



## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting ("**EGM**") of TOTM Technologies Limited (the "**Company**") will be held at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233 on **21 August 2025, at 2.30 p.m.** for the purpose of considering and, if thought fit, passing the following ordinary resolution:

*All capitalised terms in this Notice of EGM which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 6 August 2025 (the "**Circular**").*

### **AS ORDINARY RESOLUTIONS:**

#### **RESOLUTION 1: THE PROPOSED PLACEMENT OF UP TO 135,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT S\$0.0239 PER PLACEMENT SHARE.**

- (a) pursuant to Section 161 of the Companies Act 1967 (the "**Companies Act**") and Rule 805(1) of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), approval be and is hereby granted for the issue and allotment by the Company of up to 135,000,000 Placement Shares at the Placement Price of S\$0.0239 per Placement Share, subject to the terms and conditions of the Placement Agreement; and
- (b) the Directors of the Company be and are hereby authorised to do any and all such acts as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the issue of the Placement Shares, and take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be required or as they may consider necessary or expedient for the purpose of giving effect to the Proposed Placement.

#### **RESOLUTION 2: THE PROPOSED NEW SHARE ISSUE MANDATE**

THAT pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules, authority be and is hereby given to the Directors of the Company to:

- (a)
  - (i) issue and allot new shares ("**Shares**") in the capital of the Company 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) 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; and

- (b) (notwithstanding that this authority may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,

provided that:

- (1) the aggregate number of Shares to be issued pursuant to this authority (including the Shares to be issued in pursuance of Instruments, made or granted pursuant to this authority), shall 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 sub-paragraph (2) below), and provided further that where shareholders of the Company ("**Shareholders**") 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 this 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 subparagraph (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 issued Shares (excluding treasury shares and subsidiary holdings) at the time this authority was conferred, after adjusting for:

- (a) the Placement Shares (if approved by Shareholders);
- (b) new Shares arising from the conversion or exercise of any convertible securities;
- (c) new Shares arising from the exercise of share options or the vesting of share awards; and
- (d) any subsequent bonus issue, consolidation or sub-division of the Shares;

Adjustments in accordance with (b) or (c) 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 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) (unless revoked or varied by the Company in a general meeting) this 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 and the Catalist Rules to be held, whichever is earlier.

By Order of the Board

**TOTM TECHNOLOGIES LIMITED**

**Ms. Sim Yok Teng**

Company Secretary

6 August 2025

### **IMPORTANT INFORMATION:**

1. All Shareholders of the Company are invited to attend the EGM physically. **There will be no option for Shareholders to participate virtually.** Printed copies of this Notice of EGM and the Proxy Form will be despatched to Shareholders. These documents together with the Circular may be accessed on the Company's website at the URL: <https://totmtechnologies.com> and SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>.
2. A Shareholder who wishes to request a printed copy of the Circular may do so by completing and returning the Request Form which is despatched to him/her/it, by **14 August 2025**:
  - (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
  - (b) via email to the Company at [ir@totmtechnologies.com](mailto:ir@totmtechnologies.com).

### **Submission of written questions in advance of the EGM:**

3. Shareholders who wish to submit substantial and relevant written questions relating to resolutions as set out in this Notice of EGM in advance of the EGM may do so in the following manner:
  - (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
  - (b) via email to the Company at [ir@totmtechnologies.com](mailto:ir@totmtechnologies.com),

in either case, all written questions must be submitted to the Company by **2.30 p.m. on 13 August 2025**.

When sending in questions to the Company, either by post or email, please also provide the following details: (i) full name; (ii) correspondence address; and (iii) the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS and/or scrip).

CPFIS Investors and SRS Investors should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

4. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM by publishing the responses to such questions on the Company's website and the SGXNet by **2.30 p.m. on 16 August 2025** (not less than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms). If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

### **Submission of Proxy Form**

5. A Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint not more than 2 proxies, to attend and vote on his/her/its behalf, save that no such limit shall be imposed on the number of proxies appointed by Shareholders which are nominee companies.
6. Where a Shareholder appoints 2 proxies, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
7. A Shareholder (who is a Relevant Intermediary) is entitled to appoint more than 2 proxies to attend and vote at the EGM. He/she/it shall specify in the proxy form the proportion of his/her/its shares (expressed as a percentage of the whole) to be represented by each proxy.

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

8. A proxy need not be a Shareholder of the Company. A Shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.
9. The Proxy Form, duly executed, must be submitted to the Company in the following manner:
  - (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
  - (b) via email to the Company at [proxy@totmtechnologies.com](mailto:proxy@totmtechnologies.com),

in either case, by **2.30 p.m. on 18 August 2025** (not less than 72 hours before the time appointed for holding the EGM).

10. A Shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is despatched to him/her/it by post. Alternatively, he/she/it may download a copy of the Proxy Form from the Company's website at the URL: <https://totmtechnologies.com> or SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>.

After completing and signing the Proxy Form, he/she/it should submit it to the Company, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.

11. CPFIS Investors and SRS Investors:
  - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; and
  - (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,

in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least 7 Business Days before the EGM (i.e. by **12 August 2025**), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by **2.30 p.m. on 18 August 2025** (being not less than 72 hours before the time appointed for holding the EGM).

12. The Proxy Form must be signed by the appointor or his/her 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.
13. 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 1 Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, 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 EGM as certified by CDP to the Company.

#### **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 Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's and his/her/ 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 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**"); (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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; and (c) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty. The Shareholder's personal data and his/her/its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a Shareholder of the Company and/or his/her/its proxy(ies) or representative(s) (such as his/her/its name, his/her/its presence at the EGM and any questions he/she/it may raise or motions he/she/it proposes/seconds) may be recorded by the Company for such purpose.