

**MATERIAL UNCERTAINTY RELATED TO GOING CONCERN ON THE AUDITED
FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021**

Pursuant to Rule 704(4) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”), the Board of Directors (the “**Board**”) of OIO Holdings Limited (the “**Company**”) and together with its subsidiaries, the “**Group**”) wishes to announce that the Company’s independent auditor, Foo Kon Tan LLP, has without modifying their opinion, included a Material Uncertainty Related to Going Concern section in their report (the “**Independent Auditor’s Report**”) on the audited financial statements of the Group for financial year ended 31 December 2021 (“**FY2021**”) (the “**Audited Financial Statements**”).

The Independent Auditor’s Report and the Audited Financial Statements will form part of the Company’s Annual Report for FY2021 (the “**FY2021 Annual Report**”) which will be uploaded to the SGX-Net today. Shareholders of the Company (“**Shareholders**”) are advised to read the Audited Financial Statements which will be issued as part of FY2021 Annual Report.

Relevant extracts from the FY2021 Annual Report are as below:

Material Uncertainty Related to Going Concern

- Independent Auditor’s Report on Page 38 of FY2021 Annual Report

We draw attention to Note 2(a) to the financial statements. The Group incurred a net loss of \$1,119,777 (2020: \$909,389) and reported net operating cash outflows of \$3,074,224 (2020: \$492,603) for the financial year ended 31 December 2021. As at 31 December 2021, the Group and the Company had net current liabilities of \$3,484,152 (2020: \$2,419,940) and \$1,379,837 (2020: \$2,833,099), respectively. 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.

If the Group and the Company were unable to continue in operational existence, the Group and the Company may be unable to discharge their liabilities in the normal course of business, and adjustments may have to be made to reflect the situation that assets may need to be realised other than in the normal course of business and at amounts which could differ significantly from the amounts at which they are currently recorded in the statement of financial position. In addition, the Group and the Company may need to reclassify non-current assets and non-current liabilities as current assets and current liabilities, respectively. No such adjustments have been made to the financial statements. Our opinion is not modified in respect of this matter.

Going Concern Assumption

- Note 2(a) of the Audited Financial Statements on Page 52 of FY2021 Annual Report

The Group incurred a net loss of \$1,119,777 (2020: \$909,389) and reported net operating cash outflows of \$3,074,224 (2020: \$492,603) for the financial year ended 31 December 2021. As at 31 December 2021, the Group and the Company had net current liabilities of \$3,484,152 (2020: \$2,419,940) and \$1,379,837 (2020: \$2,833,099), respectively. 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, it was considered appropriate to prepare these financial statements on a going concern basis after considering the following:

- (a) *The current liabilities include items which won't lead to the actual cash payment by the company including advance payment from customers of \$667,027 (included in the trade and other payables), liabilities related to the non-cash share-based compensation of \$54,702 (included in the trade and other payables) and agency service fee collected in advance of \$328,914 to be recognised to profit or loss over the remaining period of the agreement (included in contract liabilities);*
- (b) *The crypto-currencies of \$5,453,379 which can be converted to fiat currencies easily are included in the intangible assets in the non-current assets;*
- (c) *Based on the expected cashflow forecast, including those from our blockchain business, the Group has sufficient cash to fulfil its current obligations as and when they fall due; and*
- (d) *On 24 March 2022, the Company entered into an agreement with North Ventures Pte Ltd to extend the repayment date of the interest free loans of (i) S\$400,00 and (ii) US\$2,000,000 (S\$2,703,400) respectively to after 15 April 2023.*

The Board is of the opinion that the Group will continue as a going concern for, *inter alia*, the reasons indicated above. The Board is of the opinion that (i) the Group has sufficient financial resources to fulfil its liabilities as and when they fall due; and (ii) confirmed that all material disclosures have been provided for trading of the Company's shares to continue in an orderly manner.

BY ORDER OF THE BOARD

Fan Chee Seng
Executive Chairman
14 April 2022

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 Shervyn Essex, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.