



OKH GLOBAL LTD.

(formerly known as Sinobest Technology Holdings Ltd.)
(Incorporated in Bermuda on 17 June 2004)
(Company Registration Number: 35479)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of OKH Global Ltd. (the "Company") will be held at by way of electronic means on Friday, 26 November 2021 at 2.30 p.m., to transact the following businesses:

- AS ORDINARY BUSINESSES
1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2021 together with the Directors' Statement and Independent Auditors' Report thereon.
2. To approve the payment of Directors' fees of S\$186,000 for the financial year ending 30 June 2022, to be paid quarterly in arrears. [2021: S\$172,050]
3. To re-elect the following Directors retiring by rotation pursuant to Bye-Law 104 of the Company's Bye-Laws:
(a) Mr Lock Wai Han
(b) Mr Ong Soon Teik
4. The Proposed Change of Auditors
That Messrs BDO LLP be and is hereby appointed as the Company's Auditors in place of Messrs Deloitte & Touche LLP, to hold office until the conclusion of the next annual general meeting of the Company, and that the Directors be authorised to fix their remuneration.
AS SPECIAL BUSINESSES
To consider and, if thought fit, to pass the following ordinary resolutions with or without modifications:
5. Authority to Allot and Issue Shares
6. Authority to Grant Awards and to Issue Shares under the OKH Performance Share Plan
7. Renewal of the Share Purchase Mandate
8. That contingent upon the passing of Ordinary Resolution 4 above, shareholders to approve Mr Ong's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following:
9. That contingent upon the passing of Ordinary Resolutions 4 and 9 above, shareholders (excluding Directors and the Chief Executive Officer ("CEO") of the Company, and the respective associates of such Directors and CEO) to approve Mr Ong's continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following:
10. To transact any other business which may properly be transacted at the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Siau Kuei Lian / Teo Chia Hui
Company Secretaries
3 November 2021

Explanatory Notes:

- 1. The Ordinary Resolution 5 in item 4 above relates to the appointment of Messrs BDO LLP as the Auditors of the Company, in place of the retiring Auditors, Deloitte & Touche LLP, and to hold office until the conclusion of the next annual general meeting of the Company.
2. Resolution No. 6, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant instruments convertible into shares, and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.
3. Resolution No. 7, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares in the Company pursuant to the release of awards under the OKH Share Plan up to a number not exceeding in total (for the entire duration of the OKH Share Plan) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
4. Resolution No. 8, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the earliest of (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held, (ii) the date on which the authority conferred by this mandate is revoked or varied by shareholders in general meeting, or (iii) the date on which the Company has purchased the maximum number of shares mandated under this mandate, to purchase or otherwise acquire issued ordinary shares in the capital of the Company by way of Market Purchases or Off-Market Purchases of up to 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company.
5. Resolutions 9 and 10 are to subject the continued appointment of Mr Ong Soon Teik who has served as an Independent Director for an aggregate period of more than 9 years to a two-tier voting process in accordance with Rule 210(5)(d)(iii) of the Listing Manual which will take effect on 1 January 2022.
For the purpose of Resolution 10, in accordance with Rule 210(5)(d)(iii) of the Listing Manual, the Directors and the CEO of the Company, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given.
The Board of the Company and the Nominating Committee have evaluated the participation of Mr Ong Soon Teik at Board and Board Committees meetings and determined that Mr Ong continues to possess independent thinking and the ability to exercise objective judgement on corporate matters independently.
Resolutions 9 and 10, if passed, will enable Mr Ong Soon Teik to continue his appointment as Independent Director (unless the appointments have been changed subsequent to the AGM) pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which will take effect on 1 January 2022) and Provision 2.1 of the Code of Corporate Governance 2018, and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Otherwise, Mr Ong shall be deemed non-independent pursuant to Rule 210(5)(d)(iii) with effect from 1 January 2022.
In the event of the re-designation arising from the above which resulted in independent directors comprising of less than one-third of the Board pursuant to Rule 210(5)(c) of the Listing Manual (which take effect on 1 January 2022), the Company shall endeavour to fill the vacancy within two months, but in any case not later than three months.

Notes:

- 1. Pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, the Company has the option to hold a virtual meeting, even where the Company is permitted under safe distancing regulations to hold a physical meeting. Due to the current COVID-19 situation and the Company's efforts to keep physical interactions and COVID-19 transmission risk to a minimum, the AGM will be held by way of electronic means and the member will NOT be allowed to attend the AGM in person. Shareholders must submit any questions they may have by 12 noon on 19 November 2021.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this Notice of AGM. The Notice of AGM is also made available on SGXNet at the following URL: https://www.sgx.com/securities/company-announcements and the Company's website at the following URL: https://www.okh.com.sg.
3. Shareholders (including a depositor registered and holding shares through The Central Depository (Pte) Limited) who pre-register may participate at the Annual General Meeting by:
(a) watching the AGM proceedings via a "live" audio-video webcast via mobile phone, tablet or computer or listening to the proceedings through a "live" audio-only feed via telephone ("Live Webcast/Live Audio Feed");
(b) submitting questions related to the resolutions to be tabled for approval in advance of the Annual General Meeting at https://globalmeeting.bigbangdesign.co/okh/ ("Pre-registration Website"); and/or
(c) appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the Annual General Meeting.
4. Shareholders submitting questions are required to state: (a) their full name; and (b) their identification/registration number, failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.
5. A shareholder (including a depositor registered and holding shares through The Central Depository (Pte) Limited) of the Company entitled to vote at the Meeting must appoint the Chairman of the Meeting to act as proxy and direct the vote at the Annual General Meeting.
6. If a registered shareholder wishes to appoint the Chairman of the Meeting as proxy, he must complete, sign and return the duly completed Shareholder Proxy Form personally or by post, be deposited at the office of the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, not less than 48 hours before the time appointed for holding the Annual General Meeting.
7. A depositor registered and holding shares through The Central Depository (Pte) Limited wishes to appoint the Chairman of the Meeting as proxy, must complete, sign and return the duly completed Depositor Proxy Form personally or by post, be deposited at the office of the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, not less than 48 hours before the time appointed for holding the Annual General Meeting.
8. If a shareholder who has shares entered against his name in the Depository Register and shares registered in his name in the Register of Members wishes to appoint the Chairman of the Meeting as proxy, must complete and sign the Depositor Proxy Form and the Shareholder Proxy Form, respectively, for the shares entered against his name in the Depository Register and shares registered in his name in the Register of Members. The duly completed Depositor Proxy Form and the Shareholder Proxy Form must return personally or by post, be deposited at the office of the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712, not less than 48 hours before the time appointed for holding the Annual General Meeting.

Important notes to shareholders:

A. The key dates which shareholders should take note of are set out in the table below:-

Table with 2 columns: Key dates and Actions. It lists various dates from 3 November 2021 to 26 November 2021 and the corresponding actions for shareholders, such as pre-registering, submitting questions, and attending the AGM.

B. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its Meeting arrangements at short notice. Shareholders should check the Company's website at the URL https://www.okh.com.sg or Company's announcements on SGXNet for the latest updates on the status of the Annual General Meeting, if any.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing the Chairman to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.