

**OIO HOLDINGS LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 201726076W)

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**INTEREST FREE LOAN FROM NORTH VENTURES PTE. LTD.**

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**1. LOAN OF USD 2,000,000 FROM NORTH VENTURES PTE. LTD.**

The Board of Directors (the “**Board**” or the “**Directors**”) of OIO Holdings Limited (the “**Company**”), and together with its subsidiaries, the “**Group**”), wishes to announce that the Company has entered into a loan agreement (the “**Loan Agreement**”) dated 7 April 2021 with North Ventures Pte. Ltd. (formerly known as QRC Pte. Ltd.) (the “**Lender**”), pursuant to which the Lender has agreed to grant the Company an interest free loan of USD 2,000,000 (“the **Loan**”), repayable within 7 days after 1 May 2022 (the “**Maturity Date**”), unless the following events occur before the Maturity Date.

(A) The Company succeeds in fund-raising including both private/public placement of its shares and long-term loans from external parties, excluding the issuance of convertible notes which the Company has announced on 29 March, 2021. In the case where this event happens, the proceeds which the Company receives as a result of the fund-raising will be used to repay the Loan up to USD 2,000,000 immediately after the closing of the fund-raising;

(B) The Company’s gross profits for its half-year and/or full year financial results announcement are positive and the Company’s cash balance after the repayment of the Loan remains to be no less than USD 2,000,000. In this case, 50% of the gross profits will be used to repay the Loan up to USD 2,000,000 immediately after the announcement of half-year and/or full year financial results; or

(C) The Lender agrees in writing to grant the Company further extension of the Maturity Date.

The Lender is a controlling shareholder of the Company. As at the date of this announcement, the Lender has a direct interest in an aggregate of 77,670,840 shares in the capital of the Company representing approximately 64.13% of the entire issued share capital of the Company.

The Company intends to use the Loan for the Group’s general corporate and working capital purposes.

**2. INTERESTED PERSON TRANSACTION**

The Lender is an “interested person” for the purposes of Chapter 9 of Singapore Exchange Securities Trading Limited’s Listing Manual Section B: The Rules of Catalist (“**Catalist Rules**”). The Company is however not required to seek shareholders’ approval pursuant to Rule 906 of the Catalist Rules as the Loan is interest free and the value of this transaction (or amount at risk to the Company) is nil.

The Board and the Audit Committee of the Company are of the view that the Loan is not prejudicial to the interests of the Company and its minority shareholders.

Other than North Ventures Pte Ltd., none of the other Directors or substantial shareholder(s) of the Company has any interest, direct or indirect (other than through their respective shareholdings in the Company), in the Loan.

### 3. DOCUMENT FOR INSPECTION

A copy of the Loan Agreement will be made available for inspection during normal business hours at the registered office of the Company for a period of three (3) months from the date of this announcement.

#### BY ORDER OF THE BOARD

Fan Chee Seng  
Executive Chairman  
7 April 2021

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*This announcement has been reviewed by the Company's Sponsor, PrimePartners Corporate Finance 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. Joseph Au, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.*