

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

RESPONSES TO THE SGX-ST'S QUERIES DATED 15 APRIL 2021

OIO Holdings Limited (the “**Company**” or “**OIO**” and together with its subsidiaries, the “**Group**”) wishes to announce its responses to the following queries from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) with reference to the Company’s annual report for the financial year ended 31 December 2020 (“**FY2020**”) as announced on 14 April 2021.

The Company’s auditors, Foo Kon Tan LLP (“**FKT**”) has stated an emphasis of matter on “material uncertainty related to going concern” due to:

- the Group incurred a net loss of \$909,389;
- net operating cash outflows of \$492,603;
- deficit in equity of \$3,823,460; and
- net current liabilities of \$2,419,940.

These conditions indicate the existence of a material uncertainty which may cast significant doubt about the Group’s and the Company’s ability to continue as a going concern and for its listing status to be maintained.

Notwithstanding the above, the Board has opined that the Group is able to operate on a going concern based on the following:

- (a) the controlling shareholder of the Company, North Ventures Pte Ltd (“**North Ventures**”) (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;
- (b) the payable to a company associated with the controlling shareholder (S\$0.85 million) arising from the fee for blockchain agency services and the loans borrowed from the controlling shareholder (S\$0.7 million) are due only after 1 May 2022;
- (c) The Group is looking at bringing in more orders by proposing to acquire the entire shareholdings in Moonstake Pte Ltd and Moonstake Limited as announced on 20 January 2021 (“**Proposed Acquisition**”);
- (d) The controlling shareholder of the Company, North Ventures, has entered into a loan agreement dated 7 April 2021 with the Company pursuant to which North Ventures has agreed to grant the Company an interest-free loan of US\$2,000,000, repayable within 7 days after 1 May 2022; and
- (e) The Company’s issuance of convertible notes of US\$2,400,000 to the subscribers was completed on 9 April 2021.

SGX-ST Query 1

The Company has yet to enter into a definitive agreement for the Proposed Acquisition. Is there any update on the Proposed Acquisition? Does the Company have other targets in the pipeline should the Proposed Acquisition fail to proceed?

Company's Response

The Company is presently in the final stage of assessing and negotiations with the vendor on the Proposed Acquisition. The Company will make the necessary and timely announcements as and when there are any material developments.

Other than the announced Proposed Acquisition, OIO does not have any specific target or pipeline as at the date of this announcement.

SGX-ST Query 2

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 sufficient information has been disclosed in its announcement dated 14 April 2021 titled "*Material Uncertainty Related To Going Concern On The Audited Financial Statements For The Financial Year Ended 31 December 2020*" to enable trading of the Company's shares to continue in an orderly manner.

SGX-ST Query 3

Did the auditors review the cash flow forecast and assumptions adopted? What are the auditors' views and justifications on the reasonableness of the assumptions, and as a result, the emphasis of matter on material uncertainty with regards to going concern.

Company's Response

The Board confirms that the auditor has reviewed the cash flow forecast with the relevant assumptions submitted by the Company, including the going concern basis disclosed under (a) to (e) of Note 2(a) to the financial statements of the Company's annual report for FY2020 (Collectively the "**Bases**").

The auditor has also verified the reasonableness of the Bases and considered it as appropriate to prepare the financial statements on a going concern basis. Its opinion in respect of this matter is not modified.

BY ORDER OF THE BOARD

Fan Chee Seng
Executive Chairman
19 April 2021

*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.