

TOKU LTD.

(Incorporated in the Republic of Singapore)
(Company Registration No. 201734881W)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (the “**AGM**”) of Toku Ltd. (the “**Company**”) will be held at Warehouse on River Promenade, 5 Jiak Kim Street, Singapore 169425 on Monday, 27 April 2026 at 9.00 a.m. to transact the following businesses:

AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and the Audited Financial Statements for the financial year ended 31 December 2025 together with the Independent Auditor’s Report thereon. **(Resolution 1)**
2. To re-elect the following Directors of the Company, who will be retiring by rotation under Article 94 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
 - (i) Ms Tan Hwee Hua @ Lim Hwee Hua *[See Explanatory Note 1]* **(Resolution 2)**
 - (ii) Mr Laboulle Thomas Patrick M. *[See Explanatory Note 2]* **(Resolution 3)**
 - (iii) Ms Pebble Sia Huei-Chieh *[See Explanatory Note 3]* **(Resolution 4)**
 - (iv) Mr Doshi Bhavik Umesh *[See Explanatory Note 4]* **(Resolution 5)**
 - (v) Mr Stevens Vincent Francois *[See Explanatory Note 5]* **(Resolution 6)**
3. To approve the payment of Directors’ fees of S\$10,684 for the financial year ended 31 December 2025. *[See Explanatory Note 6]* **(Resolution 7)**
4. To approve the payment of Directors’ fees of S\$162,500 for the financial year ending 31 December 2026, payable quarterly in arrears. *[See Explanatory Note 7]* **(Resolution 8)**
5. To re-appoint Forvis Mazars LLP as the Auditors of the Company and to authorise the Directors of the Company to fix their remuneration. **(Resolution 9)**
6. To transact any other ordinary business which may properly be transacted at an AGM.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass with or without any modifications, the following resolutions as Ordinary Resolutions:

7. **Authority to issue shares**

That pursuant to Section 161 of the Companies Act 1967 (the “**Act**”) and Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (“**Catalist Rules**”), the Directors be authorised and empowered to:

- (a)
 - (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
 - (ii) 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) options, 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 of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution does not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) to be issued other than on a pro rata basis to shareholders of the Company does not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-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 Shares that may be issued under sub-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) at the time this Resolution is passed, after adjusting for:
 - (a) new Shares arising from the conversion or exercise of any convertible securities;
 - (b) new Shares arising from exercising of share options or vesting of share awards provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of Shares;

Adjustments in accordance with sub-paragraphs (2)(a) or (2)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and the Constitution for the time being of the Company; and
- (4) unless revoked or varied by the Company in a general meeting, such authority shall 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; or in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this resolution, until the issuance of such shares in accordance with the terms of the Instruments.

[See Explanatory Note 8]

(Resolution 10)

8. **Authority to grant options and issue shares under the Toku Employee Share Option Scheme**

That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:

- (i) offer and grant options in accordance with the provisions of Toku Employee Share Option Scheme ("**Toku ESOS**"); and
- (ii) allot and issue or deliver from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the exercise of options granted under Toku ESOS,

provided that the total number of Shares over which options may be granted under the Toku ESOS on any date, when added to (i) the total number of Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury shares) delivered and/or to be delivered, pursuant to options already granted under the Toku ESOS, (ii) the total number of new Shares allotted and issued and/or to be allotted and issued, issued Shares (including treasury shares) delivered and/or to be delivered, and Shares released and/or to be released in the form of cash in lieu of Shares, pursuant to awards granted under the Toku PSP (as defined below), and (iii) the total number of Shares subject to any other share option or share schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

[See Explanatory Note 9]

(Resolution 11)

9. **Authority to grant awards and to allot and issue shares under the Toku Performance Share Plan**

That pursuant to Section 161 of the Act, authority be and is hereby given to the Directors to:

- (i) grant awards in accordance with the provisions of the Toku Performance Share Plan ("**Toku PSP**"); and
- (ii) allot and issue or deliver from time to time such number of fully paid-up Shares as may be required to be issued pursuant to the vesting of awards granted under Toku PSP,

provided that the total number of Shares which may be delivered pursuant to awards granted under the Toku PSP on any date, when added to (i) the total number of Shares allotted and issued and/or to be allotted and issued and issued Shares (including treasury shares) delivered and/or to be delivered, and Shares released and/or to be released in the form of cash in lieu of Shares, pursuant to awards already granted under the Toku PSP, (ii) the total number of new Shares allotted and issued and/or to be allotted and issued, issued Shares (including treasury shares) delivered and/or to be delivered, pursuant to options already granted under the Toku ESOS, and (iii) the total number of Shares subject to any other share option or share schemes of the Company, shall not exceed fifteen per centum (15%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time.

[See Explanatory Note 10]

(Resolution 12)

10. **Proposed Adoption of the Share Buyback Mandate**

(a) That:

for the purposes of Sections 76C and 76E of the Companies Act 1967 (the "**Act**"), the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire issued and fully paid-up ordinary shares in the capital of the Company ("**Shares**") not exceeding in aggregate the Maximum Limit (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:

- (i) on-market purchases ("**On-Market Purchases**") transacted on the SGX-ST; and/or
- (ii) off-market purchases ("**Off-Market Purchases**") effected in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act,

and otherwise in accordance with all other provisions of the Act, the Constitution of the Company and the Catalist Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "**Share Buyback Mandate**");

(b) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:

- (i) the date on which the next AGM of the Company is held;
- (ii) the date by which the next AGM of the Company is required by law to be held; or
- (iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

(c) in this Resolution:

"**Maximum Limit**" means that number of issued Shares representing not more than 10% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the passing of this Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Act, at any time during the Relevant Period, in which event the total number of issued Shares shall be taken to be the total number of issued Shares as altered;

"**Relevant Period**" means the period commencing from the date of the passing of this Resolution and expiring on the date on which the next annual general meeting of the Company is held or is required by law to be held, whichever is the earlier; and

“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding applicable brokerage, commission, stamp duties, goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of an On-Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Average Closing Price of the Shares,

where “**Average Closing Price**” means the average of the closing market prices of the Shares over the last five (5) Market Days on which transactions in the Shares were recorded, immediately preceding the date of the On-Market Purchase by the Company or, as the case may be, the day of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs during the relevant five (5) Market Days period and the day on which the purchases are made; and

- (d) the Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may consider necessary or expedient to give effect to the transactions contemplated and/or authorised by this Resolution.

[See Explanatory Note 11]

(Resolution 13)

By Order of the Board

Lee Bee Fong
Secretary
Singapore, 10 April 2026

Explanatory Notes:

1. **Ordinary Resolution 2** is to re-elect Ms Tan Hwee Hua @ Lim Hwee Hua, who will be retiring under Article 94 of the Constitution of the Company. Ms Tan Hwee Hua @ Lim Hwee Hua will, upon re-election as a Director, remain as the Non-Independent and Non-Executive Chairman of the Company. Please refer to the “Information on Directors Seeking Re-election” section of this Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
2. **Ordinary Resolution 3** is to re-elect Mr Laboulle Thomas Patrick M., who will be retiring under Article 94 of the Constitution of the Company. Mr Laboulle Thomas Patrick M. will, upon re-election as a Director, remain as the Executive Director and Chief Executive Officer of the Company and a Member of the Nominating Committee. Please refer to the “Information on Directors Seeking Re-election” section of this Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.
3. **Ordinary Resolution 4** is to re-elect Ms Pebble Sia Huei-Chieh, who is currently a Lead Independent Director of the Company and will be retiring pursuant to Article 94 of the Constitution of the Company. Upon re-election, Ms Pebble Sia Huei-Chieh will continue to serve as the Chairman of the Nominating Committee and a Member of the Audit Committee and Remuneration Committee. Please refer to the “Information on Directors Seeking Re-election” section of this Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

Ms Pebble Sia Huei-Chieh is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

4. **Ordinary Resolution 5** is to re-elect Mr Doshi Bhavik Umesh, who is currently an Independent Director of the Company and will be retiring pursuant to Article 94 of the Constitution of the Company. Upon re-election, Mr Doshi Bhavik Umesh will continue to serve as the Chairman of the Audit Committee and a Member of the Nominating Committee and Remuneration Committee. Please refer to the “Information on Directors Seeking Re-election” section of this Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

Mr Doshi Bhavik Umesh is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

5. **Ordinary Resolution 6** is to re-elect Mr Stevens Vincent Francois, who is currently an Independent Director of the Company and will be retiring pursuant to Article 94 of the Constitution of the Company. Upon re-election, Mr Stevens Vincent Francois will continue to serve as the Chairman of the Remuneration Committee and a Member of the Audit Committee. Please refer to the “Information on Directors Seeking Re-election” section of this Annual Report of the Company for the detailed information required pursuant to Rule 720(5) of the Catalist Rules.

Mr Stevens Vincent Francois is considered independent for the purposes of Rule 704(7) of the Catalist Rules.

6. **Ordinary Resolution 7** is to approve the Directors’ fees of S\$10,684 to the Non-Executive Directors of the Company for the financial year ended 31 December 2025. The Directors’ fees in respect of the financial year ended 31 December 2025 were pro-rated based on the duration of service of the Non-Executive Directors for the period commencing from 8 December 2025 to 31 December 2025.
7. **Ordinary Resolution 8** is to approve the Directors’ fees of S\$162,500 to the Non-Executive Directors of the Company for the financial year ending 31 December 2026. Such amount reflects a full financial year from 1 January to 31 December 2026.

8. **Ordinary Resolution 10**, if passed, will empower the Directors of the Company, from the date of the AGM until the conclusion of the next AGM of the Company, the date by which the next AGM of the Company is required by law and the Catalyst Rules to be held, or the date on which such authority is varied or revoked by the Company in a general meeting, whichever is the earliest, to issue new Shares, make or grant Instruments convertible into new Shares and to issue new Shares pursuant to such Instruments, up to a number not exceeding, in total, 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings), of which up to 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) may be issued other than on a pro rata basis to existing shareholders of the Company.
9. **Ordinary Resolution 11**, if passed, will empower the Directors of the Company to offer and grant options, and to allot and issue new Shares in the capital of the Company, under the Toku ESOS, provided that the aggregate number of shares to be allotted and issued pursuant to options granted under the Toku ESOS and awards granted under the Toku PSP shall not exceed fifteen per centum (15%) of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.
10. **Ordinary Resolution 12**, if passed, will empower the Directors of the Company to grant awards, and to allot and issue new Shares in the capital of the Company, pursuant to awards granted under the Toku PSP and options granted under the Toku ESOS shall not exceed fifteen per centum (15%) of the total number of issued Shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.
11. **Ordinary Resolution 13**, if passed, will empower the Directors of the Company to purchase or otherwise acquire Shares by way of On-Market Purchases or Off-Market Purchases, on the terms and subject to the conditions set out in the Resolution, up to the Maximum Limit and at the Maximum Price. The information relating to the proposed Share Buyback Mandate, including the rationale, the authority and limitations, the financial effects and other details required under the Catalyst Rules, is set out in the Share Buyback Mandate Appendix of the Annual Report FY2025.

Important Information:

1. All members of the Company are invited to attend the AGM physically. There will be no option for members to participate virtually. Printed copies of the Notice of AGM and Proxy Form have been despatched to members. These documents are available on the Company's website at <https://toku.co/> and the SGXNet at <https://www.sgx.com/securities/company-announcements>.
2. Members who wish to submit substantial and relevant questions relating to resolutions as set out in this Notice of AGM in advance of the AGM may do so in the following manner:
 - (a) by post to the registered office of the Company at 61 Robinson Road, #08-02, Singapore 068893; or
 - (b) by email to investor.relations@toku.co

in each case, question(s) must be submitted by 5.00 p.m. on Friday, 17 April 2026 (being at least seven (7) calendar days after the date of the Notice of AGM).

When sending in questions via email or by post, please also provide the following details: (a) full name; (b) address; and (c) the manner in which the Shares are held (e.g. via CDP, SRS and/or scrip).

SRS Investors should approach their SRS Operators to submit their questions based on the abovementioned instructions.

The Company will endeavour to address all substantial and relevant questions received from Members prior to the AGM by publishing the responses to such questions on the Company's website at <https://investors.toku.co/> and the SGXNet at <https://www.sgx.com/securities/company-announcements> by 5.00 p.m. on Tuesday, 21 April 2026. If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the AGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

3. Members who wish to exercise their voting rights at the AGM may:
 - (a) (where such members are individuals) attend and vote at the AGM or (where such members are individuals or corporates) appoint proxies (other than the Chairman of the AGM) to attend and vote at the AGM on their behalf; or
 - (b) (where such members are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.
4. A member who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such member appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.

A member who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member appoints more than two (2) proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

"**Relevant intermediary**" shall have the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

5. A proxy need not be a member of the Company. A member can appoint the Chairman of the AGM as his/her/its proxy, but this is not mandatory.
6. The instrument appointing a proxy(ies) ("**Proxy Form**"), duly executed, must be submitted to the Company in the following manner:
 - (a) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632;
 - (b) by email to the Company's Share Registrar at srs.proxy@boardroomlimited.com,
 in each case, by **9.00 a.m. on Friday, 24 April 2026** (being not less than 72 hours before the time appointed for holding the AGM).
7. A member who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is sent to him/her/it by post. Alternatively, he/she/it may download a copy of the Proxy Form from the SGXNet or the Company's website. After completing and signing the Proxy Form, he should submit it to the Company's Share Registrar, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.
8. SRS Investors who hold the Company's shares through SRS Operators:
 - (a) may vote at the AGM if they are appointed as proxies by their respective SRS Operators (as the case may be), and should approach their respective SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or
 - (b) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM,
 in which case they should approach their respective SRS Operators (as the case may be) to submit their votes at least seven (7) business days before the AGM (i.e. 9.00 a.m. on Thursday, 16 April 2026), in order to allow sufficient time for their respective SRS Operators to in turn submit a Proxy Form to vote on their behalf by 9.00 a.m. on Friday, 24 April 2026 (being not less than 72 hours before the time appointed for holding the AGM).
9. The Proxy Form must be signed by the appointor or his attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
10. The Company shall be entitled to reject a Proxy Form 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 Proxy Form (such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Member, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the AGM as certified by CDP to the Company.
11. The resolutions put to vote at the AGM shall be decided by way of poll.
12. The Company's Annual Report 2025 has been published and can be accessed on the Company's website at <https://investors.toku.co> and the SGXNet at <https://www.sgx.com/securities/company-announcements>.
13. A member who wishes to request a printed copy of the Company's Annual Report 2025 may do so by completing and returning the Request Form which is sent to him/her/it, by Friday, 17 April 2026 in the following manner:
 - (a) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; or
 - (b) by email to the Company's Share Registrar at srs.requestform@boardroomlimited.com

Personal data privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's and its proxy(ies)'s or representative(s)'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 AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes of meeting and other documents relating to the AGM of the Company (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 express 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. Photographic, sound and/or video recordings of the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his/her name, his/her presence at the AGM and any questions he may raise or motions he/she proposes/seconds) may be recorded by the Company for such purpose.