OCEANSCAPE INTERNATIONAL LIMITED

(formerly known as V2Y Corporation Ltd.)
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201717972D)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of OceanScape International Limited (the "**Company**") will be held in person at Room 304, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Singapore 039593 on Friday, 20 March 2026 at 10.00 a.m. for the purpose of considering and, if thought fit, passing with or without any modification(s) the Ordinary Resolutions as set out below.

*All capitalised terms used in this Notice of EGM which are not defined herein shall have the meanings ascribed to them in the circular to shareholders of the Company dated 5 March 2026 (the "**Circular**").*

Shareholders should note that the passing of Ordinary Resolutions 1, 2 and 3 as set out in this Notice of EGM are inter-conditional. This means that if any of the Ordinary Resolutions 1, 2 and 3 is not approved, the other resolutions will not be deemed duly passed.

ORDINARY RESOLUTION 1: THE PROPOSED ISSUE OF CONVERSION SHARES AND THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO THE LENDER, A DIRECTOR

THAT, contingent on the passing of Ordinary Resolutions 2 and 3:

(a) pursuant to Section 161 of the Companies Act, Rules 803, 804, 805 and 812 of the Catalist Rules and the Constitution of the Company:

(i) approval be and is hereby given for the transactions in connection with the Convertible Loan contemplated under the Facility Agreement;

(ii) the Directors of the Company be and are hereby authorised to allot and issue up to 793,650,794 Conversion Shares[1] at the Conversion Price of S$0.0063 per Conversion Share to the Lender, being a Director of the Company, on the terms and subject to the conditions of the Facility Agreement (salient details of which are as set out at Sections 2 and 3 in the Circular); and

(iii) the issuance of the Conversion Shares pursuant to sub-paragraph (ii) above, which will result in a transfer of controlling interest in the Company to the Lender pursuant to Rule 803 of the Catalist Rules, be and is hereby approved; and

(b) the Directors and each of them be and are hereby authorised and empowered to do all acts and things as they or he may deem necessary or expedient to give effect to this Ordinary Resolution 1, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

[See Explanatory Note]

1 The Conversion Shares to be allotted and issued are new ordinary shares in the share capital of the Company, and when issued, the Conversion Shares will rank *pari passu* in respect of all rights, benefits and entitlements as all other issued ordinary shares of the Company.

ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF THE CONVERTIBLE LOAN BY THE LENDER TO THE COMPANY AS AN INTERESTED PERSON TRANSACTION

THAT, contingent upon the passing of Ordinary Resolutions 1 and 3:

(a) for the purposes of Chapter 9 of the Catalist Rules, the grant of the Convertible Loan by the Lender to the Company on the terms and subject to the conditions set out in the Facility Agreement, details of which have been set out in the Circular (including the Conversion Price of S$0.0063 per Conversion Share) be and is hereby approved as an interested person transaction, and the Facility Agreement entered into between the Company and the Lender, as an interested person transaction, be and is hereby approved, confirmed and ratified; and

(b) the Directors and each of them be and are hereby authorised and empowered to do all acts and things as they or he may deem necessary or expedient to give effect to this Ordinary Resolution 2, including without limitation to the foregoing, to negotiate, sign, execute and deliver all documents, approve any amendments, alterations or modifications to any document (if required) in the interests of the Company, and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 3: THE PROPOSED WHITEWASH RESOLUTION

THAT, contingent on the passing of Ordinary Resolutions 1 and 2, the Independent Shareholders, do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Lender in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers, for the Company, as a result of the issuance of Conversion Shares to the Lender.

By Order of the Board
OCEANSCAPE INTERNATIONAL LIMITED

Poh Chee Eng
Company Secretary
5 March 2026

IMPORTANT INFORMATION

The Lender shall, and shall procure that his associates and parties acting in concert with him abstain from voting on Ordinary Resolutions 1, 2 and 3 in respect of their respective shareholdings in the Company (if any) and shall not accept nomination as proxies unless specific instructions have been given in the Proxy Form(s) by the Shareholder(s) appointing them on how he/she/they wish(es) his/her/their vote(s) to be cast.

Explanatory Notes to the bundling of Ordinary Resolution 1

Ordinary Resolution 1 seeks Shareholders approval for several regulatory requirements under the Catalist Rules (Rules 803, 804, 805, and 812) through a single resolution. Shareholders should note that these issues are interdependent and linked, forming one significant proposal regarding the allotment and issuance of Conversion Shares pursuant to the Convertible Loan under the Facility Agreement with the Lender (who is a Director of the Company).

1. **Reason for bundling**: The issuance of the Conversion Shares to the Lender simultaneously triggers the need for approval for a transfer of controlling interest (Rule 803), a specific allotment to a Director (Rule 804), issuance of shares which does not rely on the Company's general share issue mandate (Rule 805), and a placement to a restricted person (Rule 812). As these are all necessary regulatory requirements to give effect to the allotment and issuance of Conversion Shares pursuant to the Convertible Loan under the Facility Agreement, they cannot be meaningfully separated.

2. **Material Implications**: If Ordinary Resolution 1 is not passed in its entirety, the Company will not be **able** to proceed with the issuance of the Conversion Shares or the underlying grant of the Convertible Loan by the Lender to the Company. Furthermore, Ordinary Resolution 1 is inter-conditional upon the passing of Ordinary Resolutions 2 and 3.

3. **Abstention from Voting**: As stated in the paragraph entitled "**IMPORTANT INFORMATION**" above, the Lender shall, and shall procure that his associates and parties acting in concert with him abstain from voting on Ordinary Resolution 1. The Company will disregard any votes cast by these individuals on this resolution, ensuring compliance with the abstention requirements under Rules 804 and 812 of the Catalist Rules.

Notes relating to conduct of Meeting:

1. The EGM will be held, in a wholly physical format, at Room 304, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Singapore 039593 on 20 March 2026 at 10.00 a.m. Shareholders, including investors holding shares through Supplementary Retirement Scheme ("**SRS Investors**"), and duly appointed proxies and representatives will be able to ask questions and vote at the EGM by attending the EGM in person. There will be no option for shareholders to participate virtually. Printed copies of the Notice of EGM and Proxy Form will be sent by post to members.

2. Printed copies of the Circular will not be despatched to Shareholders, unless otherwise requested. Printed copies of the Notice of EGM, Proxy Form and Request Form (to request for printed copies of the Circular) will be sent by post to members, and the electronic copies of the Notice of EGM, Proxy Form and the Circular will be posted on the SGXNet at the following URL: https://www.sgx.com/securities/company-announcements.

3. To receive a physical copy of the Circular, please complete and return the Request Form to Company by post to the registered office of the Company at 151 Chin Swee Road, #11-11/13 Manhattan House Singapore 169876, by no later than 10.00 a.m. on 12 March 2026. A printed copy of the Circular will then be sent to the address specified by the Shareholders at his/her/its own risk.

Appointment of Proxy(ies)

4. A member of the Company (whether individual or corporate and including a Relevant Intermediary, whichever is applicable) is able to participate at the EGM in person or appoint proxy(ies) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM conducted in person, if such member wishes to exercise his/her/its voting rights at the EGM.

5. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the EGM. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.

   A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

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

6. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

7. The proxy form is not valid for use by Investors holding shares in the Company ("**Shares**") through Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("**Investors**") (including SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify his/her voting instructions. A SRS Investor who is unable to attend the EGM but wishes to vote should approach his/her SRS Operator to appoint the Chairman of the EGM as his/her proxy at least 7 working days before the date of the EGM to submit his/her voting instructions. This is so as to allow sufficient time for the respective Relevant Intermediaries to in turn submit a proxy form to appoint a proxy to vote on their behalf.

8. The Proxy Form must be submitted in the following manner:

   (a) If sent personally or by post, the proxy form must be lodged at the registered office of the Company at 151 Chin Swee Road, #11-13 Manhattan House, Singapore 169876; or

   (b) if by email, the proxy form must be received at shareholders@oceanscape.sg,

   in either case, by no later than Tuesday, 17 March 2026 at 10.00 a.m., being 72 hours before the time appointed for holding the EGM.

   Members are strongly encouraged to submit completed proxy forms by email.

9. The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), the Company may reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

10. The Proxy Form must be signed by the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, it must be executed either under its common seal, executed as a deed in accordance with the Companies Act 1967 or signed by its attorney or officer duly authorised. Where a proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, falling which the Proxy Form may be treated as invalid.

11. For purposes of the appointment of a proxy(ies) and/or representative(s), the member(s)' full name and CDP account number (if applicable) and the proxy(ies)' or representative(s)' full name and full NRIC/passport number will be required for verification purposes, and the proxy(ies)' or representative(s)' NRIC/passport number will need to be produced for sighting upon registration at the EGM. This is so as to ensure that only duly appointed proxy(ies)/representative(s) attend, speak and vote at the EGM. The Company reserves the right to refuse admittance to the EGM if the proxy(ies)' or representative(s)' identity cannot be verified accurately.

Submission of questions in advance of the EGM

12. Members may raise questions at the EGM or submit questions relating to the resolution tabled for approval at the EGM in advance: (a) by email to shareholders@oceanscape.sg; or (b) personally or by post to the registered office of the Company at 151 Chin Swee Road #11-13 Manhattan House Singapore 169876, in any case, to be received by Thursday, 12 March 2026 at 10.00 a.m.

13. The Company will endeavour to address all substantial and relevant questions (determined by the Company in its sole discretion) no later than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms. Any subsequent relevant and substantial clarifications sought by the Shareholders after the aforementioned cut-off time for the submission of questions will be addressed at the EGM. The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.

PERSONAL DATA PRIVACY

By submitting the proxy form appointing proxy(ies) to attend, speak and vote at the EGM and/or any adjournment thereof, a member consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of proxy(ies) 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 or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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 member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

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*This notice has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("**Sponsor**").*

*This notice has not been examined or approved by the Singapore Exchange Securities Trading Limited ("**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

The contact person for the Sponsor is Ms. Goh Mei Xian, ZICO Capital Pte. Ltd. at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896, telephone (65) 6636 4201.

OCEANSCAPE INTERNATIONAL LIMITED

(formerly known as V2Y Corporation Ltd.)
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201717972D)

EXTRAORDINARY GENERAL MEETING

PROXY FORM

IMPORTANT

1. The EGM will be held, in a wholly physical format, at Room 304, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Singapore 039593 on 20 March 2026 at 10.00 a.m. There will be no option for shareholders to participate virtually. Printed copies of the Notice of EGM and Proxy Form will be sent by post to members.
2. A member of the Company (whether individual or corporate and including a Relevant Intermediary, whichever is applicable) is able to participate at the EGM in person or appoint proxy(ies) as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM conducted in person, if such member wishes to exercise his/her/its voting rights at the EGM.
3. This proxy form is not valid for use by investors holding shares in the Company ("**Shares**") through Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("**Investors**") (including investors holding Shares through Supplementary Retirement Scheme ("**SRS Investors**")) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify voting instructions. A SRS Investor who is unable to attend the AGM but wishes to vote should approach his/her SRS Operator to appoint the Chairman of the AGM as his/her proxy at least 7 working days before the date of the AGM to submit his/her vote

Personal Data Privacy: By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 5 March 2026.

I/We*, _____ (Name) _____ (NRIC/Passport No./Company Registration No.)

of _____ (Address)

being a member/members* of **OCEANSCAPE INTERNATIONAL LIMITED** (the "**Company**") hereby appoint:

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

and/or (delete as appropriate)

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

or failing him/her/them*, the Chairman of the Extraordinary General Meeting ("**EGM**" or "**Meeting**"), as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at Meeting of the Company to be held at Room 304, Suntec Singapore Convention & Exhibition Centre, 1 Raffles Boulevard, Singapore 039593 on Friday, 20 March 2026 at 10.00 a.m. and at any adjournment thereof. I/We* direct my/our* proxy/proxies* to vote for or against the Resolutions proposed at the Meeting, or to abstain from voting, as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the Meeting and at any adjournment thereof, the proxy/proxies will vote or abstain from voting at his/her/their discretion. In appointing the Chairman of the Meeting as proxy, Shareholders (whether individuals or corporates) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment will be treated as invalid. The resolutions put to vote at the EGM shall be decided by poll.

No.	Ordinary Resolution	For	Against	Abstain
1.	Proposed Issue of Conversion Shares and Proposed Transfer of Controlling Interest to the Lender, a Director			
2.	Proposed Grant of Convertible Loan by the Lender to the Company as an Interested Person Transaction			
3.	Proposed Whitewash Resolution			

If you wish to exercise all your votes "For", "Against" or "Abstain", please 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 your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

**Delete where inapplicable*

Dated this _____ day of _____ 2026

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

_____

Signature(s) of Member(s) / Common Seal of Corporate shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. However, if you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, this Proxy Form shall be deemed to relate to all the Shares held by you (in both the Register of Members and the Depository Register).

2. A member who is not a Relevant Intermediary is entitled to appoint not more than two (2) proxies to attend and vote at the EGM. Where such member appoints two (2) proxies, the proportion of his shareholding to be represented by each proxy shall be specified in the Proxy Form.

   A member who is a Relevant Intermediary is entitled to appoint more than two (2) proxies to attend and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than one (1) proxy, the number of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

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3. A proxy need not be a member of the Company. A member may choose to appoint the Chairman of the Meeting as his/her/its proxy. Where a member (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of the resolutions in the proxy form, failing which the appointment of the Chairman as proxy for that resolution will be treated as invalid.

4. The proxy form is not valid for use by Investors holding shares in the Company ("Shares") through Relevant Intermediaries (as defined in Section 181 of the Companies Act 1967 of Singapore) ("Investors") (including SRS Investors) and shall be ineffective for all intents and purposes if used or purported to be used by them. An Investor who wishes to vote should instead approach his/her Relevant Intermediary as soon as possible to specify his/her voting instructions. A SRS Investor who is unable to attend the EGM but wishes to vote should approach his/her SRS Operator to appoint the Chairman of the EGM as his/her proxy at least 7 working days before the date of the EGM to submit his/her voting instructions. This is so as to allow sufficient time for the respective Relevant Intermediaries to in turn submit a proxy form to appoint a proxy to vote on their behalf.

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   (b) if by email, the proxy form must be received at shareholders@oceanscape.sg,

   in either case, by no later than Tuesday, 17 March 2026 at 10.00 a.m., being 72 hours before the time appointed for holding the EGM.

   Members are strongly encouraged to submit completed proxy forms by email.

6. The Company shall be entitled to reject the proxy form if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the proxy form. In addition, in the case of members of the Company whose Shares are entered against their names in the Depository Register, the Company shall be entitled to reject any proxy form lodged if such members are not shown to have Shares entered against their names in the Depository Register, as at 72 hours before the time appointed for holding the EGM as certified by The Central Depository (Pte) Limited to the Company.

7. The Proxy Form must be signed by the appointor or his attorney duly authorized in writing or, if the appointor is a corporation, it must be executed either under its common seal, executed as a deed in accordance with the Companies Act 1967 or signed by its attorney or officer duly authorised. Where a proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, falling which the Proxy Form may be treated as invalid.

8. For purposes of the appointment of a proxy(ies) and/or representative(s), the member(s)' full name and CDP account number (if applicable) and the proxy(ies)' or representative(s)' full name and full NRIC/passport number will be required for verification purposes, and the proxy(ies)' or representative(s)' NRIC/passport number will need to be produced for sighting upon registration at the EGM. This is so as to ensure that only duly appointed proxy(ies)/representative(s) attend, speak and vote at the EGM. The Company reserves the right to refuse admittance to the EGM if the proxy(ies)' or representative(s)' identity cannot be verified accurately.

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10. The Company will endeavour to address all substantial and relevant questions (determined by the Company in its sole discretion) no later than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms. Any subsequent relevant and substantial clarifications sought by the Shareholders after the aforementioned cut-off time for the submission of questions will be addressed at the EGM. The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.

Personal Data Privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 5 March 2026.