
NOTICE OF EXTRAORDINARY GENERAL MEETING

OXLEY HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201005612G)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Oxley Holdings Limited (the “**Company**”) will be held by electronic means on 21 April 2021 at 10.00 am, for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution set out below.

All capitalised terms in the resolution below shall, unless otherwise defined herein, have the respective meanings ascribed to them in the circular to shareholders of the Company dated 6 April 2021.

Ordinary Resolution

PROPOSED WARRANTS ISSUE

That:

- (a) pursuant to Section 161 of the Companies Act, and Rule 805(1) and Rule 811(3) of the Mainboard Rules, approval be and is hereby given (notwithstanding that the issue thereof may take place after the next or ensuing annual or other general meeting of the Company) for:
 - (i) the creation, allotment and issue by the Company of up to 244,800,000 non-listed Warrants, each Warrant carrying the right to subscribe for one (1) New Share at the Exercise Price during the Exercise Period, subject to and otherwise in accordance with the terms and conditions of the Deed Poll (the “**Conditions**”);
 - (ii) the creation, allotment and issue of such Additional Warrants as may be required or permitted to be issued in accordance with the adjustment events as set out in the Conditions (any such Additional Warrants to rank *pari passu* with the Warrants and for all purposes to form part of the same series, save as otherwise be provided in the Conditions);
 - (iii) the allotment and issue of, upon exercise of the Warrants, such number of Warrant Shares as may be required or permitted to be allotted and issued to the relevant Warrantholder(s) on the exercise of the Warrants subject to and otherwise in accordance with the Conditions, such Warrant Shares to be credited as fully paid when issued and ranking for any dividends, rights, allocations or other distributions, the Record Date for which is on or after the relevant Exercise Date, and, subject as aforesaid, *pari passu* in all other respects with the then existing Shares; and
 - (iv) the allotment and issue of, on the same basis as sub-paragraph (iii) above, such Additional Warrant Shares as may be required to be allotted and issued on the exercise of any Additional Warrants referred to in sub-paragraph (ii) above, such Additional Warrant Shares to be credited as fully paid when issued and ranking for any dividends, rights, allocations or other distributions, the Record Date for which is on or after the relevant Exercise Date, and, subject as aforesaid, *pari passu* in all other respects with the then existing Shares; and

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- (b) the directors of the Company and each of them be and are hereby authorised and empowered to implement, effect, complete and do all such acts and things (including without limitation executing all such documents as may be required), and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this resolution and in connection with the Proposed Warrants Issue.

By Order of the Board

Chan Yean Chun
Company Secretary
Singapore, 6 April 2021

Notes:

General

1. The Extraordinary General Meeting (“EGM”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meeting for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this Notice and the Circular dated 6 April 2021 will not be sent to members. Instead, this Notice and the Circular dated 6 April 2021 will be sent to members by electronic means via publication on the SGX website at www.sgx.com and on the Company’s website at www.oxley.com.sg.
2. Alternative arrangements relating to participation in the EGM proceedings via electronic means, submission of questions in advance of the EGM and voting by appointing the Chairman of the Meeting as proxy at the EGM, are set out below.

Participation in the EGM proceedings

3. Members who wish to observe and/or listen to the EGM proceedings must pre-register at <https://septusasia.com/oxley-egm-registration/> by 10.00 am on 18 April 2021 to enable the Company to verify their status. Pre-registrations received after the deadline will not be processed.
4. Following the verification, authenticated members will receive an email by 10.00 am on 20 April 2021. The email will contain instructions on how to access the live audio-visual webcast and the live audio-only stream of the EGM proceedings. Members who have registered by the deadline on 18 April 2021, but do not receive an email by 10.00 am on 20 April 2021, should contact the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at oxley-egm2021@boardroomlimited.com or alternatively at +65 6536 5355 during Monday to Friday, from 8.30 a.m. to 5.30 p.m..
5. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to observe and/or listen to the EGM proceedings or submit questions in advance of the EGM, should contact their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) as soon as possible in order to make the necessary arrangements for them to do so.
6. A Depositor shall not be regarded as a member of the Company entitled to observe and/or listen to the EGM proceedings and to exercise his voting rights thereat unless his name appears on the Depository Register as at 72 hours before the EGM.

Submission of questions in advance

7. Members will not be able to ask questions during the EGM proceedings. Members can submit questions relating to the resolution to be tabled for approval at the EGM, so that they are received no later than 5.00 pm on 14 April 2021, in the following manner:
 - (a) via the pre-registration website at <https://septusasia.com/oxley-egm-registration/>;
 - (b) by post to the office of the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623; or
 - (c) by electronic mail to the Company’s Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at oxley-egm2021@boardroomlimited.com.

If the questions are submitted by post or electronic mail, the member’s full name and identification/registration number must be included for verification purposes, failing which the submission will be treated as invalid.

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8. The Company will address substantial and relevant questions relating to the resolution to be tabled for approval at the EGM either before or at the EGM. Where the questions are addressed before the EGM, the Company will publish the responses to the questions on SGXNet and the Company's website.

Voting by proxy

9. Members (whether individual or corporate) who wish to exercise their voting rights at the EGM must appoint the Chairman of the Meeting as their proxy to vote on their behalf at the EGM. The proxy form for the EGM is available on the SGX website at www.sgx.com and on the Company's website at www.oxley.com.sg.
10. Where members appoint the Chairman of the Meeting as their proxy, they must give specific instructions as to voting, or abstentions from voting, in respect of the resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for the resolution will be treated as invalid.
11. Investors who hold shares through relevant intermediaries (as defined in Section 181 of the Companies Act) (including those who hold shares under the Central Provident Fund Investment Scheme and/or the Supplementary Retirement Scheme) and who wish to appoint the Chairman of the Meeting as proxy to vote must approach their respective relevant intermediaries (including CPF Agent Banks or SRS Operators) to submit their voting instructions by 9 April 2021, to enable their respective relevant intermediaries to submit proxy forms on their behalf so that they are received not later than 10.00 am on 18 April 2021.
12. The Chairman of the Meeting, as proxy, need not be a member of the Company.
13. A member who wishes to submit an instrument of proxy appointing the Chairman of the Meeting as proxy must first download, complete and sign the proxy form, before submitting it:

(c) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623; or

(d) by electronic mail to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at oxley-egm2021@boardroomlimited.com,

in either case, to be received not later than 10.00 am on 18 April 2021, failing which the proxy form will be treated as invalid.

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) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), and (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), 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) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.