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Issuer: CapAllianz Holdings Limited

Stock code: 594

Meeting details:

Date: 28 October 2026

Time: 10.00 a.m.

Venue: 10 Ubi Crescent, Ubi Techpark, Lobby A, #02-05, Singapore 408564

Q1. The group is acquiring the Body-Mind Wellness Program and advance prepayments¹ for a total purchase price of \$3.8 million, of which \$1.38 million is payable in cash. The net tangible asset value of the acquisition was disclosed as \$nil. There is no independent valuation report commissioned by the board.

- (i) How was the \$3.8 million purchase price negotiated and determined? What valuation methodology, financial projections and key assumptions did the board use to approve the proposed acquisition, and how much of the purchase price is attributable to the programme's intellectual property, commercial potential and other intangible benefits?**
- (ii) In addition, what due diligence did the board undertake to establish the program's ownership, commercial viability and legal enforceability? Specifically, does the acquisition confer exclusive worldwide intellectual property rights to the Body-Mind Wellness Program, including the rights to use, reproduce, license and commercialise it, or are any rights subject to geographical, contractual or other restrictions?**
- (iii) Why did the board consider an independent valuation unnecessary, and what alternative valuation methods or independent assessments did it use to satisfy itself that the \$3.8 million purchase price is fair and reasonable, given that the acquisition has a nil net tangible asset value and its value appears to depend substantially on future commercialisation?**

Q2. In April and May 2026, the company proposed changing its continuing sponsor to UOB Kay Hian Private Limited and its independent auditor to Baker Tilly TFW LLP, respectively. An extraordinary general meeting was held on 19 June 2026, primarily to seek shareholder approval for the change of auditor.

- (i) What strategic considerations or changes in the group's requirements prompted the replacement of both the continuing sponsor and the independent auditor within a matter of weeks? How did the board assess the risks of undertaking both transitions concurrently, and what evidence supports its conclusion that the changes did not disrupt regulatory compliance, financial reporting or other critical functions?**
- (ii) Given that the change in auditor was effected only on 19 June 2026, how did the audit committee satisfy itself that the incoming auditor had sufficient time, resources and relevant industry experience to conduct a thorough FY2026 audit in accordance with applicable auditing standards? What additional oversight or safeguards, if any, did the audit committee implement to manage the risks associated with the transition?**

¹ Amounting to \$317,000 as at 30 June 2026

- (iii) **How were the new continuing sponsor and independent auditor selected? What criteria and evaluation process did the board apply, including the assessment of relevant experience, service quality, independence, fees and capacity to meet the group's requirements? Were alternative candidates evaluated, and how did the selected firms compare with them?**

Q3. In October 2025, the company completed a share placement of an aggregate of 3.002 billion new shares, increasing its issued ordinary shares from 9.203 billion to 12.206 billion as at 30 June 2026. The placement price was \$0.0011 per share, compared with the last reported net asset value per share of US\$0.0037, as announced on 30 August 2025.

This represented a substantial discount of approximately 75% to the reported NAV per share. The company's announcement dated 15 September 2025 set out the pro forma financial effects of the placement.

Pro pro forma financial effects		
5.2 NAV per Share		
	Before the Proposed Placement	After the Proposed Placement
NAV attributable to Shareholders (US\$'000)	35,837	38,378
Number of issued Shares	9,203,398,760	12,205,708,760
NAV per Share (US cents)	0.389	0.314

19.3% decrease in NAV per share resulting from discounted placement

(Source: company announcement dated 15 September 2025; graphics and annotation by SIAS)

As at 30 June 2026, NAV per share decreased to US\$0.00253, mainly due to the dilutive placement and continued losses.

In September 2026, the company proposed a further placement of 1.929 billion new shares at \$0.0011 per share. The company has also proposed issuing a further 2.2 billion new shares to fund the acquisition of the Body-Mind Wellness Program.

- (i) **How did the board assess and justify the placement price of \$0.0011 per share against the company's reported NAV per share? Did the board quantify its expected benefits against the permanent dilution of existing**

shareholders? What alternatives to issuing shares at such a substantial discount did the board consider?

- (ii) With further share issuances proposed, what is the board's plan to achieve financial sustainability without relying on repeated, dilutive equity fundraising?

Shareholders are welcome to use and/or adapt the questions prepared by SIAS and to forward them to the company.

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