

OIO HOLDINGS LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No. 201726076W)

RESPONSES TO THE SGX-ST'S QUERIES DATED 4 MARCH 2021

OIO Holdings Limited (the “**Company**” or “**OIO**”) wishes to announce its responses to the following queries from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) with reference to the announcement of the Company’s unaudited financial results for the financial year ended 31 December 2020 dated 1 March 2021.

SGX-ST Query 1

The Group’s trade and other payables amounted to approximately S\$1.8m as at 31 Dec 2020, which accounts for 62.6% of the Group’s current liabilities. Please disclose a breakdown of the trade and other payables.

For other payables, please disclose the aging and nature of these other payables and whether the counterparties are related parties.

Company’s Response

Please find below the requested breakdown of the trade and other payables:

Trade payable 321,762
Other payable 1,473,525

(Breakdown on aging of other payables)

Professional fees/emoluments - 0-60 days	253,056
Professional fees/emoluments - 60-180 days	76,208
Professional fees/emoluments - 180-365 days	122,907
Professional fees/emoluments - more than 365 days	601,931
Payable to Acmes-power Building Services Pte Ltd - more than 365 days	323,533
Others - more than 365 days	95,890
Total	1,473,525

None of the above payables are to related parties other than

- a. directors’ emolument; and
- b. ACMES-POWER Buildings Services Pte Ltd (a former dormant subsidiary), which has been placed under creditor-voluntary liquidation as announced by the Company on 12 November 2020.

The Company has been fulfilling its various repayment obligations and have year-on-year

- a. reduced current liabilities by 41.4%
- b. reduced total liabilities by 23.1%.

SGX-ST Note

2. The Group recorded a negative working capital of approximately S\$2.4 million, negative operating cash flow of about S\$493K with cash and cash equivalents of approximately \$338K as at 31 Dec 2020.

The Exchange note that the Board has opined that the Group will be able to operate as a going concern based on:

(i) The controlling shareholder of the Company, North Ventures Pte Ltd (formerly known as QRC Pte Ltd), has provided a letter of financial support to ensure that the Group maintains capital and liquidity levels to enable it to at all times meet its financial obligations;

(ii) The payable to a company associated with the controlling shareholder (S\$0.85 million) arising from the fee for blockchain agency services and the loan borrowed from the controlling shareholder (S\$0.7 million) is due only after 1 May 2022;

(iii) Based on the expected cashflow forecast, the Group has sufficient cash to fulfil the obligations as and when they fall due; and

(iv) The Group is currently reviewing corporate fundraising exercise(s) in tandem with the Proposed Acquisition and will continue to update shareholders of any material development.

SGX-ST Query 2

Please provide the Board's and Sponsor's assessment and basis on North Ventures Pte Ltd's ability to support the Group's financial obligations at all times.

Company's Response

The Board believes, based on the following reasons, the controlling shareholder of the Company, North Ventures Pte Ltd, is committed to support the Group's financial obligations at all times:

a. Since the mandatory cash offer concluded on 8 November 2019, the controlling shareholder has been supportive by injecting fresh funds into the Company by way of two tranches of unsecured and interest-free loans aggregating S\$700,000, as announced by the Company on 29 February 2020 and 13 December 2019, respectively, to support the Group's general corporate and working capital purposes;

b. The receipt of a letter of financial support and undertaking from North Ventures Pte Ltd dated 15 February 2021 to provide continuous and sufficient financial support at least for the next fourteen months from 1 March 2021 to enable the Group to meet its obligations and liabilities as and when they fall due and to carry on their business without any curtailment of operations ("Support Letter");

c. North Ventures Pte Ltd has been consistently steadfast in its support, other than those described above, as the Group underwent a period of transition and operational review including introducing a newly viable business, which will align its interests to extend continued financial support and maximise OIO's shareholders' value; and

d. To the best knowledge of the Board of Directors based on the available information and representations from Mr Hiroyuki Enomoto –North Ventures Pte Ltd and its 100% shareholder, Mr Hiroyuki Enomoto, have the commitment and ability to support the Group's financial obligations at all times during the tenure stipulated in the Support Letter.

Sponsor's Response

As at the date of this response, the Sponsor understands that the Company's external auditors is currently carrying out its audit procedures to assess and document whether North Venture Pte Ltd has the ability to support the Group's financial obligations during the tenure as stipulated in the Support Letter. Notwithstanding that, it is not unreasonable to believe the Board's bases to support its assessment on North Venture Pte Ltd as mentioned above.

SGX-ST Query 3

Please provide the Board of Directors' confirmation as to whether sufficient information has been disclosed to enable trading of the Company's shares to continue in an orderly manner and the bases for its views.

Company's Response

The Board confirms that the Company has disclosed all the information required by SGX-ST Catalist Rules.

The Company will continue to timely update its shareholders and investors of any material development including proposed acquisition of shareholdings in Moonstake Pte Ltd and Moonstake Limited as announced on 20 January 2021 and any corporate fundraising exercise(s) in tandem with the acquisition.

SGX-ST Query 4

Please provide the Sponsor's opinion on whether the Group is able to continue as a going concern. Please provide justifications.

Sponsor's Response

As at the date of this response, the Sponsor is not aware of any matters that put doubts to the Board's bases on the Company's ability to operate as a going concern as disclosed in the Company's unaudited full year financial results announcement for the financial year ended 31 December 2020 dated 1 March 2021 and its response to SGX-ST Query 2 above.

DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Responses, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

BY ORDER OF THE BOARD

Fan Chee Seng
Executive Chairman
10 March 2021

OIO Holdings Limited (previously known as DLF Holdings Limited) (the “Company”) was listed on Catalist of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) on 25 July 2018. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”).

This announcement has been reviewed by the Company’s sponsor, PrimePartners Corporate Finance Pte. Ltd. (the “Sponsor”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “Exchange”) and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Mr. Joseph Au, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.