursuant to Rule 812(2) of the Catalist Rules, specific approval from Shareholders is required for the issue and allotment of the Conversion Shares to AIM Worldwide pursuant to the Proposed Debt Capitalisation. Accordingly, the Company is seeking the specific approval of Shareholders for the Proposed Debt Capitalisation at the EGM in accordance with Rule 812(2) of the Catalist Rules. Ms. Tan Ler Choo, Mr. Colin Tan, Mr. Edwin Tan, Datuk Eric, Ms Lu Chai Hong and Ms. Vinnie Tan will abstain from voting on the resolution.

### 7.3 PROPOSED ISSUANCE OF CONVERSION SHARES AS AN INTERESTED PERSON TRANSACTION

Rule 906 of the Catalist Rules states:

An issuer must obtain shareholder approval for any interested person transaction of a value equal to, or more than:

- (a) 5% of the group's latest audited net tangible assets; or

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## LETTER TO SHAREHOLDERS

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- (b) 5% of the group's latest audited net tangible assets, when aggregated with other transactions entered into with the same interested person during the same financial year. However, a transaction which has been approved by shareholders, or is the subject of aggregation with another transaction that has been approved by shareholders, need not be included in any subsequent aggregation.

For the purposes of Chapter 9 of the Catalist Rules:

- (a) an “**approved exchange**” means a stock exchange that has rules which safeguard the interests of shareholders against interested person transactions according to similar principles to Chapter 9;
- (b) an “**associate**” in relation to an interested person who is a director, chief executive officer or controlling shareholder means an immediate family member (that is, the spouse, child, adopted-child, step-child, sibling or parent) of such director, chief executive officer or controlling shareholder, the trustees of any trust of which the director/his immediate family, the chief executive officer/his immediate family or controlling shareholder/his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object, and any company in which the director and his immediate family, the chief executive officer and his immediate family or controlling shareholder and his immediate family have an aggregate interest (directly or indirectly) of 30% or more, and, where a controlling shareholder is a corporation, its subsidiary or holding company or fellow subsidiary or a company in which it and/or they have (directly or indirectly) an interest of 30% or more;
- (c) an “**associated company**” means a company in which at least 20% but not more than 50% of its shares are held by the listed company or group;
- (d) “**control**” means the capacity to dominate decision-making, directly or indirectly, in relation to the financial and operating policies of a company;
- (e) a “**controlling shareholder**” means a person who (i) holds directly or indirectly 15% or more of the total number of issued shares in the company excluding treasury shares and subsidiary holdings (the SGX-ST may determine that such person is not a controlling shareholder) or (ii) in fact exercises control over a company;
- (f) an “**entity at risk**” means: (i) the issuer; (ii) a subsidiary of the issuer that is not listed on the SGX-ST or an approved exchange; or (iii) an associated company of the issuer that is not listed on the SGX-ST or an approved exchange, provided that the listed company and/or its subsidiaries (the “**listed group**”), or the listed group and its interested person(s), has control over the associated company;
- (g) an “**interested person**” as defined under Rule 904(4) of the Catalist Rules, means a director, chief executive officer, or controlling shareholder of the issuer; or an associate of any such director, chief executive officer, or controlling shareholder; and
- (h) an “**interested person transaction**” means a transaction between an entity at risk and an interested person.

To the best of the knowledge of the Directors, save as set out above, the Lender does not have any connections (including business dealings) with the Company, its Directors and substantial shareholders, and as Ms. Lu Chai Hong and Ms. Vinnie Tan are not members of the “immediate family” (as defined under the Catalist Rules) of Ms. Tan Ler Choo, the Lender is also not strictly an “interested person” as defined under Chapter 9 of the Catalist Rules. However, in view of the close family relationships between the shareholders of the Lender and Ms. Tan Ler Choo and the other Connected Persons, the Company has taken a prudent approach and has deemed the Lender an

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## LETTER TO SHAREHOLDERS

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“interested person”. Accordingly, the issue of shares in accordance with the CLA is considered an interested party transaction (“IPT”) under Chapter 9 of the Catalist Rules.

Notwithstanding, the value of the IPT in this case, being the amount at risk to the Company, is the interest payable on the Loan, which amounts to S\$900,000 being the interest payable for the CLA for the loan tenure of 3 years.

Pursuant to Catalist Rule 906(1), the value of risk represents 1.37% of the Group’s latest audited net tangible asset of S\$65,700,000 (on the basis that the exchange rate used is S\$1 : RM3.4517 as at 30 June 2023) for the financial year ended 30 June 2023 (“FY2023’s NTA”). When aggregated with other transactions with the Connected Persons, the aggregated value-at-risk is 1.66% which is less than 5% of the Group’s FY2023’s NTA. As such, no shareholders’ approval is required under Chapter 9 of the Catalist Rules for the CLA.

Save as disclosed above, there are no other interested person transactions entered into by the Company with AIM Worldwide for the current financial year.

### 8. THE PROPOSED ISSUANCE OF SHARES TO RESTRICTED PERSONS UNDER CHAPTER 8 OF THE CATALIST RULES

#### 8.1 RULE 812 OF THE CATALIST RULES

Rule 812(1) and (2) have been stated above at Section 7.2. As required under the Catalist Rules, any issue of shares to the Directors would require specific shareholder approval. Further, as Datuk Eric is the brother of Ms. Tan Ler Choo, a director of the Company, and thus an “immediate family member” of a director under Rule 812(1), shareholder approval is required for any issue of shares to him as well. Accordingly, the Company will be seeking approval at the EGM. The Director Bonus Shares and Advisory Services Shares will be allotted and issued pursuant to the authority granted by Shareholders by way of Ordinary Resolutions 2 to 6 and 8 at the EGM.

#### 8.2 PROPOSED ISSUANCE OF SHARES TO DIRECTORS AND TO DATUK ERIC AS INTERESTED PERSON TRANSACTIONS

Rule 904(4) and Rule 906 of the Catalist Rules are stated above at Section 7.3.

As directors of the Company, the issue of bonus shares would be an interested person transaction under Rule 906. However, as the value of each of the transactions is less than 5% of the FY2023’s NTA when aggregated with other transactions with the same interested person during the same financial year as shown in the table below, no shareholder approval is required under Rule 906.

No.	Position	Name	Bonus amount (\$)	% of NTA
1.	Chairman	Low Chai Chong	55,000	0.08%
2.	Executive Director and CEO	Hoo Khee Leng	150,000	0.23%
3.	Executive Director	Siow Chien Fu	150,000	0.23%
4.	Non-Executive Director	Lam Kwong Fai	45,000	0.07%
5.	Non-Executive Director	Tan Ler Choo	40,000	0.06%

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It is also noted that Datuk Eric is the brother of Ms Tan Ler Choo and thus an associate of a director. This would mean that the issue of Advisory Services Shares to Datuk Eric would be deemed an interested person transaction under Rule 906 of the Catalist Rules. However, as the value-at-risk of the transaction when aggregated with other interested person transactions with the Connected Persons is 1.66%, less than 5% of FY2023's NTA, no shareholder approval is required under Rule 906 of the Catalist Rules.

### 9. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS AFTER ISSUE

Please refer to the table below for the illustration of the dilution effect on the shareholdings of Directors and Substantial Shareholders:

Directors	Shareholding as at the Latest Practicable Date		Shareholding after the completion of the Proposed Transactions	
	No. of Shares	(%)( <sup>1</sup> )	No. of Shares	(%)( <sup>2</sup> )
Siow Chien Fu	661,745,713	4.64	711,745,713	4.42
Hoo Khee Leng	-	-	50,000,000	0.31
Low Chai Chong	18,780,550	0.13	37,113,883	0.23
Lam Kwong Fai	14,000,000	0.10	29,000,000	0.18
Tan Ler Choo	12,066,666	0.08	25,399,999	0.16
<b>Substantial Shareholders</b>				
Twin Unitrade Sdn Bhd	4,216,586,455	29.55	4,216,586,455	26.19
Great View Finance Limited	1,878,800,286	13.17	1,878,800,286	11.67
AIM World Group Ltd	-	-	1,545,454,545	9.60
Brilliant Outlook Sdn Bhd	1,495,983,609	10.48	1,495,983,609	9.29
Scholars Link (M) Sdn Bhd	1,216,120,274	8.52	1,216,120,274	7.55
Chong Thim Pheng	1,125,115,687	7.89	1,125,115,687	6.99

Notes:

(1) Based on the Existing Share Capital comprising 14,268,666,015 Shares.

(2) Based on the Enlarged Share Capital comprising 16,099,980,426 Shares.

### 10. ABSTENTION FROM VOTING

#### 10.1 Ordinary Resolution 1: The Proposed Debt Capitalisation

As previously noted in Section 7.2, Ms. Tan Ler Choo, as director of the Company and deemed immediate family member of the Lender's shareholders Ms. Lu Chai Hong and Ms. Vinnie Tan, as well as Mr. Colin Tan, Mr. Edwin Tan and Datuk Eric, will abstain from voting on Ordinary Resolution 1 in relation to the Proposed Debt Capitalisation in accordance with Rule 812(2) of the Catalist Rules. The Company will disregard any votes cast on this Ordinary Resolution 1 by the person(s) required to abstain from voting pursuant to the relevant Catalist Rules or pursuant to a court order where such court order is served on the Company.



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## LETTER TO SHAREHOLDERS

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### **10.2 Ordinary Resolution 2: The Proposed Director Bonus Share Issue for Mr. Low Chai Chong**

As previously noted in Section 8.1, Mr. Low Chai Chong shall abstain from voting on Ordinary Resolution 2 in accordance with Rule 812(2) of the Catalist Rules. The Company will disregard any votes cast on this Ordinary Resolution 2 by the person(s) required to abstain from voting pursuant to the relevant Catalist Rules or pursuant to a court order where such court order is served on the Company.

### **10.3 Ordinary Resolution 4: The Proposed Director Bonus Share Issue for Mr. Siow Chien Fu**

As previously noted in Section 8.1, Mr. Siow Chien Fu shall abstain from voting on Ordinary Resolution 4 in accordance with Rule 812(2) of the Catalist Rules. The Company will disregard any votes cast on this Ordinary Resolution 4 by the person(s) required to abstain from voting pursuant to the relevant Catalist Rules or pursuant to a court order where such court order is served on the Company.

### **10.4 Ordinary Resolution 5: The Proposed Director Bonus Share Issue for Mr. Lam Kwong Fai**

As previously noted in Section 8.1, Mr. Lam Kwong Fai shall abstain from voting on Ordinary Resolution 5 in accordance with Rule 812(2) of the Catalist Rules. The Company will disregard any votes cast on this Ordinary Resolution 5 by the person(s) required to abstain from voting pursuant to the relevant Catalist Rules or pursuant to a court order where such court order is served on the Company.

### **10.5 Ordinary Resolution 6: The Proposed Director Bonus Share Issue for Ms. Tan Ler Choo**

As previously noted in Section 8.1, Ms. Tan Ler Choo, as well as Mr. Colin Tan, Mr. Edwin Tan and Datuk Eric, Ms. Lu Chai Hong and Ms. Vinnie Tan who are deemed immediate family members of Ms. Tan Ler Choo, shall abstain from voting on Ordinary Resolution 6 in accordance with Rule 812(2) of the Catalist Rules. The Company will disregard any votes cast on this Ordinary Resolution 6 by the person(s) required to abstain from voting pursuant to the relevant Catalist Rules or pursuant to a court order where such court order is served on the Company.

### **10.6 Ordinary Resolution 8: The Proposed Advisory Services Share Issue**

As previously noted in Section 8.1, Datuk Eric, as well as Mr. Colin Tan, Mr. Edwin Tan and Ms. Tan Ler Choo, Ms. Lu Chai Hong and Ms. Vinnie Tan who are deemed immediate family members of Datuk Eric, shall abstain from voting on Ordinary Resolution 8 in accordance with Rule 812(2) of the Catalist Rules. The Company will disregard any votes cast on this Ordinary Resolution 8 by the person(s) required to abstain from voting pursuant to the relevant Catalist Rules or pursuant to a court order where such court order is served on the Company.

## **11. DIRECTORS' RECOMMENDATIONS**

### **11.1 Ordinary Resolution 1: The Proposed Debt Capitalisation**

Having considered, *inter alia*, the rationale for and benefits of the Proposed Debt Capitalisation, including the reasons set out in Section 2 of this Circular, the Directors are of the opinion that the Proposed Debt Capitalisation is beneficial to, and is in the interests of the Company and accordingly recommend that Shareholders vote in favour of Ordinary Resolution 1.

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## LETTER TO SHAREHOLDERS

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### 11.2 Ordinary Resolutions 2 to 6: The Proposed Director Bonus Share Issue

Having considered, *inter alia*, the rationale for and benefits of the Proposed Director Bonus Share Issue, including the reasons set out in Section 3.1 of this Circular, the Directors are of the opinion that the Proposed Director Bonus Share Issue is beneficial to, and is in the interests of the Company and accordingly recommend that Shareholders vote in favour of Ordinary Resolutions 2 to 6.

### 11.3 Ordinary Resolution 7: The Proposed Employee Bonus Share Issue

Having considered, *inter alia*, the rationale for and benefits of the Proposed Employee Bonus Share Issue, including the reasons set out in Section 3.1 of this Circular, the Directors are of the opinion that the Proposed Employee Bonus Share Issue is beneficial to, and is in the interests of the Company and accordingly recommend that Shareholders vote in favour of Ordinary Resolution 7.

### 11.4 Ordinary Resolution 8: The Proposed Advisory Services Share Issue

Having considered, *inter alia*, the rationale for and benefits of the Proposed Advisory Services Share Issue, including the reasons set out in Section 4.1 of this Circular, the Directors are of the opinion that the Proposed Advisory Services Share Issue is beneficial to, and is in the interests of the Company and accordingly recommend that Shareholders vote in favour of Ordinary Resolution 8.

### 11.5 Ordinary Resolutions 9 and 10: The Proposed Settlement Share Issue

Having considered, *inter alia*, the rationale for and benefits of the Proposed Settlement Share Issue, including the reasons set out in Section 5 of this Circular, the Directors are of the opinion that the Proposed Settlement Share Issue is beneficial to, and is in the interests of the Company and accordingly recommend that Shareholders vote in favour of Ordinary Resolutions 9 and 10.

## 12. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-11 of this Circular, will be held at 1 North Bridge Road #09-00 High Street Centre Singapore 179094 on 22 March 2024 at 10 a.m. for the purpose of considering and, if thought fit, passing (with or without any modification) the resolutions set out in the notice of EGM.

## 13. ACTIONS TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the proxy form attached to the Notice of EGM in accordance with the instructions printed therein as soon as possible and, in any event, to be submitted through any of the following means not later than 48 hours before the time fixed for the EGM:

- (i) By sending a scanned PDF copy by email to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com); or
- (ii) by depositing a physical copy at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

Shareholders are strongly encouraged to submit completed proxy forms electronically.

The appointment of a proxy or proxies by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes in place of the proxy.

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## LETTER TO SHAREHOLDERS

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### 13.1 Depositor

Under the Cayman Islands Companies Act, only a person who agrees to become a shareholder of a Cayman Islands company and whose name is entered in the register of members of such a Cayman Islands company is considered a member with rights to attend and vote at general meetings of such company. Accordingly, under the laws of the Cayman Islands, a Depositor holding Shares through CDP would not be recognised as a shareholder of the Company and would not have the right to attend and vote at general meetings convened by the Company. In the event that a Depositor wishes to attend and vote at the EGM, the Depositor would have to do so through CDP appointing him as a proxy, pursuant to the Articles.

Pursuant to Article 77 of the Company's Articles, unless CDP specifies otherwise in a written notice to the Company, CDP shall be deemed to have appointed the Depositors who are individuals and whose names are shown in the records of the CDP as at a time not earlier than forty-eight (48) hours prior to the time of the relevant general meeting supplied by the CDP to the Company as the CDP's proxies to vote on behalf of the CDP at a general meeting of the Company. Notwithstanding any other provisions in the Articles, the appointment of proxies by virtue of Article 77 shall not require an instrument of proxy or the lodgment of any instrument of proxy.

Accordingly, Depositors (other than Depositors which are corporations) whose names are listed in the Depository Register as at 48 hours before the time of the EGM may attend and vote as CDP's proxies at the EGM without having to complete or return any form of proxy. A Depositor which is a corporation and who wishes to attend and vote at the EGM must complete and return the attached Depositor Proxy Form, for the nomination of person(s) to attend and vote at the EGM on its behalf as CDP's proxy, in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, not later than 48 hours before the time fixed for the EGM.

If an individual Depositor is unable to attend the EGM personally and wishes to appoint nominee(s) to attend the meeting and vote on his behalf, he must complete, sign and return the attached Depositor Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the office of the Company's Singapore share transfer agent, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632, not later than 48 hours before the time fixed for the EGM.

The completion and return of the Depositor Proxy Form by a Depositor (who is an individual) will not prevent him from attending and voting in person at the EGM as a proxy of CDP if he subsequently wishes to do so, and in which event the Depositor Proxy Form submitted bearing his name shall be deemed to be revoked.

### 14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transactions, the Proposed Resolutions, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

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## LETTER TO SHAREHOLDERS

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### 15. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at 1 North Bridge Road, #24-09, High Street Centre, Singapore 179094 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) Convertible Loan Agreement; and
- (b) Debt Conversion Deeds.

Yours faithfully  
For and on behalf of the Board of Directors of  
**CAPITAL WORLD LIMITED**

**Hoo Khee Leng**  
Executive Director and Chief Executive Officer

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### CAPITAL WORLD LIMITED

(Incorporated in the Cayman Islands)  
(Company Registration No. CT-276295)

**NOTICE IS HEREBY GIVEN THAT** an Extraordinary General Meeting of Capital World Limited (the “**Company**”) will be held at 1 North Bridge Road #09-00 High Street Centre Singapore 179094 on 22 March 2024 at 10 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*Unless otherwise defined, all capitalised terms herein shall bear the same meaning as used in the circular dated 7 March 2024 issued by Capital World Limited to its shareholders (the “Circular”).*

1. **THE PROPOSED ALLOTMENT AND ISSUANCE OF UP TO 1,545,454,545 CONVERSION SHARES AT A CONVERSION PRICE OF S\$0.0011 PER CONVERSION SHARE PURSUANT TO THE CONVERTIBLE LOAN AGREEMENT**
2. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 18,333,333 DIRECTOR BONUS SHARES TO MR. LOW CHAI CHONG AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
3. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 50,000,000 DIRECTOR BONUS SHARES TO MR. HOO KHEE LENG AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
4. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 50,000,000 DIRECTOR BONUS SHARES TO MR. SIOW CHIEN FU AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
5. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 15,000,000 DIRECTOR BONUS SHARES TO MR. LAM KWONG FAI AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
6. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 13,333,333 DIRECTOR BONUS SHARES TO MS. TAN LER CHOO AT A PRICE OF S\$0.003 PER DIRECTOR BONUS SHARE**
7. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 38,600,000 EMPLOYEE BONUS SHARES TO RELEVANT EMPLOYEES AT A PRICE OF S\$0.003 PER EMPLOYEE BONUS SHARES**
8. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 50,000,000 ADVISORY SERVICES SHARES TO DATUK WIRA ERIC TAN ENG HUAT AT A PRICE OF S\$0.003 PER ADVISORY SERVICES SHARE**
9. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 22,593,200 SETTLEMENT SHARES TO MR. LAI CHEE HOE AT A PRICE OF \$0.005 PER SETTLEMENT SHARE**
10. **THE PROPOSED ALLOTMENT AND ISSUANCE OF 28,000,000 SETTLEMENT SHARES TO MR. TAN CHIN TUAN AT A PRICE OF \$0.005 PER SETTLEMENT SHARE**

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### ORDINARY RESOLUTION 1: THE PROPOSED DEBT CAPITALISATION

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Conversion Shares pursuant to the Proposed Debt Capitalisation at the Conversion Price, as may be required or permitted to be allotted or issued on the conversion of the outstanding amount on the CLA Loan, to AIM Worldwide Group Ltd on the date of conversion thereof, subject to and otherwise in accordance with the Terms and Conditions, whereby such Conversion Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls on or before the date on which the Conversion Notice is issued.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do 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 Ordinary Resolution 1.

### ORDINARY RESOLUTION 2: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MR. LOW CHAI CHONG

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Mr. Low Chai Chong, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do 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 Ordinary Resolution 2.

### ORDINARY RESOLUTION 3: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MR. HOO KHEE LENG

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Mr. Hoo Khee Leng, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do 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 Ordinary Resolution 3.

### ORDINARY RESOLUTION 4: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MR. SIOW CHIEN FU

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Mr. Siow Chien Fu, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorized to complete and do 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 Ordinary Resolution 4.

### **ORDINARY RESOLUTION 5: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MR. LAM KWONG FAI**

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Mr. Lam Kwong Fai, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do 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 Ordinary Resolution 5.

### **ORDINARY RESOLUTION 6: THE PROPOSED DIRECTOR BONUS SHARE ISSUE FOR MS. TAN LER CHOO**

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Director Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to Ms. Tan Ler Choo, whereby such Director Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which is before the date of allotment of the Director Bonus Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do 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 Ordinary Resolution 6.

### **ORDINARY RESOLUTION 7: THE PROPOSED EMPLOYEE BONUS SHARE ISSUE**

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Employee Bonus Shares at the Issue Price, as may be required or permitted to be allotted or issued to employees, whereby such Employee Bonus Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls before the date of allotment of the Employee Bonus Shares.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

- (ii) That the Directors of the Company be and are hereby authorised to complete and do 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 Ordinary Resolution 7.

### **ORDINARY RESOLUTION 8: THE PROPOSED ADVISORY SERVICES SHARE ISSUE**

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Advisory Services Shares at the Issue Price, as may be required or permitted to be allotted or issued to Datuk Eric, whereby such Advisory Services Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls before the date of allotment of the Advisory Services Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do 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 Ordinary Resolution 8.

### **ORDINARY RESOLUTION 9: THE PROPOSED SETTLEMENT SHARE ISSUE FOR MR. LAI CHEE HOE**

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Settlement Shares at the Settlement Share Price, as may be required or permitted to be allotted or issued to Mr. Lai Chee Hoe, whereby such Settlement Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls before the date of allotment of the Settlement Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do 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 Ordinary Resolution 9.

### **ORDINARY RESOLUTION 10: THE PROPOSED SETTLEMENT SHARE ISSUE FOR MR. TAN CHIN TUAN**

- (i) That approval be and is hereby given to the Directors to allot and issue such number of Settlement Shares at the Settlement Share Price, as may be required or permitted to be allotted or issued to Mr. Tan Chin Tuan, whereby such Settlement Shares when issued shall rank, *pari passu*, in all respects with the existing Shares save that they will not rank for any dividend, rights, allotments or other distributions if the Record Date of which falls before the date of allotment of the Settlement Shares.
- (ii) That the Directors of the Company be and are hereby authorised to complete and do 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 Ordinary Resolution 10.

**BY ORDER OF THE BOARD**



**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**Hoo Khee Leng**  
Executive Director and Chief Executive Officer

7 March 2024

## NOTICE OF EXTRAORDINARY GENERAL MEETING

### **IMPORTANT NOTICE FOR SHAREHOLDERS**

The Company's Extraordinary General Meeting (the "EGM") is being convened, and will be held physically at 1 North Bridge Road, #09-00, High Street Centre, Singapore 179094 on 22 March 2024 at 10 a.m.. There will be no option for Members to participate virtually or by electronic means.

The circular, Notice of EGM, Proxy Form and the circular printed copy request form ("**Request Form**") have been made available on SGXNet and the Company's corporate website and may be accessed at the following URLs:

- (i) <https://www.sqx.com/securities/company-announcements>; or
- (ii) <https://www.capitalworldlimited.com/>

Printed copies of this Notice of EGM, Proxy Form and Request Form will be dispatched to Members. The Notice of EGM will also be published on The Business times on 7 March 2024.

Members who wish to receive a printed copy of the circular may do so by completing the Request Form and sending it to the Company by 13 March 2024 through any of the following means:

- (i) Via email to [info@capitalcity.com.my](mailto:info@capitalcity.com.my); or
- (ii) In hard copy by sending personally or by post and lodging the same to 1 North Bridge Road #24-09 High Street Centre Singapore 179094.

Members should take note of the following arrangements for the EGM:

#### (a) **Participation in the EGM**

Members, including CPF and SRS investors, may participate in the EGM by:

- (i) Attending the EGM in person;
- (ii) Submitting questions in relation to any agenda item in this Notice of EGM in advance of, or at the EGM; and/or
- (iii) voting at the EGM by (i) themselves; or (ii) through duly appointed proxy(ies).

Details of the steps for registration, asking of questions and voting at the EGM by Members, are set out in notes (b) to (f) below.

#### (b) **Register in person to attend the EGM**

Members, including CPF and SRS investors can attend the EGM in person.

To do so, they will need to register in person at the registration counter(s) outside the EGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the EGM if the attendee's identity cannot be verified accurately.

For investors who hold shares through relevant intermediaries (excluding CPF/SRS investors) (as defined in Section 181 of the Companies Act 1967 of Singapore) (the "**Relevant Intermediary**"), please refer to note (c) for the procedures to attend and vote at the AGM.

#### (c) **Submission of Questions**

Members, including CPF Investors and SRS Investors who have questions related to the resolutions to be tabled for approval at the EGM can ask questions during the EGM physically or can submit their questions to the Company in advance of the EGM ("**Advanced Questions**") by 14 March 2024, through any of the following manners)

- (i) **Via email:** Members may submit their questions via email to [info@capitalcity.com.my](mailto:info@capitalcity.com.my); and/or
- (ii) **By post:** Members may submit their questions by sending personally or by post and lodging the same to 1 North Bridge Road #24-09 High Street Centre Singapore 179094.

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) contact telephone number; (c) email address; and (d) the manner in which the shares are held (e.g. via CDP, CPF, SRS and/or scrip) for verification purpose.

## NOTICE OF EXTRAORDINARY GENERAL MEETING

The Company will endeavor to respond to all substantial and relevant questions either prior to the EGM (via an announcement on SGXNET at the URL <https://www.sgx.com/securities/company-announcements>) and the Company's corporate website at the URL <http://capitalworldlimited.com> by 17 March 2024. The Company will address those substantial and relevant questions which are submitted after 14 March 2024 will be consolidated and addressed either before the EGM via an announcement on SGXNet and the Company's website or at the EGM.

The Company will publish the minutes of the EGM on its website and on SGXNet within one (1) month from the date of the EGM, and the minutes will include the responses to the substantial and relevant questions from members which are addressed during the EGM.

(d) **Voting:** A member who wishes to exercise his/her/its voting rights at the EGM may:

(i) (where such members are individuals) vote in person at the EGM or (where such members are individuals or corporates) appoint a proxy(ies) to attend and vote at the EGM on their behalf.

(e) **Submission of Proxy Instruments:**

Members who wish to submit instruments appointing a proxy(ies) must do so in the following manner:

(i) if submitted by post, the instrument must be lodged with Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or

(ii) if submitted electronically, the instruments must be submitted via email to the Company at [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com),

in each case, by 10.00 a.m. on 20 March 2024 (not less than 48 hours before the time appointed for the EGM).

The accompanying proxy form for the EGM may be accessed via the URL <https://www.sgx.com/securities/company-announcements> and will also be made available on SGXNet.

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. **Members are strongly encouraged to submit completed proxy forms electronically.**

Where a member (whether individual or corporate) appoints an individual or the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstention from voting, in respect of a resolution in the form of proxy, failing which the appointment of the proxy for that resolution will vote or abstain from voting at his/her discretion.

If the appointor is a corporation, the instrument appointing a proxy must be executed under the corporation's common seal or signed by its attorney or an officer on behalf of the corporation.

The Company shall be entitled to reject an instrument of proxy which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the instrument of proxy (including any related attachment). In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares entered against his/her/its name in the Depository Register as at 48 hours before the time appointed for holding the EGM (i.e. 10.00 a.m. on 20 March 2024), as certified by The Central Depository (Pte) Limited to the Company.

A proxy need not be a member of the Company. The Chairman of the Meeting, as proxy, need not be a member of the Company.

A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies. Where such member's instrument appointing a proxy(ies) appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the instrument; and (ii) a member 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 member. Where such member's instrument appointing a proxy(ies) 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 instrument. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

(f) Voting at the EGM by Relevant Intermediary Investors (including CPF/SRS Investors)

## NOTICE OF EXTRAORDINARY GENERAL MEETING

The Depositor Proxy Form is not valid for use by investors holding shares through Relevant Intermediary (including CPF/SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them.

Investors holding shares through Relevant Intermediary (other than CPF/SRS Investors) who wish to appoint proxy(ies) should approach their Relevant Intermediary as soon as possible to submit their votes.

CPF/SRS investors who wish to vote at the AGM, should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 12 March 2024, being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective relevant intermediaries to in turn submit a Proxy Form to appoint the proxy(ies) to vote on their behalf.

- (g) Members should check the SGXNET at the URL <https://www.sgx.com/securities/company-announcements> for the latest updates on the status of the EGM.

### PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 or service providers) for the purpose of the processing and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 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 (the "**Warranty**"); 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 the Warranty.

**CAPITAL WORLD LIMITED**  
(Company Registration No. CT-276295)  
(Incorporated in the Cayman Islands on 15 March 2013)

**EXTRAORDINARY GENERAL MEETING - SHAREHOLDER PROXY FORM**

<b>IMPORTANT:</b>
1. CPF or SRS investors who wish to appoint proxy, they should approach their CPF and/or SRS Approved Nominees to submit their votes at least seven (7) working days before the EGM. This Proxy Form is not valid for use by CPF, or SRS investors and shall be ineffective for all intents and purposes if used or purported to be used by them.
2. By submitting this proxy form appointing a proxy(ies) and/or representative(s), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 7 March 2024.
3. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting or such other person(s) as a shareholder's proxy to vote on his/her/ its behalf at the EGM.

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

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

being a \*shareholder/shareholders of **CAPITAL WORLD LIMITED** (the "Company"), hereby appoint:

<b>(a)</b>	<b>Name</b>	<b>NRIC/Passport No.</b>	<b>Proportion of Shareholdings</b>	
			<b>No. of Shares</b>	<b>%</b>
	<b>Address</b>			

and/or (delete as appropriate)

<b>(b)</b>	<b>Name</b>	<b>NRIC/Passport No.</b>	<b>Proportion of Shareholdings</b>	
			<b>No. of Shares</b>	<b>%</b>
	<b>Address</b>			

or failing whom, the Chairman of the Meeting as \*my/our proxy/proxies to attend, speak and vote for \*me/us on my/our behalf at the EGM of the Company to be held at 1 North Bridge Road, #09-00, High Street Centre, Singapore 179094 on 22 March 2024 at 10.00 am or any adjournment thereof. \*I/We direct \*my/our \*proxy/proxies to vote for or against the resolutions to be proposed at the EGM as indicated under.

No.	Ordinary Resolution	For**	Against**	Abstain**
Resolution 1	The Proposed Debt Capitalisation			
Resolution 2	The Proposed Director Bonus Share Issue for Mr. Low Chai Chong			
Resolution 3	The Proposed Director Bonus Share Issue for Mr. Hoo Khee Leng			
Resolution 4	The Proposed Director Bonus Share Issue for Mr. Siow Chien Fu			
Resolution 5	The Proposed Director Bonus Share Issue for Mr. Lam Kwong Fai			
Resolution 6	The Proposed Director Bonus Share Issue for Ms. Tan Ler Choo			
Resolution 7	The Proposed Employee Bonus Share Issue			
Resolution 8	The Proposed Advisory Services Share Issue			
Resolution 9	The Proposed Settlement Share Issue for Mr. Lai Chee Hoe			
Resolution 10	The Proposed Settlement Share Issue for Mr. Tan Chin Tuan			

\* Delete where inapplicable

\*\* If you wish to vote "For" or "Against", or abstain from voting, in respect of all your votes for each Resolution, please indicate with a "X" within the box provided. Otherwise, please indicate the number of votes that you wish to vote "For" or "Against", and/or abstain from voting, for each Resolution.

Dated this..... day of..... 2024.

\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal of  
Corporate Shareholders

Total Number of Shares in:	No. of Shares
Register of Members	

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

**Notes:**

- (1) Please insert the total number of shares held in your name in the Register of Members of the Company. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Future Act 2001 of Singapore), please use the Depositor Proxy Form. If no number of shares is inserted, this proxy form will be deemed to relate to all shares held by you in the Register of Members of the Company.
- (2) A proxy need not be a member of the Company.
- (3) A member who is not a relevant intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore) is entitled to appoint not more than two proxies to attend, speak and vote on his/her behalf at the AGM. Where a member appoints more than one proxy, he/she should specify the proportion of his/her shareholding to be represented by each proxy. If no proportion is specified, the first named proxy should be treated as representing 100 per cent of the shareholding and the second named proxy shall be deemed to be an alternate to the first named.
- (4) A member who is a relevant intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore) is entitled to appoint more than two proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to the shares held by such members. When such members appoint more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
- (5) The proxy form appointing a proxy or proxies must be signed by the appointor or his attorney duly authorised in writing. Where the proxy form appointing a proxy is executed by a corporation, it must be executed either under its common seal or under the hand of any officer or attorney duly authorised.
- (6) Where this proxy form appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this proxy form, failing which this proxy form may be treated as invalid.
- (7) The proxy form appointing a proxy or proxies, duly executed, must be submitted through any of the following means not later than forty-eight (48) hours before the time appointed for holding the EGM:
  - (i) By sending a scanned PDF copy by email to [srs.proxy@boardroomlimited.com](mailto:srs.proxy@boardroomlimited.com) ; or
  - (ii) by depositing a physical copy at the registered office of the Company's Singapore Share Transfer Agent, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632.

Shareholders are strongly encouraged to submit completed proxy forms electronically.

- (8) The Company shall be entitled to reject the proxy form appointing a proxy or proxies 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 proxy form appointing a proxy or proxies. The Company may reject any proxy form appointment a proxy or proxies as proxy lodged if the shareholder being the appointor, is not shown to have shares entered against his/her/its name in the Register of Members of the Company as at forty-eight (48) hours before the time appointed for holding the EGM, as certified by the Company's Singapore Share Transfer Agent.

**Personal Data Privacy:**

By submitting this proxy form appointing a proxy or proxies, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 7 March 2024.