OCTOPUS (APAC) HOLDINGS LIMITED
(Company Registration Number 201427862D)
Incorporated in the Republic of Singapore
(the "**Company**")

MINUTES OF ANNUAL GENERAL MEETING

Minutes of the Annual General Meeting ("**AGM**" or the "**Meeting**") of the Company held at The Hideout Bistro, Level 1 Octopus Building, 361 Ubi Rd 3, Singapore 408664, on Friday, 28 August 2026 at 2.00 p.m.

Present

Board of Directors

Mr Lim Kee Way Irwin ("**Chairman**")	-	Independent and Non-Executive Chairman
Ms Teh Chooi Peng	-	Group Managing Director and Executive Director
Mr Loo Hee Guan	-	Executive Director
Mr Tan Boon Hwa (via online)	-	Independent Director
Ms Pauline Teh @ Pauline Teh Abdullah	-	Independent Director
Mr Mark Neal Barnard (via online)	-	Independent Director

Shareholders – as per attendance record maintained by the Company.

In Attendance – as per attendance record maintained by the Company.

INTRODUCTION

The Independent and Non-Executive Chairman, Mr Lim Kee Way Irwin presided as the Chairman of the Meeting. On behalf of the Board, the Chairman welcomed all shareholders and all those present at the Meeting.

QUORUM AND NOTICE

Having noted that a quorum was present, the Meeting was called to order. With the permission of the Meeting, the notice convening the Meeting was taken as read.

VOTING BY WAY OF POLL

The Chairman informed the Meeting that in line with Catalist Rule 730A of the Listing Manual of the Singapore Exchange Securities Trading Limited, all the resolutions tabled for consideration at the AGM were to be voted by way of a poll.

The Chairman further informed that in his capacity as Chairman of the Meeting, he had been appointed as proxy by shareholders and had cast the votes on the resolutions in accordance with the specific instruction of the shareholders.

In.Corp Corporate Services Pte. Ltd. and Gong Corporate Services Pte. Ltd. were appointed as the polling agent and as the independent scrutineer respectively.

QUESTIONS FROM SHAREHOLDERS

The Chairman informed that the Company had not received any questions from shareholders in relation to the AGM as at the cut-off date prior to the AGM.

The Chairman informed the Meeting that the Company had received questions from the Securities Investors Association Singapore ("**SIAS**"). The Company's responses to the questions from SIAS had been published on SGXNet and the Company's website on 24 August 2026. Shareholders were advised to refer to the published responses for details.

The Chairman also informed the shareholders that they have the opportunity to raise any questions they may have in relation to the resolutions to be tabled at the AGM after the resolutions were proposed and seconded, before voting on the resolutions is conducted.

BUSINESS OF THE MEETING

The Chairman then proceeded with the business of the Meeting.

ORDINARY BUSINESS

ORDINARY RESOLUTION 1 – TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENTS AND THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2026 TOGETHER WITH THE AUDITORS' REPORT THEREIN

The Meeting proceeded with Ordinary Resolution 1 to receive and adopt the directors' statements and the audited financial statements for the financial period ended 31 March 2026 together with the auditors' report therein.

The motion was proposed by the Chairman and seconded by a shareholder present.

RE-ELECTION OF DIRECTORS

The meeting was informed that Mr Lim Kee Way Irwin, Ms Pauline Teh @ Pauline Teh Abdullah, Mr Mark Neal Barnard and Ms Teh Chooi Peng, who were retiring under the Company's Constitution, had consented to continue in office. Their details have been disclosed under the "Disclosure of Information on Directors Seeking Re-Election" section in the Company's Annual Report 2026.

ORDINARY RESOLUTION 2 – RE-ELECT MR LIM KEE WAY IRWIN AS DIRECTOR

At this juncture, Mr Lim Kee Way Irwin handed over the chair to Mr Loo Hee Guan. Mr Loo conducted this segment of the meeting relating to the re-election of Mr Lim as a Director of the Company.

Ordinary Resolution 2 was to re-elect Mr Lim Kee Way Irwin as a Director, who was retiring pursuant to Regulation 113 of the Company's Constitution.

It was noted that Mr Lim Kee Way Irwin would, upon re-election as a Director of the Company, remain as Independent and Non-Executive Chairman of the Company, Chairman of the Nominating Committee, and a member of the Audit and Risk Committee and Remuneration Committee.

The motion was proposed by the Chairman and seconded by a shareholder present.

Mr Loo then invited Mr Lim to resume the chair.

ORDINARY RESOLUTION 3 – RE-ELECT MS PAULINE TEH @ PAULINE TEH ABDULLAH AS DIRECTOR

Ordinary Resolution 3 was to re-elect Ms Pauline Teh @ Pauline Teh Abdullah as a Director, who was retiring pursuant to Regulation 113 of the Company's Constitution.

It was noted that Ms Pauline Teh @ Pauline Teh Abdullah would, upon re-election as a Director of the Company, remain as Independent Director of the Company, Chairman of the Audit and Risk Committee, and a member of Nominating Committee and Remuneration Committee.

The motion was proposed by the Chairman and seconded by a shareholder present.

ORDINARY RESOLUTION 4 – RE-ELECT MR MARK NEAL BARNARD AS DIRECTOR

Ordinary Resolution 4 was to re-elect Mr Mark Neal Barnard as a Director, who was retiring pursuant to Regulation 117 of the Company's Constitution.

It was noted that Mr Mark Neal Barnard would, upon re-election as a Director of the Company, remain as Independent Director of the Company and a member of the Audit and Risk Committee.

The motion was proposed by the Chairman and seconded by a shareholder present.

ORDINARY RESOLUTION 5 – RE-ELECT MS TEH CHOOI PENG AS DIRECTOR

Ordinary Resolution 5 was to re-elect Ms Teh Chooi Peng as a Director, who was retiring pursuant to Regulation 117 of the Company's Constitution.

It was noted that Ms Teh Chooi Peng would, upon re-election as a Director of the Company, remain as Group Managing Director and Executive Director.

The motion was proposed by the Chairman and seconded by a shareholder present.

ORDINARY RESOLUTION 6 – TO APPROVE THE PAYMENT OF ADDITIONAL DIRECTORS' FEES OF S$54,416 FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2026

Ordinary Resolution 6 was to approve the payment of additional directors' fees of S$54,416 for the financial period ended 31 March 2026.

The additional directors' fees were due to the appointment of an Independent Director and the extension of financial period after the change in the Company's financial year end from 31 December 2025 to 31 March 2026.

The motion was proposed by the Chairman and seconded by a shareholder present.

ORDINARY RESOLUTION 7 – TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF S$195,000 FOR THE FINANCIAL YEAR ENDING 31 MARCH 2027, TO BE PAID QUARTERLY IN ARREARS

Ordinary Resolution 7 was to approve the payment of directors' fees of S$195,000 for the financial year ending 31 March 2027, to be paid quarterly in arrears.

The motion was proposed by the Chairman and seconded by a shareholder present.

ORDINARY RESOLUTION 8 – RE-APPOINT KPMG LLP AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

Ordinary Resolution 8 was to re-appoint KPMG LLP as auditors of the Company for the ensuing year and to authorise the directors to fix their remuneration.

Shareholders were informed that the retiring auditors, KPMG LLP, had expressed their willingness to continue in office.

The motion was proposed by the Chairman and seconded by a shareholder present.

<u>SPECIAL BUSINESS</u>

ORDINARY RESOLUTION 9 – AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES

The Chairman of the Meeting informed shareholders that Ordinary Resolution 9 was to authorise Directors to allot and issue shares and convertible in the capital of the Company pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 806 of the Listing Manual.

The motion was proposed by the Chairman and seconded by a shareholder present.

There being no question, the Meeting proceeded with the formalities of conducting the poll on the resolutions.

POLLING

Upon tabulation of the votes by the polling agent and duly verified by the scrutineer, the Secretary announced the results of the votes cast for the following resolutions:

ORDINARY RESOLUTION 1 – TO RECEIVE AND ADOPT THE DIRECTORS' STATEMENTS AND THE AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2026 TOGETHER WITH THE AUDITORS' REPORT THEREIN

The results of the votes were as follows:

		No. of Shares	In Percentage
Number of votes "FOR"	:	703,887,801	99.997%
Number of votes "AGAINST"	:	22,000	0.003%
Total number of votes cast	:	703,909,801	100%

Based on the votes cast, the Resolution 1 was declared carried and it was RESOLVED as an ordinary resolution:

"That the Directors' Statements and the Audited Financial Statements for the financial period ended 31 March 2026 together with the Auditors' Report be received and adopted."

ORDINARY RESOLUTION 2 – RE-ELECT MR LIM KEE WAY IRWIN AS DIRECTOR

The results of the votes were as follows:

		No. of Shares	In Percentage
Number of votes "FOR"	:	703,887,801	99.997%
Number of votes "AGAINST"	:	22,000	0.003%
Total number of votes cast	:	703,909,801	100%

Based on the votes cast, the Resolution 2 was declared carried and it was RESOLVED as an ordinary resolution:

"That Mr Lim Kee Way Irwin be re-elected as a Director of the Company."

ORDINARY RESOLUTION 3 – RE-ELECT MS PAULINE TEH @ PAULINE TEH ABDULLAH AS DIRECTOR

The results of the votes were as follows:

		No. of Shares	In Percentage
Number of votes "FOR"	:	703,887,801	99.997%
Number of votes "AGAINST"	:	22,000	0.003%
Total number of votes cast	:	703,909,801	100%

Based on the votes cast, the Resolution 3 was declared carried and it was RESOLVED as an ordinary resolution:

"That Ms Pauline Teh @ Pauline Teh Abdullah be re-elected as a Director of the Company."

ORDINARY RESOLUTION 4 – RE-ELECT MR MARK NEAL BARNARD AS DIRECTOR

The results of the votes were as follows:

		No. of Shares	In Percentage
Number of votes "FOR"	:	703,887,801	99.997%
Number of votes "AGAINST"	:	22,000	0.003%
Total number of votes cast	:	703,909,801	100%

Based on the votes cast, the Resolution 4 was declared carried and it was RESOLVED as an ordinary resolution:

"That Mr Mark Neal Barnard be re-elected as a Director of the Company."

ORDINARY RESOLUTION 5 – RE-ELECT MS TEH CHOOI PENG AS DIRECTOR

The results of the votes were as follows:

		No. of Shares	In Percentage
Number of votes "FOR"	:	703,887,801	99.997%
Number of votes "AGAINST"	:	22,000	0.003%
Total number of votes cast	:	703,909,801	100%

Based on the votes cast, the Resolution 5 was declared carried and it was RESOLVED as an ordinary resolution:

"That Ms Teh Chooi Peng be re-elected as a Director of the Company."

ORDINARY RESOLUTION 6 – TO APPROVE THE PAYMENT OF ADDITIONAL DIRECTORS' FEES OF S$54,416 FOR THE FINANCIAL PERIOD ENDED 31 MARCH 2026

The results of the votes were as follows:

		No. of Shares	In Percentage
Number of votes "FOR"	:	703,887,801	99.997%
Number of votes "AGAINST"	:	22,000	0.003%
Total number of votes cast	:	703,909,801	100%

Based on the votes cast, the Resolution 6 was declared carried and it was RESOLVED as an ordinary resolution:

"That the payment of additional directors' fees of S$54,416 for the financial period ended 31 March 2026 be approved."

ORDINARY RESOLUTION 7 – TO APPROVE THE PAYMENT OF DIRECTORS' FEES OF S$195,000 FOR THE FINANCIAL YEAR ENDING 31 MARCH 2027, TO BE PAID QUARTERLY IN ARREARS

The results of the votes were as follows:

		No. of Shares	In Percentage
Number of votes "FOR"	:	703,887,801	99.997%
Number of votes "AGAINST"	:	22,000	0.003%
Total number of votes cast	:	703,909,801	100%

Based on the votes cast, the Resolution 7 was declared carried and it was RESOLVED as an ordinary resolution:

"That the payment of directors' fees of S$195,000 for the financial year ending 31 March 2027, to be paid quarterly in arrears be approved."

ORDINARY RESOLUTION 8 – RE-APPOINT KPMG LLP AS AUDITORS OF THE COMPANY FOR THE ENSUING YEAR AND TO AUTHORISE THE DIRECTORS TO FIX THEIR REMUNERATION

The results of the votes were as follows:

		No. of Shares	In Percentage
Number of votes "FOR"	:	703,887,801	99.997%
Number of votes "AGAINST"	:	22,000	0.003%
Total number of votes cast	:	703,909,801	100%

Based on the votes cast, the Resolution 8 was declared carried and it was RESOLVED as an ordinary resolution:

"That KPMG LLP, be re-appointed as auditors of the Company for the ensuing year and the Directors be authorised to fix their remuneration."

ORDINARY RESOLUTION 9 – AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES

The results of the votes were as follows:

		No. of Shares	In Percentage
Number of votes "FOR"	:	703,887,801	99.997%
Number of votes "AGAINST"	:	22,000	0.003%
Total number of votes cast	:	703,909,801	100%

Based on the votes cast, the Resolution 9 was declared carried and it was RESOLVED as an ordinary resolution:

"That pursuant to Section 161 of the Companies Act 1967 of Singapore (the "**Companies Act**") and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Section B: Rules of Catalist (the "**Catalist Rules**") and Constitution of the Company, authority be and is hereby given to the Directors of the Company to:

(a) (i) allot and issue shares in the capital of the Company (the "**Shares**") whether by way of rights, bonus or otherwise; and/or

(ii) make or grant offers, agreements, or options (collectively, the "**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 instrument 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

(b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to 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 to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed one hundred per cent (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 to be issued other than on a pro-rata basis to existing shareholders of the Company (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) shall not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below) or any such other limit as may be prescribed by the Catalist Rules as at the date of this Resolution is passed;

(2) (subject to such manner of calculation and adjustments 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 calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time of the passing of this Resolution, after adjusting for:–

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

(b) new Shares arising from the exercising of share options or vesting of share awards outstanding and/or subsisting at the time this Resolution is passed; provided that the share option or share awards (as the case may be) 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-paragraph (2)(a) and (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 the 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 Companies Act, and otherwise, the Constitution for the time being of the Company; and

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

CONCLUSION

There being no other business to transact, the Chairman declared the AGM of the Company closed at 2.26 p.m. and thanked everyone for their attendance.

Confirmed as True Record of Proceedings held

LIM KEE WAY IRWIN
Independent and Non-Executive Chairman

This announcement has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr Jerry Chua, at 160 Robinson Road, #20-01/02, SBF Center, Singapore 068914, Telephone (65) 6241 6626.