

**CIRCULAR DATED 6 AUGUST 2025**

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR BANK MANAGER, STOCKBROKER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

This Circular is issued by TOTM Technologies Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”). Capitalised terms appearing on the cover of this Circular shall have the same meanings as defined in this Circular.

If you have sold or transferred all your Shares held through The Central Depository (Pte) Limited (“**CDP**”), you need not take any action as CDP will make the necessary arrangements to forward the the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee. If you have sold or transferred all or any of your Shares in the capital of the Company represented by physical share certificate(s), you should immediately forward the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or agent through whom you effected the sale or transfer, for onward transmission to the purchaser or transferee.

*This Circular has been reviewed by the Company’s sponsor, UOB Kay Hian Private Limited (the “**Sponsor**”). This Circular has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular. The contact person for the Sponsor is Mr Lance Tan, Senior Vice President, at 83 Clemenceau Avenue, #10-01 UE Square, Singapore 239920, telephone (65) 6590 6881.*

This Circular including the Notice of Extraordinary General Meeting and the Proxy Form have been made available on SGXNET (<https://www.sgx.com/securities/company-announcements>). A printed copy of this Circular will NOT be despatched to Shareholders, unless requested by shareholders via submission of the Request Form.



**TOTM TECHNOLOGIES LIMITED**  
(Company Registration No. 201506891C)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS**

**in relation to**

- 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**
- 2. THE PROPOSED NEW SHARE ISSUE MANDATE**

**Placement Agent in respect of the Proposed Placement**



**SAC CAPITAL PRIVATE LIMITED**  
(Company Registration No. 200401542N)  
(Incorporated in the Republic of Singapore)

## **IMPORTANT DATES AND TIMES**

Last date and time for lodgement of Proxy Form	:	2.30 p.m. on 18 August 2025
Date and time of Extraordinary General Meeting	:	2.30 p.m. on 21 August 2025
Place of Extraordinary General Meeting	:	47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233

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## DEFINITIONS

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In this Circular, the following definitions shall apply throughout unless the context otherwise requires or otherwise stated:

<i>“Associate”</i>	: (a) in relation to any Director, chief executive officer, Substantial Shareholder or Controlling Shareholder (being an individual) means:-  (i) his immediate family;  (ii) the trustees of any trust of which he or his immediate family is a beneficiary or, in the case of a discretionary trust, is a discretionary object; and  (iii) any company in which he and his immediate family together (directly or indirectly) have an interest of 30% or more,  (b) in relation to a Substantial Shareholder or a Controlling Shareholder (being a company) means any company which is its subsidiary or holding company or is a subsidiary of any such holding company or one in the equity of which it and/or such other company or companies taken together (directly or indirectly) have an interest of 30% or more.
<i>“Board”</i>	: The board of directors of the Company as at the Latest Practicable Date
<i>“Business Day”</i>	: Any day on which commercial banks are open for business in Singapore, other than Saturdays, Sundays and days which have been gazetted as public holidays in Singapore
<i>“Catalist”</i>	: The sponsor-supervised listing platform of the SGX-ST
<i>“Catalist Rules”</i>	: The Listing Manual Section B: Rules of Catalist of the SGX-ST, as amended, modified or supplemented from time to time
<i>“CDP”</i>	: The Central Depository (Pte) Limited
<i>“Circular”</i>	: This circular to Shareholders dated 6 August 2025
<i>“Code”</i>	: The Singapore Code on Take-overs and Mergers, as amended, modified or supplemented from time to time
<i>“Companies Act”</i>	: The Companies Act 1967 as amended, modified or supplemented from time to time
<i>“Company”</i>	: TOTM Technologies Limited

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## DEFINITIONS

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<i>“Completion”</i>	:	Has the meaning ascribed to it in section 2.2 of this Circular
<i>“Completion Date”</i>	:	5 business days after the last of the conditions precedent under the Placement Agreement are fulfilled
<i>“Constitution”</i>	:	The constitution of the Company
<i>“Cut-Off Date”</i>	:	12 weeks from the date of the Placement Agreement or such other date as the Company and the Placement Agent may mutually agree
<i>“Directors”</i>	:	The directors of the Company as at the Latest Practicable Date
<i>“EGM”</i>	:	Extraordinary general meeting of the Company to be held on 21 August 2025 at 2.30 p.m., notice of which is set out on pages N-1 to N-4 of this Circular
<i>“February 2025 EGM”</i>	:	The extraordinary general meeting of the Company held on 24 February 2025
<i>“FY”</i>	:	Financial year of the Company ended or ending 31 May (as the case may be)
<i>“Group”</i>	:	The Company and its subsidiaries
<i>“Latest Practicable Date”</i>	:	5 August 2025, being the latest practicable date prior to the publication of this Circular
<i>“LPS”</i>	:	Loss per Share
<i>“Market Day”</i>	:	A day on which the SGX-ST is open for trading in securities
<i>“Material Adverse Effect”</i>	:	Any material adverse effect on (i) the financial condition, prospects, earnings, business, properties, assets or results of operations of the Group taken as a whole whether or not arising from transactions in the ordinary course of business or (ii) the ability of the Company to perform in any material respect its obligations under the Placement Agreement
<i>“Mr Pierre Prunier”</i>	:	Mr Prunier Pierre Olivier Marc Yves, the Executive Director and Substantial Shareholder of the Company
<i>“Net Proceeds”</i>	:	Has the meaning ascribed to it in Section 4.2 of this Circular
<i>“Notice of EGM”</i>	:	The notice of the EGM which is set out in pages N-1 to N-4 of this Circular
<i>“NTA”</i>	:	Net tangible assets

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## DEFINITIONS

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<i>“Resolution”</i>	:	An ordinary resolution passed by a simple majority of the Shareholders present and voting in person or by proxy at a general meeting of the Company
<i>“Placement Shares”</i>	:	Up to 135,000,000 Shares
<i>“Placement Agent”</i>	:	SAC Capital Private Limited
<i>“Placement Agreement”</i>	:	The agreement for the Proposed Placement entered between the Company and Placement Agent on 31 July 2025
<i>“Placement Price”</i>	:	S\$0.0239 for each Placement Share
<i>“Proposed New Share Issue Mandate”</i>	:	The proposed new share issue mandate to be adopted by the Company pursuant to Section 161 of the Companies Act and Rule 806 of the Catalist Rules
<i>“Proposed Placement”</i>	:	The proposed placement of the Placement Shares at the Placement Price
<i>“Proposed Transactions”</i>	:	The Proposed Placement and the Proposed New Share Issue Mandate
<i>“Proxy Form”</i>	:	The proxy form in respect of the EGM which is set out in pages P-1 and P-2 of this Circular
<i>“Securities Account”</i>	:	The securities account maintained by a Depositor with CDP (but does not include a securities sub-account)
<i>“SFA” or “Securities and Futures Act”</i>	:	The Securities and Futures Act 2001, as amended or modified from time to time
<i>“SGX-ST”</i>	:	Singapore Exchange Securities Trading Limited
<i>“Shareholders”</i>	:	The registered holders of the Shares in the register of members of the Company, except where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares and where the context so admits, mean the Depositors whose Securities Accounts are credited with such Shares
<i>“Shares”</i>	:	Fully paid ordinary shares (excluding treasury shares and subsidiary holdings) in the capital of the Company
<i>“Sponsor”</i>	:	UOB Kay Hian Private Limited
<i>“Substantial Shareholder”</i>	:	As defined in Section 2 of the SFA

### Currencies, Units and Others

<i>“%” or “per cent”</i>	:	Per centum or percentage
<i>“S\$”, “\$” or “cents”</i>	:	Singapore dollars and cents respectively

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## DEFINITIONS

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The terms “Depositor”, “Depository Agent” and “Depository Register” shall have the same meanings ascribed to them respectively in Section 81SF of the SFA. The term “subsidiaries” shall have the meaning ascribed to it in Section 5 of the Companies Act.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference in this Circular to shares being allotted to a person includes allotment to CDP for the account of that person.

Any reference to a time of day and to dates in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

Any discrepancies in this Circular between the sum of the figures stated and the total thereof are due to rounding. Accordingly, figures shown as totals in this Circular may not be an arithmetic aggregation of the figures which precede them.

Opal Lawyers LLC has been appointed as the legal adviser to the Company as to Singapore law in relation to this Circular.



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## LETTER TO SHAREHOLDERS

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**TOTM TECHNOLOGIES LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 201506891C)

**Directors:**

Mr Pierre Prunier	<i>(Executive Director)</i>
Mr Siek Wei Ting	<i>(Independent Director)</i>
Mr Tan Ser Ko	<i>(Independent Director)</i>
Mr Soh Chun Bin	<i>(Independent Director)</i>

**Registered Office:**

47 Scotts Road #02-03/04 Goldbell  
Towers Singapore 228233

6 August 2025

To: The Shareholders of TOTM Technologies Limited

Dear Sir/Madam

**(A) 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**

**(B) THE PROPOSED NEW SHARE ISSUE MANDATE**

**1. INTRODUCTION**

The Board proposes to convene the EGM to be held on 21 August 2025 to seek the approval of the Shareholders for the Proposed Transactions.

The purpose of this Circular is to provide Shareholders with relevant information of and the rationale for the Proposed Transactions, and to seek Shareholders' approval for the same at the EGM.

The Proposed Transactions are not inter-conditional upon each other.

The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular. If a Shareholder is in any doubt as to the course of action he should take, he should consult his bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

**2. THE PROPOSED PLACEMENT**

**2.1 Background**

On 31 July 2025, the Company announced that it entered into the Placement Agreement with the Placement Agent.

Pursuant to the Placement Agreement, the Company has agreed to offer, by way of placement, and the Placement Agent has agreed, on a best endeavours' basis, to procure subscriptions for, an aggregate of up to 135,000,000 Placement Shares in the capital of the Company at an issue price of S\$0.0239 for each Placement Share, amounting to an aggregate consideration of up to S\$3,226,500.

The Proposed Placement is not underwritten and will be undertaken by way of an exempt offering in Singapore in accordance with Section 272B of the SFA. Accordingly, no prospectus, offer document or offer information statement will be issued by the Company in connection with the Proposed Placement.

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## LETTER TO SHAREHOLDERS

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### 2.2 Terms of the Proposed Placement

#### Placement Price

The Placement Price was arrived at pursuant to discussions with the Placement Agent, taking into account, among others, the prevailing market price of the Shares. The Placement Price represents a discount of approximately 7.90% to the volume weighted average price of S\$0.02595 for trades done on the SGX-ST on 31 July 2025, being the last full Market Day on which the Placement Agreement was executed.

#### Placement Shares

- (a) The Placement Shares will be delivered to the end-placees freely transferable, free and clear of any pledge, lien, charge security interest, encumbrance, claim, equitable interest or other third party right whatsoever and shall rank *pari passu* with the existing Shares and carry all rights similar to the existing Shares, except that the Placement Shares will not rank for any dividends, rights, allotments or other distributions, the record date for which falls on or before the date of the issue of the Placement Shares;
- (b) The Placement Shares will not be placed to any person who is a director or a substantial shareholder of the Company, or any other person in the categories set out in Rule 812(1) of the Catalist Rules; and
- (c) The Proposed Placement will not result in any transfer of controlling interest in the Company.

#### Placement commission

In consideration of the agreement of the Placement Agent procuring end-placees on a best endeavours basis for the Placement Shares, the Company shall pay to the Placement Agent a placement commission of 4.0% of the Placement Price for each Placement Share subscribed by end-placees.

#### Completion

Subject to the terms and conditions of the Placement Agreement, completion of the Proposed Placement ("**Completion**") shall take place on the Completion Date.

#### Conditions precedent

Completion of the Proposed Placement pursuant to the Placement Agreement is conditional upon, *inter alia*, the following conditions:

- (a) in-principle approval from the SGX-ST for the listing and quotation of the Placement Shares on Catalist and not having been revoked or amended;
- (b) as of the Completion Date, the trading of the Shares on the Catalist not being suspended by the SGX-ST (other than a trading halt on a temporary basis requested by the Company) and the Shares not having been delisted from the Catalist;
- (c) the exemption under Section 272B of the SFA being applicable to the Proposed Placement under the Placement Agreement;
- (d) the allotment, issue and subscription of the Placement Shares not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the Placement Agreement by any legislative, executive or regulatory body or authority of Singapore or any other jurisdiction, which is applicable to the Company or the Placement Agent;

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## LETTER TO SHAREHOLDERS

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- (e) the approval of the shareholders of the Company in an EGM for the allotment and issue of the Placement Shares at the Placement Price;
- (f) the delivery to the Placement Agent on Completion Date, of a completion certificate, substantially in the form set out in the Placement Agreement, signed on behalf of the Company by its duly authorised officers;
- (g) there not having occurred, in the reasonable opinion of the Placement Agent, any circumstances, event or situation which is or are likely to have a Material Adverse Effect, subsequent to the date of the Placement Agreement which, in the reasonable opinion of the Placement Agent, is or is reasonably likely to make it impracticable or inadvisable or inexpedient to proceed with the Proposed Placement or is reasonably likely to prejudice materially the success of the Proposed Placement or dealings in the Placement Shares in the secondary market; and
- (h) the representations, warranties and undertakings in the Placement Agreement remaining true and correct in all material respects as at the Completion Date and the Company having performed all of its obligations hereunder to be performed on or before the Completion Date.

### **2.3 Issue size**

The 135,000,000 Placement Shares represent approximately 9.89% of the existing 1,364,990,616 Shares, and will represent approximately 9.00% of the enlarged 1,499,990,616 Shares.

### **2.4 Shareholders' approval for the Proposed Placement**

The Company will be seeking specific shareholders' approval for the allotment and issue of the Placement Shares pursuant to Rule 805(1) of the Catalist Rules.

## LETTER TO SHAREHOLDERS

### 3. CHANGES IN SHAREHOLDINGS OF THE COMPANY

Based on the Register of Directors' Shareholdings and the Register of Substantial Shareholders as at the Latest Practicable Date, the table below sets out the changes to the shareholding structure of the Company arising from the Proposed Placement:

	Before the Proposed Placement <sup>(2)</sup>				The Proposed Placement			After the Proposed Placement <sup>(3)</sup>			
	Direct Interest		Deemed Interest		No. of Placement Shares	Placement Shares as percentage of existing Shares <sup>(2)</sup>	Placement Shares as percentage of enlarged Shares <sup>(3)</sup>	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%				No. of Shares	%	No. of Shares	%
Directors											
Mr Pierre Prunier <sup>(1)</sup>	-	-	165,112,600	12.10	-	-	-	-	-	165,112,600	11.01
Mr Siek Wei Ting <sup>(2)</sup>	1,620,000	0.12	-	-	-	-	-	1,620,000	0.11	-	-
Mr Tan Ser Ko	-	-	-	-	-	-	-	-	-	-	-
Mr Soh Chun Bin	-	-	-	-	-	-	-	-	-	-	-
Substantial Shareholders (other than Directors)											
Khoo Thomas Clive	195,690,500	14.33	-	-	-	-	-	195,690,500	13.05	-	-
Hing Chow Yuen	80,104,800	5.87	-	-	-	-	-	80,104,800	5.34	-	-

## LETTER TO SHAREHOLDERS

	Before the Proposed Placement <sup>(2)</sup>				The Proposed Placement			After the Proposed Placement <sup>(3)</sup>			
	Direct Interest		Deemed Interest		No. of Placement Shares	Placement Shares as percentage of existing Shares <sup>(2)</sup>	Placement Shares as percentage of enlarged Shares <sup>(3)</sup>	Direct Interest		Deemed Interest	
	No. of Shares	%	No. of Shares	%				No. of Shares	%	No. of Shares	%
<b>Existing Public Shareholders</b>	922,462,716	67.58	-	-	135,000,000	9.89	9.00	1,057,462,716	70.50	-	-

**Notes:**

- (1) Mr Pierre Prunier is deemed interested in 165,112,600 Shares registered in the name of a nominee account of DBS Nominees Pte. Ltd..
- (2) Based on 1,364,990,616 Shares in the issued and paid-up capital of the Company as at the Latest Practicable Date.
- (3) Based on 1,499,990,616 Shares in the enlarged issued and paid-up capital of the Company immediately after the issuance of the Placement Shares following completion of the Proposed Placement.

Following completion of the Proposed Placement, approximately 70.50% of the Shares will be held in the hands of the public. As such, the Company has complied with Rule 723 of the Catalist Rules to have not less than 10.00% of the Shares be held in the hands of the public.

None of the Directors or substantial shareholders of the Company and their respective associates has any interest, direct or indirect, in the Proposed Placement, other than through their respective directorships and/or shareholdings (if any) in the Company.

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## LETTER TO SHAREHOLDERS

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### 4. RATIONALE OF THE PROPOSED PLACEMENT AND USE OF PROCEEDS

#### 4.1 Rationale

The rationale for the Proposed Placement is to strengthen the Company's financial position and improve its cash flow to support the Group's general working capital requirements, which includes existing and new project opportunities. Accordingly, the Company is of the view that the Proposed Placement is beneficial to and in the interest of the Company and the Group.

#### 4.2 Use of proceeds

- (a) The estimated net proceeds from the Proposed Placement, after deducting estimated fees and expenses (including listing and application fees, the maximum commission payable to the Placement Agent, professional fees and other miscellaneous expenses of approximately S\$200,000, is approximately S\$3,026,500 ("**Net Proceeds**"). The Net Proceeds will be utilised for general working capital purposes, which includes the aggregated expenditure related to existing and new projects.
- (b) Pending the deployment of the Net Proceeds, such Net Proceeds may be deposited with banks or financial institutions, invested in short-term money market instruments or marketable securities, and/or used for any other purpose on a short-term basis, as the Company may, in its absolute discretion, deem fit from time to time.
- (c) The Company will make periodic announcement(s) as to the use of the Net Proceeds as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use. The Company will also provide a status report on the use of the Net Proceeds in the Company's interim and full-year financial statements issued under Rule 705 of the Catalist Rules and the Company's annual report. Where the Net Proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the Net Proceeds have been applied in the announcements and status report. Where there is any material deviation from the stated use of the Net Proceeds, the Company will announce the reasons for such deviation.

#### 4.3 Confirmation by Directors

In accordance with Rule 810(1)(c) of the Catalist Rules, the Directors are of the opinion that:

- (a) after taking into consideration the present internal resources and the present bank facilities available to the Group, the working capital available to the Group is sufficient to meet its present requirements, and the Proposed Placement is being undertaken for the aforesaid reasons and the intended use of proceeds; and
- (b) after taking into consideration the present internal resources and the present bank facilities available to the Group, and the Net Proceeds arising from the Proposed Placement, the working capital available to the Group is sufficient to meet its present requirements.

### 5. PRO FORMA FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

#### 5.1 Bases and assumptions

The *pro forma* financial effects of the Proposed Placement on the Company's share capital and the Group's NTA and LPS as set out below are strictly for illustrative purposes and are not indicative of the actual financial position and results of the Group following the completion of the Proposed Placement.

The *pro forma* financial effects have been prepared based on the latest unaudited financial results of the Group for FY2025, on the following bases and assumptions:

## LETTER TO SHAREHOLDERS

- (a) the Proposed Placement has been completed on 31 May 2025 for the purpose of illustrating the financial effects on the NTA;
- (b) the Proposed Placement has been completed on 1 June 2024 for the purpose of illustrating the financial effects on the LPS;
- (c) the share capital of the Company as at 31 July 2025 comprising 1,364,990,616 Shares; and
- (d) the expenses incurred in connection with the Proposed Placement amount to S\$200,000.

### 5.2 Share Capital

	Number of Shares (excluding treasury shares)
As at 31 May 2025	1,364,990,616
After the completion of the Proposed Placement	1,499,990,616

### 5.3 NTA per Share

	Before the Proposed Placement	After the Proposed Placement
NTA <sup>(1)</sup> attributable to owners of the Company (S\$'000)	18,656	21,683
Number of Shares	1,364,990,616	1,499,990,616
NTA per Share (Singapore cents)	1.37	1.45

**Note:**

- (1) NTA means total assets less the sum of total liabilities and intangible assets.

### 5.4 LPS

	Before the Proposed Placement	After the Proposed Placement
Loss after income tax (S\$'000)	(31,312)	(31,512)
Number of Shares	1,364,990,616	1,499,990,616
LPS (Singapore cents)	(2.29)	(2.10)

## 6. LISTING AND QUOTATION NOTICE

An additional listing application has been submitted by the Sponsor to the SGX-ST, for and on behalf of the Company, for the approval of the listing and quotation of the Placement Shares on the Catalist of the SGX-ST. The Company will make the necessary announcements in due course upon obtaining the listing and quotation notice from the SGX-ST.

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## LETTER TO SHAREHOLDERS

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### 7. CONFIRMATION BY THE PLACEMENT AGENT

The Placement Agent has confirmed, to the best of their knowledge and belief, that:

- (a) each of the end-placees will be identified by the Placement Agent or the Placement Agent's sub-placement agents (if any), the affiliates, associated or related corporations of the Placement Agent or the Placement Agent's sub-placement agents (if any), and/or their respective directors, officers, employees or agents;
- (b) the commission payable by the Company to the Placement Agent in connection with the Proposed Placement will not be shared with any of the end-placees;
- (c) the Placement Agent has obtained or will obtain (as the case may be) representations from the end-placees of the Placements Shares that they are not acting in concert (as defined under the Code) with any other party in their subscription of the Placement Shares;
- (d) the Placement Shares will not be placed or issued to any person who is a director or a substantial shareholder of the Company or any other person specified in Rule 812(1) of the Catalyst Rules or to an interested person as defined in Chapter 9 of the Catalyst Rules;
- (e) the Placement Agent has obtained or will obtain (as the case may be) representations from (i) the end-placees that each of them and its directors and substantial shareholders (to the extent applicable) do not have any relationships/connections (including any business relationship) with the Company and its directors and substantial shareholders; and (ii) the Company that the Company and its directors and substantial shareholders do not have any relationship/connections (including any business relationships) with the end-placees or any of the end-placees' directors or substantial shareholders (to the extent applicable);
- (f) the placement of Placement Shares to such end-placees will not result in the transfer of a controlling interest as defined under Rule 803 of the Catalyst Rules;
- (g) there are no share borrowing arrangements entered into by them to facilitate the Proposed Placement;
- (h) none of the end-placees will be entitled to any benefit other than by the placement of the Placement Shares to them; and
- (i) in the event the number of Placement Shares placed to end-placees results in any end-placee becoming a substantial shareholder, the Placement Agent will inform the Company so that the Company can make the necessary announcement(s) in a timely manner.

### 8. THE PROPOSED NEW SHARE ISSUE MANDATE

#### 8.1 Old Share Issue Mandate

At the February 2025 EGM requisitioned by Shareholders, it was resolved that the general share issue mandate granted at the previous annual general meeting convened on 26 September 2024 be revoked, to prevent any further dilution to current Shareholders as well as to ensure that all Shareholders would have a chance to comment and vote on future share issuances.

#### 8.2 Rationale for the Proposed New Share Issue Mandate

The Proposed New Share Issue Mandate provides flexibility and speed to the Company in raising funds, as the Company would not need to incur the expense and delay in having to convene further general meetings to approve the issue of new Shares and/or convertible securities.



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## LETTER TO SHAREHOLDERS

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Due to the volatility of the stock market, and the time needed to convene an EGM to obtain shareholders' approval as a result of the process involved in preparing a shareholders' circular and the notice requirement to hold an EGM, potential investors in general will not be prepared to commit to an investment involving listed securities unless a huge discount from the trading market price of the Shares is given to them. It will not be favourable to the Company and its minority shareholders if the Company is being placed in a position to give a huge discount from the trading market price of the Shares in order to raise funds through a share placement.

The Proposed New Share Issue Mandate will give the Board a mandate to issue new Shares with maximum limits as explained in Section 8.3 of this Circular, thus giving the Board greater flexibility in planning the Company's fund-raising exercises in order to cater for future operational requirements and business expansion, and in negotiating with third parties in potential fund-raising exercises or other arrangements or transactions involving the capital of the Company.

### **8.3 Details of the Proposed New Share Issue Mandate**

The Proposed New Share Issue Mandate, if approved, will authorise the Directors to issue new Shares or convertible securities in the capital of the Company (whether by way of bonus issue, rights issue or otherwise), subject to the following limitations namely, that the aggregate number of Shares and securities convertible into Shares that may be issued must not be more than 100% of the issued Shares, of which the aggregate number of Shares and securities convertible into Shares issued other than on a pro rata basis to existing Shareholders must not be more than 50% of the issued Shares. For the purpose of determining the aggregate number of Shares and securities convertible into Shares that may be issued under the Proposed New Share Issue Mandate, the percentage of issued Shares shall be based on the existing Shares at the time the Proposed New Share Issue Mandate is passed, after adjusting for:

- (a) the Placement Shares (if approved);
- (b) any new Shares arising from the conversion or exercise of any convertible securities in issue when the Proposed New Share Issue Mandate is approved;
- (c) any new Shares arising from exercising options or vesting of share awards outstanding or subsisting when the Proposed New Share Issue Mandate is approved; and
- (d) any subsequent bonus issue, consolidation or subdivision of Shares.

The Proposed New Share Issue Mandate, once approved, will continue in force until the conclusion of the Company's next AGM or the date by which the next AGM of the Company is required by law to be held, whichever is earlier, unless revoked or varied by the Company in a general meeting.

## **9. DIRECTORS' RECOMMENDATIONS**

Having considered, *inter alia*, the terms and conditions of and rationale for the Proposed Transactions, the Directors are of the view that the Proposed Transactions are in the best interests of the Company and are not prejudicial to the interests of the Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of both Resolutions 1 (in relation to the Proposed Placement) and 2 (in relation to the Proposed New Share Issue Mandate), as set out in the Notice of EGM.

## **10. EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages N-1 to N-4 of this Circular, will be held on 21 August 2025 at 2.30 p.m. at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233,

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## LETTER TO SHAREHOLDERS

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for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolutions set out in the notice of EGM.

### 11. ACTIONS TO BE TAKEN BY SHAREHOLDERS

- 11.1 Shareholders who are unable to attend the EGM and wish to appoint a proxy to attend and vote at the EGM on their behalf must complete, sign and return the proxy form attached to this Circular in accordance with the instructions printed thereon and submitted by (a) 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).
- 11.2 A Depositor shall not be regarded as a Shareholder of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least 72 hours before the EGM.

### 12. CONSENT

The Placement Agent has given and has not withdrawn its written consent to the issue of this Circular with the inclusion of its name, and all references thereto in the form and context in which it appears in this Circular, and to act in such capacity in relation to this Circular.

### 13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Transactions, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a name source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

### 14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 47 Scotts Road #02-03/04 Goldbell Towers Singapore 228233 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Placement Agreement dated 31 July 2025 entered into between the Company and the Placement Agent; and
- (b) the letter of consent referred to in section 12 of this Circular.

Yours faithfully  
For and on behalf of the Board of Directors  
**TOTM TECHNOLOGIES LIMITED**

Mr Pierre Prunier  
Executive Director

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### 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.**

THAT:

- (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,

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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 subparagraph (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

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **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, the Proxy Form and Request 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).

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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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.

## PROXY FORM

### TOTM TECHNOLOGIES LIMITED

(Company Registration No. 201506891C)  
(Incorporated in the Republic of Singapore)

### PROXY FORM EXTRAORDINARY GENERAL MEETING

(Please see notes overleaf before completing this Proxy Form)

#### IMPORTANT:

1. 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; or
  - (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 2.30 p.m. on 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).
2. This Proxy Form is not valid for use by CPFIS Investors and SRS Investors and shall be ineffective for all intents and purported to be used by them.

I/We\*, \_\_\_\_\_ (Full Name)  
(NRIC / Passport / Company Registration\* Number) \_\_\_\_\_  
of \_\_\_\_\_ (Address)  
being a shareholder/shareholders\* of **TOTM TECHNOLOGIES LIMITED** (the “Company”), hereby appoint:

Name:	Address:	NRIC / Passport Number	Proportion of Shareholding	
			No. of Shares	%

and/or\*

Name:	Address:	NRIC / Passport Number	Proportion of Shareholding	
			No. of Shares	%

or if no proxy is named, the Chairman of the EGM as my/our\* proxy/proxies\* to attend and vote for me/us\* on my/our\* behalf at the EGM of the Company to be held at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233 on 21 August 2025, at 2.30 p.m. and at any adjournment thereof.

I/We\* direct my/our\* proxy/proxies\* to vote for, vote against or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies\* will vote or abstain from voting at his/her/their\* discretion, as he/her/they\* will on any other matter arising at the EGM and at any adjournment thereof.

The resolution put to the vote at the EGM shall be decided by way of poll.

No.	Ordinary Resolution relating to:	No. of Votes For <sup>(1)</sup>	No. of Votes Against <sup>(1)</sup>	No. of Votes Abstain <sup>(1)</sup>
1.	The Proposed Placement of up to 135,000,000 Placement Shares at S\$0.0239 per Placement Share			
2.	The Proposed New Share Issue Mandate			

(1) Please indicate your vote “For” or “Against” or “Abstain” with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing the Chairman of the EGM not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2025

Total Number of Shares in:	No. of shares
(a) CDP Register	
(b) Register of Members	

\_\_\_\_\_  
Signature(s) of Shareholder(s)  
or Common Seal of Corporate Shareholder

\* Delete where inapplicable

**IMPORTANT: PLEASE READ NOTES OVERLEAF**





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## PROXY FORM

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### Notes:

1. If the Shareholder has shares entered against his/her/its name in the Depository Register, he/she/it should insert that number of shares. If the Shareholder has shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of shares. If the Shareholder has shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this Proxy Form will be deemed to relate to all the shares held by the Shareholder.
2. 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.
3. 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.
4. 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.
5. 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.
6. This 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).
7. This 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.
8. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
9. A corporation which is a Shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act.
10. The Company shall be entitled to reject this 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 this 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 this 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 this Proxy Form, the Shareholder is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of EGM of the Company dated 6 August 2025.