OIO HOLDINGS LIMITED

(Company Registration No.: 201726076W)
(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING

MINUTES of the Annual General Meeting (the "**AGM**" or "**Meeting**") of OIO Holdings Limited (the "**Company**" or "**OIO**") held at Geylang Serai Community Club @ Wisma Geylang Serai, 1 Engku Aman Turn, Level 3, Activity Room 3 & 4, Singapore 408528 on Monday, 28 April 2025 at 10:00 a.m.

PRESENT

Board of Directors
Mr Yusaku Mishima (Executive Chairman)
Mr Foo Kia Juah (Lead Independent Non-Executive Director)
Ms Goh Li-Lin, Gillian (Independent Non-Executive Director)
Mr Tee Hian Chong (Independent Non-Executive Director)

IN ATTENDANCE

As set out in the attendance list.

CHAIRMAN

Mr Yusaku Mishima, the Chairman of the Meeting and Board of Directors welcomed the shareholders for their attendance. The Chairman introduced the Lead Independent Non-Executive Director, Mr Foo Kia Juah, Independent Non-Executive Directors, Ms Goh Li-Lin, Gillian and Mr Tee Hian Chong, Group Financial Controller, Mr Ho Chor Yau, as well as the representatives of Sponsor, External Auditors, Secretary, Share Registrar, the Polling Agent and Independent Scrutineer.

QUORUM

With the requisite quorum being present, the Chairman declared the Meeting to open at 10:00 a.m.

NOTICE

The Notice convening the Meeting, having been circulated to shareholders for the requisite period was, with the permission of the Meeting, taken as read.

SUBSTANTIAL AND RELEVANT QUESTIONS PRIOR TO AGM

The Company would like to inform that it had not received any questions from the shareholders prior to the AGM.

ABSTENTIONS FROM VOTING

No shareholders were required to abstain from voting on any resolution(s) put to vote at the AGM.

It was noted that all the proposed resolutions at this Meeting were conducted by way of a poll. Anton Management Solutions Pte. Ltd. had been appointed as Poll Counting Agent and Anton Management Solutions Pte. Ltd. has been appointed as the Independent Scrutineer to count and verify the votes taken at the Meeting.

In order to facilitate the conduct of the Meeting, the poll will be conducted after all the proposed resolutions at this Meeting had been duly proposed and seconded.

The Chairman proceeded with the agenda of the Meeting.

The motions were duly proposed and seconded by the respective shareholders. The Chairman invited questions from shareholders on the respective proposed resolutions. There being no questions raised for the respective resolutions, the Meeting stood adjourned at 10:21 a.m. and voting on all the resolutions by poll was conducted.

The Meeting was resumed at 10:31 a.m., the results of the poll as set out below had been duly verified by the Independent Scrutineer:-

RESULTS OF THE POLL

RESOLUTIONS:		**No. of Shares**	**Percentage**
ORDINARY RESOLUTION 1	FOR	118,943,841	100%
	AGAINST	-	-
	TOTAL NO. OF VALID VOTES	118,943,841	100%
ORDINARY RESOLUTION 2	FOR	118,943,841	100%
	AGAINST		-
	TOTAL NO. OF VALID VOTES	118,943,841	100%
ORDINARY RESOLUTION 3	FOR	118,943,841	100%
	AGAINST		-
	TOTAL NO. OF VALID VOTES	118,943,841	100%
ORDINARY RESOLUTION 4	FOR	118,943,841	100%
	AGAINST		-
	TOTAL NO. OF VALID VOTES	118,943,841	100%
ORDINARY RESOLUTION 5	FOR	118,943,841	100%
	AGAINST		-
	TOTAL NO. OF VALID VOTES	118,943,841	100%
ORDINARY RESOLUTION 6	FOR	118,943,841	100%
	AGAINST		-
	TOTAL NO. OF VALID VOTES	118,943,841	100%
ORDINARY RESOLUTION 7	FOR	118,943,841	100%
	AGAINST		-
	TOTAL NO. OF VALID VOTES	118,943,841	100%
ORDINARY RESOLUTION 8	FOR	118,943,841	100%
	AGAINST		-
	TOTAL NO. OF VALID VOTES	118,943,841	100%

Based on the results of the poll, the Chairman, declared that all the following resolutions were carried.

ORDINARY RESOLUTION 1

TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS OF THE COMPANY FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2024 AND THE AUDITORS' REPORT THEREON.

RESOLVED THAT *the Audited Financial Statements and the Statement of the Directors and the Auditors' Report thereon for the financial year ended 31 December 2024 be and are hereby received and adopted.*

ORDINARY RESOLUTION 2

TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF S$250,000 FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025 TO BE PAID MONTHLY IN ARREARS

RESOLVED THAT *approval be and is hereby given for the payment of Directors' Fees of S$250,000 for the financial year ending 31 December 2025, to be paid monthly in arrears.*

ORDINARY RESOLUTION 3

TO RE-ELECT MR FOO KIA JUAH, A DIRECTOR RETIRING PURSUANT TO REGULATION 104 OF THE COMPANY'S CONSTITUTION

It was noted that Mr Foo Kia Juah was retiring pursuant to Regulation 104 of the Company's Constitution. He, being eligible, had offered himself for re-election as Director of the Company.

The Chairman informed the Meeting that upon re-election, Mr Foo Kia Juah (Lead Independent Non-Executive Director) would, upon re-election as Director of the Company, remain as the Chairman of the Nominating Committee and a member of each of the Remuneration Committee, and the Audit Committee. He is considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST").

RESOLVED THAT *Mr Foo Kia Juah be re-elected as Director of the Company.*

ORDINARY RESOLUTION 4

TO RE-ELECT MS GOH LI-LIN, GILLIAN, A DIRECTOR RETIRING PURSUANT TO REGULATION 114 OF THE COMPANY'S CONSTITUTION

It was noted that Ms Goh Li-Lin, Gillian was retiring pursuant to Regulation 114 of the Company's Constitution. She, being eligible, had offered herself for re-election as Director of the Company.

The Chairman informed the Meeting that upon re-election, Ms Goh Li-Lin, Gillian (Independent Non-Executive Director) would, upon re-election as Director of the Company, remain as Chairman of the Audit Committee and a member of each of the Nominating Committee and Remuneration Committee. She is considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalist (the "Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST").

RESOLVED THAT *Ms Goh Li-Lin, Gillian be re-elected as Director of the Company.*

ORDINARY RESOLUTION 5

TO RE-APPOINT MESSRS FOO KON TAN LLP AS AUDITORS OF THE COMPANY AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The Meeting was informed that Messrs Foo Kon Tan LLP had expressed their willingness to continue in office.

RESOLVED THAT *Messrs Foo Kon Tan LLP be and are hereby re-appointed as Auditors of the Company for the ensuing year and that the Directors be authorised to fix their remuneration.*

ORDINARY RESOLUTION 6

AUTHORITY TO ALLOT AND ISSUE SHARES

The Chairman informed that Resolution 6 was to seek from the shareholders a general mandate for the Directors to allot and issue shares pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Act**") and subject to Rule 806 of Catalist Rules of the SGX-ST.

RESOLVED THAT *pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist (the "Catalist Rules"), authority be and is hereby given to the Directors of the Company to issue and allot new ordinary shares in the capital of the Company ("Shares") (whether by way of rights, bonus or otherwise) and/or make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, or other instruments convertible into Shares, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit, and notwithstanding that this authority may have ceased to be in force, issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force provided that the adjustment does not give the holder a benefit that a shareholder does not receive;*

PROVIDED ALWAYS that:

(1) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro-rata basis, then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with paragraph (2) below);

(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time such authority was conferred, after adjusting for:

(a) new Shares arising from the conversion or exercise of convertible securities;

(b) new Shares arising from exercising share options or vesting share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and

(c) any subsequent bonus issues, consolidation, or subdivision of Shares.

Any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) above shall only be made in respect of New Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution;

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Catalist Rules for the time being in force (in each case unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and otherwise, and the Constitution of the Company for the time being; and

(4) such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

ORDINARY RESOLUTION 7

AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE OIO EMPLOYEE SHARE OPTION SCHEME

The Chairman informed that Resolution 7 was to authorise the Directors to allot, and issue shares pursuant to the exercise of options granted in accordance with the provisions of the OIO Employee Share Option Scheme and pursuant to Section 161 of the Companies Act and Catalist Rules.

RESOLVED THAT *pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the exercise of options granted in accordance with the provisions of the OIO Employee Share Option Scheme (the "**ESOS**"), provided always that the aggregate number of the ESOS Shares (including the PSP and any other share option schemes of our Company) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.*

ORDINARY RESOLUTION 8

AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE OIO PERFORMANCE SHARE PLAN

The Chairman informed that Resolution 8 was to authorize the Directors to allot and issue shares pursuant to the vesting of awards under the OIO Performance Share Plan pursuant to Section 161 of the Companies Act and Catalist Rules.

RESOLVED THAT *pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the vesting of awards under the OIO Performance Share Plan (the "PSP"), provided always that the aggregate number of additional new Shares to be allotted and issued pursuant to the PSP and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.*

CONCLUSION

There being no other business, the Chairman declared the Meeting of the Company closed at 10.33 a.m. and thanked everyone for their participation and support.

Confirmed as True Record of Proceedings held

Yusaku Mishima
Executive Chairman