

# OIO HOLDINGS LIMITED

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

## MINUTES OF EXTRAORDINARY GENERAL MEETING

MINUTES of the Extraordinary General Meeting (the “**EGM**” or “**Meeting**”) of OIO Holdings Limited (the “**Company**” or “**OIO**”) held by way of electronic means on Friday, 27 August 2021 at 1.07 p.m.

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### **PRESENT**

Mr Manfred Fan Chee Seng (Executive Chairman)  
Mr Yusaku Mishima (Executive Director)  
Mr Foo Kia Juah (Lead Independent Non-Executive Director)  
Mr Kok Cheang Hung (Independent Non-Executive Director)  
Mr Tee Hian Chong (Independent Non-Executive Director)  
Mr Taku Edatsune (Head of Finance and Administration)

### **IN ATTENDANCE**

As set out in the attendance list maintained by the Company.

### **CHAIRMAN**

Mr Manfred Fan Chee Seng, the Chairman of the Meeting and Board of Directors welcomed the shareholders for their attendance. He expressed his regret that, due to the COVID-19 restriction orders in Singapore, shareholders are not able to attend in person. The Chairman introduced the Head of Finance and Administration who were present at the EGM venue and the other members of the Board, the Executive Director, Mr Yusaku Mishima, the Lead Independent Non-Executive Director, Mr Foo Kia Juah the Independent Non-Executive Directors, Mr Kok Cheang Hung and Mr Tee Hian Chong, as well as Secretaries, Sponsor, Auditors, Lawyer and Scrutineer who have joined the EGM via live webcast.

### **POLL VOTING**

The Chairman highlighted to the shareholders that, they would be no live voting during the Meeting and he had been appointed as proxy by the shareholders to vote on their behalf in accordance with their specific instructions.

The Chairman further informed that the resolution to be tabled at the EGM would be voted upon by way of poll. The motion had been duly voted by the shareholders through the submissions of the Proxy Forms and the Scrutineer has verified the counting of all votes casted through the Proxy Forms.

Anton Management Solutions Pte. Ltd. was appointed as scrutineers for the poll. The Board Advisory Pte. Ltd. was appointed as the polling agent.

It was noted that no questions were received from shareholders prior to this Meeting.

## **QUORUM**

With the requisite quorum being present, the Chairman declared the Meeting order at 1.10 p.m.

## **NOTICE**

The notice of the Meeting having been circulated to the members, with the concurrence of the Meeting, was taken as read.

## **ABSTENTIONS FROM VOTING**

No shareholder is required to abstain from voting on the resolution.

## **ORDINARY RESOLUTION**

### **AUTHORITY TO ALLOT AND ISSUE SHARES**

The Chairman proposed that the motion to seek shareholders' approval for 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.

The results of Resolution were as follows:

	Total Votes	Percentage
For the Resolution	143,703,414	100%
Against the Resolution	0	0%

Based on the results of the poll, the Chairman declared the following motion carried:

***“RESOLVED 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**
  - (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.”**

## **CONCLUSION**

There being no other business, the Chairman declared the Meeting of the Company closed at 1.20 p.m. and thanked everyone for their participation and support.

Confirmed as True Record of Proceedings held

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Manfred Fan Chee Seng  
Chairman of the Meeting