

OXLEY HOLDINGS LIMITED
(Company Registration No. 201005612G)

MINUTES OF EXTRAORDINARY GENERAL MEETING

Date	:	Wednesday, 21 April 2021
Time	:	10.00 am
Venue	:	Held by electronic means
Present	:	As per Attendance List
Chairman of the Meeting	:	Mr Ching Chiat Kwong

Opening

The Chairman welcomed all shareholders to the Company's Extraordinary General Meeting ("EGM") and acknowledged the presence of shareholders at the EGM by electronic means.

The Chairman took the opportunity to introduce the other members of the Board, namely:

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| (i) Mr Low See Ching | (Executive Director and Deputy CEO) |
| (ii) Mr Shawn Ching | (Executive Director and Group General Manager) |
| (iii) Mr Harry Ng | (Lead Independent Director) |
| (iv) Mr Phua Sian Chin | (Independent Director) |
| (v) Mr Lim Yeow Hua @ Lim You Qin | (Independent Director) |

Quorum

As a quorum was present, the Chairman declared the Meeting open.

Notice of Meeting

The notice convening the Meeting, having been circulated to shareholders by electronic means via publication on the SGX website as well as the Company's website, was taken as read.

Voting by Poll

The Chairman informed that pursuant to the Listing Rules, the resolution tabled at the Meeting was voted by poll.

Boardroom Corporate & Advisory Services Pte Ltd had been appointed as the polling agent and Drewcorp Services Pte Ltd had been appointed as the scrutineer for the poll conducted for the Meeting.

The Chairman highlighted that all shareholders who wished to cast their votes had been requested to submit proxy forms appointing the Chairman of the Meeting as their proxy and stating their votes for each resolution in the proxy forms. Based on the proxy forms received, the votes had been tallied by the polling agent and verified by the scrutineer in advance for the motion tabled at the Meeting.

Questions

The Chairman further informed that the Company had requested shareholders who wished to ask questions pertaining to the agenda of the Meeting to submit their questions prior to the Meeting. No questions had been received from shareholders.

The Chairman then proceeded with the formal business of the Meeting.

Ordinary Resolution

PROPOSED WARRANTS ISSUE

It was proposed:

“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
- (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.”

There were 2,821,567,340 shares (99.94%) voting for and 1,663,411 shares (0.06%) voting against the resolution. By majority vote, the Chairman declared the motion carried.

Closure of Meeting

There being no other business, the Chairman declared the EGM of the Company closed at 10.03 am.

Confirmed as a True Record

[SIGNED]

Ching Chiat Kwong
Chairman of the Meeting