# OIO HOLDINGS LIMITED

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

## NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of OIO Holdings Limited (the "Company") will be 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. to transact the following businesses:–

**AS ORDINARY BUSINESS**

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. **(Resolution 1)**

2. To approve the payment of Directors' Fees of S$250,000 for the financial year ending 31 December 2025 (FY2024: S$250,000) to be paid monthly in arrears. **(Resolution 2)**

3. To re-elect Mr. Foo Kia Juah, the Director retiring by rotation pursuant to the requirement of Regulation 104 of the Company's Constitution. **(Resolution 3)**

4. To re-elect Ms. Goh Li-Lin, Gillian, the Director retiring pursuant to the requirement of Regulation 114 of the Company's Constitution. **(Resolution 4)**

   *(See Explanatory Note 1)*

5. To re-appoint Messrs Foo Kon Tan LLP as auditors of the Company and to authorize the Directors to fix their remuneration. **(Resolution 5)**

**AS SPECIAL BUSINESS**

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

6. **AUTHORITY TO ALLOT AND ISSUE SHARES**

"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, 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."

*(See Explanatory Note 2)* **(Resolution 6)**

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

"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."

*(See Explanatory Note 3)* **(Resolution 7)**

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

"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."

*(See Explanatory Note 4)* **(Resolution 8)**

9. **OTHER BUSINESS**

To transact any other ordinary business that may be properly transacted at an AGM of the Company.

BY ORDER OF THE BOARD

Lim Mei Hua Lotus Isabella
Company Secretary
10 April 2025

**Explanatory Notes:–**

1. Mr. Foo Kia Juah (Lead Independent Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Nominating Committee and a member of each of the Remuneration Committee, and Audit Committee, and he will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

   Ms. Goh Li-Lin, Gillian (Independent Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Audit Committee, and as a member of the Nominating Committee, and Remuneration Committee, and she will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

   Detailed information about Mr. Foo Kia Juah and Ms. Goh Li-Lin, Gillian can be found under the "Board of Directors" and "Disclosures of information on seeking re-election pursuant to Rule 720(5) of the Catalist Rules" sections in the Company's Annual Report 2024.

2. Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM, to allot and issue Shares and/or Instruments (as defined above). The aggregate number of new Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may issue under this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing of this Resolution. For issue of Shares and convertible securities other than on a pro-rata basis, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing of this Resolution. This authority will, unless revoked or varied at a general meeting, expire on the date of the next AGM of the Company or on the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

3. Ordinary Resolution 7, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant ESOS provided that the aggregate number of new Shares to be allotted and issued pursuant to the ESOS and other share-based incentive scheme(s) or plan(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. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

4. Ordinary Resolution 8, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant to PSP, provided that the aggregate number of 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. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

**IMPORTANT NOTES:**

**Physical Meeting**

1. The company's AGM will be held physically, and there is **no option for members to participate virtually**. Printed copies of the Annual Report 2024 will not be sent to members. Instead, the Annual Report 2024 will be sent to members by electronic means via an announcement on the SGX website at the URL https://www.sgx.com/securities/company-announcements and may be accessed at the Company's website at the URL https://oio.holdings.

2. Printed copies of the Notice of AGM, the Proxy Form and the Request Form for the Annual Report 2024 (AR Request Form) will be sent to members by post. The Proxy Form and Request Form may be downloaded from the Company's website at the URL https://oio.holdings or the SGXNet. For shareholders who prefer to receive a printed copy of the Annual Report 2024, please refer to the Request Form for instructions on how to make a request.

3. Members (including investors under the Supplementary Retirement Scheme ("SRS Investors")) may participate in the AGM by:

   (a) attending the AGM in person;

   (b) raising questions at the AGM or submitting questions in advance of the AGM; and/or

   (c) voting at the AGM

      (i) themselves personally; or

      (ii) through their duly appointed proxy(ies).

4. Investors who hold shares through relevant intermediaries as defined in Section 181 of the Companies Act, including SRS Investors, who wish to participate in the AGM should approach their respective agents at least (7) seven working days before the AGM so that the relevant agents can make the necessary arrangements for their participating in the AGM.

**Voting**

1. A member of the Company who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend, speak, and vote on his/her behalf at the meeting. Where such member appoints more than one (1) proxy, the proportion of his/her shareholding concerned to be represented by each proxy shall be specified in the form of a proxy. A proxy need not be a Member of the Company.

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

   "**Relevant Intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act 1967 of Singapore.

3. A member can appoint the Chairman of the Meeting as his/her/its proxy, but this is not mandatory.

4. If a member wishes to appoint the Chairman of the Meeting as a proxy, such member (whether individual or corporate) must give specific instructions as to voting for, voting against, or abstentions from voting on each resolution in the instrument appointing the Chairman of the Meeting as a proxy. Suppose there is no specific direction as to voting or abstentions from voting with respect to a resolution in the form of a proxy. In that case, the appointment of the Chairman of the AGM as a proxy for that resolution will be treated as invalid.

5. The instrument appointing a proxy or proxies, duly completed and signed, must be submitted to the Company in the following manner:

   (a) if submitted via post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services, at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619, or

   (b) if submitted electronically, be submitted via email to the Company's Share Registrar at sg.is.proxy@vistra.com,

   in either case, not less than seventy-two (72) hours before the time appointed for the AGM.

   **A member who wishes to submit a proxy form must complete and sign it before submitting it by post to the address provided above or before scanning and sending it by email to the address provided above.**

6. Investors who hold shares through relevant intermediaries as defined in Section 18 of the Companies Act, including SRS investors, who wish to appoint a proxy or proxies (including the Chairman), should approach their respective agents to submit their votes at least seven (7) working days before the AGM in order to allow sufficient time for their respective relevant intermediaries to in turn submit a proxy form to vote on their behalf by 10:00 a.m. on 16 April 2025.

7. The instrument appointing a proxy or proxies must be signed by the appointor or by his/her attorney duly authorized in writing. Where a corporation executes the instrument appointing a proxy or proxies, it can be signed either under its common seal, by its attorney, a duly authorized officer, or without affixing a seal pursuant to Section 41(B) of the Companies Act.

8. A corporation that is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM in accordance with Section 179 of the Companies Act 1967.

9. In order for the Depositor to be entitled to attend and vote at the annual general meeting, a depository's name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time fixed for holding the annual general meeting.

**Submission of Questions in Advance**

1. Members may also submit questions relating to the resolutions to be tabled for approval at the AGM in advance of the AGM in the following manner by 10:00 a.m. on 21 April 2025:

   (a) via email to: investor.relations@oio.sg; and/or

   (b) by post to the Company's principal place of business at 14 Arumugam Road #02-06 LTC Building C, Singapore 409959.

2. For verification purposes, when submitting any questions via email or by post, members MUST provide the Company with their particulars (comprising full name (for individuals)/company name (for corporates), email address, contact number, NRIC/passport number/company registration number, shareholding type and number of shares held).

3. The Board and Management will endeavour to address the substantial and relevant questions from members at least 48 hours prior to the closing date and time of the lodgement of the proxy forms by uploading the responses to questions from members on SGXNet. After the cut-off time for the submission of questions, if substantial and relevant questions are received, the Board may address them at the AGM. Minutes of the AGM will be published on SGXNet within one (1) month after the date of the AGM. The minutes should record substantial and relevant comments or queries from shareholders relating to the agenda of the general meeting, and responses from the Board or Management.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the annual general meeting 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 annual general meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the annual general meeting (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"), (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.