

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### OIO HOLDINGS LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

*All capitalised terms used in this Notice which are not defined herein shall, unless the context otherwise requires, have the same meaning ascribed to them in the circular to shareholders of the Company dated 12 August 2021.*

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting (the "**EGM**") of **OIO HOLDINGS LIMITED** (the "**Company**") will be held by way of electronic means on Friday, 27 August 2021 at 1.00 p.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the resolutions set out below.

This Notice has been made available on SGXNET and the Company's website and may be accessed at the URL <https://ir.oio.sg/newsroom.html>. A printed copy of this Notice will NOT be despatched to members.

#### **ORDINARY RESOLUTION - THE PROPOSED RENEWAL OF THE COMPANY'S AUTHORITY TO ISSUE AND ALLOT SHARES IN ACCORDANCE WITH SECTION 161 OF THE COMPANIES ACT AND RULE 806(2)(A) OF SECTION B: RULES OF CATALIST OF THE LISTING MANUAL ("PROPOSED RENEWAL")**

That pursuant to Section 161 of the Companies Act and subject to Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to issue and allot new ordinary shares in the capital of the Company (whether by way of rights, bonus or otherwise) and/or 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, provided always that:

- (a) the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does 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 paragraph (b) below), and provided further that where shareholders of the Company 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 such 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 paragraph (b) below);
- (b) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (a) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time such authority was conferred, after adjusting for:
  - (i) new Shares arising from the conversion or exercise of convertible securities;
  - (ii) new Shares arising from exercising share options or vesting share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

(iii) any subsequent bonus issues, consolidation or subdivision of Shares.

Any adjustments made in accordance with sub-paragraphs (b)(i) or (b)(ii) above shall only be made in respect of new Shares arising from convertible securities and Instruments which were issued and outstanding and/or subsisting at the time of the passing of this Resolution.

- (c) 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
- (d) such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting ("**AGM**") of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

[See explanatory note below]

By Order of the Board of Directors

Mr. Fan Chee Seng  
Executive Chairman

12 August 2021

### **Explanatory Note:-**

This Ordinary Resolution, if passed, will empower the Directors of the Company from the date of this EGM until the date of the next AGM of the Company, to allot and issue Shares and/or Instruments (as defined above). The aggregate number of new Shares (including Shares to be issued in pursuance of Instruments made or granted) which the Directors may issue under this Resolution shall not exceed 100% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing of this Resolution. For issue of Shares and convertible securities other than on a pro-rata basis, the aggregate number of Shares and convertible securities to be issued shall not exceed 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company at the time of passing of this Resolution. This authority will, unless revoked or varied at a general meeting, expire on the date of the next AGM of the Company or on the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

### **Important Notice from the Company on COVID-19**

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of community spread of COVID-19. **Members should note that the Company may be required (including at short notice) to make further changes to its EGM arrangements as the situation evolves, and members are advised to keep abreast of any such changes as may be announced by the Company as may be made from time to time on SGXNET.**

#### **1. No attendance at EGM**

Alternative arrangements have been put in place to allow members to participate at the EGM by watching the EGM proceedings through a "live" webcast via his/her/its mobile phones, tablets or computers or listening to the EGM proceedings via "live" audio feed via telephone. Members who pre-register to watch the "live" webcast or listen to the "live" audio feed may also submit questions related to the resolutions to be tabled for approval at the EGM, and members who wish to exercise their voting rights may do so by voting by proxy at the EGM. Please see the paragraphs below for these alternative arrangements.

#### **2. Registration to attend the EGM Remotely**

A member who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register by **1.00 p.m. on 24 August 2021 ("Registration Cut-Off Date")** (being 72 hours before the time fixed for the EGM), at the URL <http://Oholdings.availeasemgdwebinar.com>. A member will be required to provide their full name, NRIC/Passport No./Company Registration No. and address for verification purposes.

Upon successful registration, authenticated members will receive an email confirmation by 25 August 2021 with their user log-in details, access password and the link to access the "live" webcast and/or telephone number for "live" audio feed of the EGM proceedings.

A member who does not receive any email by 5.00 p.m. on 25 August 2021, but who have registered by the Registration Cut-Off Date, should contact the Company at the following email address: [investor.relations@oio.sg](mailto:investor.relations@oio.sg) latest by 5 p.m. on 26 August 2021.

#### **3. Prior submission of questions**

A member who pre-registers to watch the "live" webcast or listen to the "live" audio feed may also submit questions related to the resolutions to be tabled for approval for the EGM. To do so, all questions must be submitted by **5.00 p.m. on 20 August 2021**

- (i) via the pre-registration website at the URL <http://Oholdings.availeasemgdwebinar.com>;
- (ii) in hard copy by sending personally or by post and lodging the same at the Company's principal place of business at 140, Paya Lebar Road, #08-07, AZ @ Paya Lebar, Singapore 409015; or
- (iii) via the following email address at [investor.relations@oio.sg](mailto:investor.relations@oio.sg), with your full name, number of shares held and manner in which you hold shares (via CDP or SRS).

The Company endeavours to address all substantial and relevant questions received from members prior to and/or at the EGM. The responses to the questions received from shareholders will be posted on the SGXNET and the Company's website at the URL

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

<https://ir.oio.sg/newsroom.html> soonest possible before the EGM or during the EGM, in accordance with COVID-19 Order Guidance.

#### 4. Voting by proxy only

A member will not be able to vote online on the resolutions to be tabled for approval at the EGM. If a member (whether individual or corporate) wishes to exercise his/her/its voting rights at the EGM, he/she/it must submit an instrument of proxy to appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. A member (whether individual or corporate) appointing the Chairman of the EGM as proxy must give specific instructions as to his/her/its manner of voting, or abstentions from voting, in the instrument of proxy, failing which the appointment will be treated as invalid.

The instrument appointing the Chairman of the EGM as proxy, together with the letter or power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:

- (i) if sent personally or by post, be lodged at the Company's Share Registrar, Tricor Barbinder Share Registration Services (a division of Tricor Singapore Pte Ltd), 80 Robinson Road, #11-02, Singapore 068898; or
- (ii) if by email, be received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at [sg.is.proxy@sg.tricorglobal.com](mailto:sg.is.proxy@sg.tricorglobal.com),

in either case, by **1.00 p.m. on 24 August 2021** (being 72 hours before the time fixed for the EGM), and in default the instrument of proxy shall not be treated as valid.

Printed copies of this Notice of EGM and the proxy form will not be sent to members. A member who wishes to submit an instrument of proxy can download the proxy form, then complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

**In view of the current COVID-19 situation and the related safe distancing measures which may take it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.**

SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their respective SRS Operators to submit their votes by 1.00 p.m. on 18 August 2021, being 7 working days before the date of the EGM.

The Chairman of the EGM, as proxy, need not be a member of the Company.

The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its seal, executed as a deed in accordance with the Companies Act (Chapter 50) of Singapore or under the hand of an attorney or an officer duly authorised, or in some other manner approved by the Directors. Where the instrument appointing the Chairman of the EGM as proxy is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument of proxy.

The Company shall be entitled to reject the instrument appointing the Chairman of the EGM as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the

---

## NOTICE OF EXTRAORDINARY GENERAL MEETING

---

appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the EGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Please refer to Section 6 of the Circular for more details on how members may attend and participate in the EGM.

### **PERSONAL DATA PRIVACY**

By submitting a proxy form appointing the Chairman of the EGM as proxy to attend and vote at the EGM and/or any adjournment thereof, and/or by registering to attend the EGM as detailed in Section 6 of the Circular, a member of the Company 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 and administration by the Company (or its agents or service providers) of the appointment of the Chairman of the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy 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.