

# NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting of OIO Holdings Limited (the “Company”) will be held by way of electronic means on Thursday, 27 April 2023 at 10.00 a.m. to transact the following businesses:-

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 and the Auditors’ Report thereon. **(Resolution 1)**
2. To approve the payment of Directors’ Fees of S\$250,000 for the financial year ending 31 December 2023 (FY2022: S\$250,000) to be paid monthly in arrears. **(Resolution 2)**
3. To re-elect the following Directors retiring pursuant to Regulation 104 of the Company’s Constitution:-
  - (a) Mr Fan Chee Seng; and **(Resolution 3)**
  - (b) Mr Foo Kia Juah. **(Resolution 4)**

(See *Explanatory Note 1*)
4. To re-appoint Messrs Foo Kon Tan LLP as auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

## AS SPECIAL BUSINESS

To consider and, if thought fit, to pass, the following Ordinary Resolutions, with or without modifications:

### 5. AUTHORITY TO ALLOT AND ISSUE SHARES

“THAT pursuant to Section 161 of the Companies Act 1967 and subject to Rule 806 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (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 (“**Shares**”) (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:

- (1) 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 (2) 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 (2) below);
- (2) (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 (1) 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:
  - (a) new Shares arising from the conversion or exercise of convertible securities;
  - (b) 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; and

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

Any adjustments made in accordance with sub-paragraphs (2)(a) or (2)(b) 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;

- (3) 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
- (4) such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next 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.” **(Resolution 6)**

[See *Explanatory Note 2*]

## 6. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE OIO EMPLOYEE SHARE OPTION SCHEME**

“THAT pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the exercise of options granted in accordance with the provisions of the OIO Employee Share Option Scheme (the “**ESOS**”), provided always that the aggregate number of the ESOS Shares (including the PSP and any other share option schemes of our Company) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next 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.” **(Resolution 7)**

[See *Explanatory Note 3*]

## 7. **AUTHORITY TO ALLOT AND ISSUE SHARES UNDER THE OIO PERFORMANCE SHARE PLAN**

“That pursuant to Section 161 of the Companies Act, approval be and is hereby given to the Directors of the Company to allot and issue from time to time such number of new Shares in the share capital of the Company as may be required to be issued pursuant to the vesting of awards under the OIO Performance Share Plan (the “**PSP**”), provided always that the aggregate number of additional new Shares to be allotted and issued pursuant to the PSP and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company from time to time, and that such authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next 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.” **(Resolution 8)**

[See *Explanatory Note 4*]

## 8. **OTHER BUSINESS**

To transact any other ordinary business that may be properly transacted at an AGM of the Company.

BY ORDER OF THE BOARD

Pan Mi Keay  
Company Secretary  
12 April 2023

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## Explanatory Notes:-

1. Mr Fan Chee Seng will, upon re-election as Director, remain as Executive Chairman of the Company.

Mr Foo Kia Juah (Lead Independent Non-Executive Director) will, upon re-election as Director of the Company, continue to serve as the Chairman of the Nominating Committee and Remuneration Committee as well as a member of Audit Committee and he will be considered independent for the purposes of Rule 704(7) of the Rules of Catalist of the SGX-ST.

Detailed information of Mr Fan Chee Seng and Mr Foo Kia Juah can be found under the “Board of Directors” and “Disclosures of information on seeking re-election pursuant to Rule 720(5) of the Catalist Rules” sections in the Company’s Annual Report 2022.

2. Ordinary Resolution 6, if passed, will empower the Directors of the Company from the date of this AGM until the date of the next AGM, 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.
3. Ordinary Resolution 7, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant ESOS provided that the aggregate number of new Shares to be allotted and issued pursuant to the ESOS and other share-based incentive scheme(s) or plan(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.
4. Ordinary Resolution 8, if passed, will empower the Directors of the Company to allot and issue new Shares pursuant to PSP, provided that the aggregate number of new Shares to be allotted and issued pursuant to the PSP and other share scheme(s) to be implemented by the Company (if any) shall not exceed 15% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company or by the date by which the next AGM of the Company is required by law to be held, whichever is earlier.

## Notes:-

1. The AGM is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2021. Printed copies of this notice of AGM (the “Notice”) will not be sent to members. This Notice will be published via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and can be accessed at the Company’s website at the URL <https://oio.holdings>.
2. A member will not be able to attend the AGM in person. Alternative arrangements relating to the conduct of the AGM, including:
  - (a) attending the AGM via electronic means, including arrangements by which the AGM can be electronically accessed via live audio-visual webcast or live audio-only stream at URL <https://conveneagm.sg/OIOAGM2023>
  - (b) submitting questions to the Company in advance of the AGM, and addressing of substantial and relevant questions in advance of the AGM, or by submitting text-based questions through real-time electronic communication during the AGM; and
  - (c) voting at the AGM (i) real-time remote electronic voting by the members or his/her/its duly appointed proxy(ies); or (ii) by appointing the Chairman of the AGM as proxy to vote on the member’s behalf at the AGM;

are set out in the Company’s announcement accompanying this Notice dated 12 April 2023.

This announcement may be accessed at the Company’s website at the URL: <https://oio.holdings>, and on the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.

A shareholder or member is electronically present at a meeting if the person: (a) attends by electronic means; (b) is verified by the share registrar as attending the meeting by electronic means; and (c) is acknowledged by the chairman of the meeting as present by electronic means.

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3. Shareholders who wish to exercise their voting rights via electronic means at the AGM may:
- (a) (where such Shareholders are individuals) vote “live” via electronic means at the AGM or (whether such Shareholders are individuals or corporates) appoint a proxy(ies) (other than the Chairman of the AGM) to vote “live” via electronic means at the AGM on their behalf; or
  - (b) (whether such Shareholders are individuals or corporates) appoint the Chairman of the AGM as their proxy to vote on their behalf at the AGM.

The Company has implemented necessary safeguards to validate votes submitted by shareholders, including that:

- (i) the electronic voting system that is used accurately counts all votes cast at the meeting;
  - (ii) the electronic voting system that is used is capable of providing records from which the operation of the electronic voting system may be audited and for verification of the accuracy of the recording and counting of votes;
  - (iii) each vote that is cast is verified by the issuer as cast by shareholders or members (or their proxies) entitled to vote; and
  - (iv) the chairman of the meeting must, during the meeting, declare, by electronic means, the result of any matter put to a vote at the meeting.
4. The Annual Report 2022, Notice of AGM together with accompanying proxy form will not be sent out physically but will be announced and can be accessed at the Company’s website at the URL: <https://oio.holdings>, and the SGX website at the URL: <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

CPF or SRS investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the AGM, latest by **18 April 2023 at 10.00 a.m.**

5. (a) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is not a relevant intermediary is entitled to appoint not more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, he/she shall specify the proportion of his/ her shareholding to be represented by each proxy. A proxy need not be a member of the Company. If the appointer is a corporation, the proxy must be executed under seal or the hand of its duly authorised officer or attorney. Where a member appoints more than a proxy, he shall specify the percentage of his shares to be represented by each proxy and if no percentage is specified, the first named proxy shall be deemed to represent 100 per cent of his shareholding and any second named proxy shall be deemed to be an alternate to the first named proxy.
- (b) A member of the Company who is entitled to attend and vote at the Annual General Meeting and who is a relevant intermediary is entitled to appoint more than two (2) proxies to attend and vote in his stead. Where such member appoints more than one (1) proxy, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

“Relevant intermediary” has the meaning ascribed to it in Section 181 of the Companies Act.

6. The Chairman of the Meeting, as proxy, need not be a member of the Company.
7. The Proxy Form must be submitted to the Company in the following manner:
- (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) at 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); or
  - (iii) if by pre-registration website, be submitted at the URL: <https://conveneagm.sg/OIOAGM2023>

in either case, by **10.00 a.m. on 24 April 2023** (being 72 hours before the time fixed for the AGM), and in default the instrument of proxy shall not be treated as valid.

A member who wishes to submit an instrument of proxy personally or via post or email must first download, 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.

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8. (a) All members as well as investors who hold shares through relevant intermediaries (including CPF or SRS investors), who wish to follow the proceedings of the AGM through the Live AGM Webcast must pre-register online at URL: <https://conveneagm.sg/OIOAGM2023>, not later than 24 April 2023 at 10.00 a.m. (the “Registration Deadline”).
- (b) Shareholders will receive an email verification authenticating their status as Shareholders immediately upon pre-registration, and will be able to access the webcast or audio feed of the proceedings via logging in to the pre-registration website using their login credentials created during pre-registration on the AGM day. Shareholders who do not receive an email by 10 a.m. on 26 April 2023 may contact technical support via email at [support@conveneagm.com](mailto:support@conveneagm.com), with the following details included: (1) the full name of the shareholder; and (2) his/her/its identification/registration number.
9. Members must not forward the login details to join the Live AGM Webcast to another person who is not a member of the Company and/or who is not authorised to attend the Live AGM Webcast.
10. In view of the guidance note issued by the Singapore Exchange Regulation, a member may ask question relating to the items on the agenda of the AGM:
  - (a) by submitting questions to the Company in the following manner by **10:00 a.m. on 19 April 2023**:
    - (i) via the pre-registration website at the URL <https://conveneagm.sg/OIOAGM2023> or
    - (ii) in hard copy by sending personally or by post and lodging the same at the Company’s principal place of business at 16 Arumugam Road #01-03, LTC Building D, Singapore 409961; 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); or
  - (b) Submitting text-based questions through real-time electronic communication during the AGM within a prescribed time limit.

When sending questions forms, members should also provide their full name as it appears on the CDP/CPF/ SRS records, address, contact number, email address, number of shares in the Company and the manner in which the shares are held in the Company (e.g. via CDP, CPF or SRS) for verification.

Printed copy of the question form will not be sent to members. A member who wishes to submit the question form can download, complete and sign the questions 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.
11. The Management and the Board of Directors of the Company will address all substantial and relevant questions received from members by publishing the responses to those questions on SGXNet at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website at the URL <https://oio.holdings> by 10 a.m. on 22 April 2023 (at least 48 hours prior to the closing date and time of the lodgement of the proxy form). Where substantial and relevant questions submitted by members are unable to be addressed prior to the AGM, the Company will address them during the AGM through the live audio-visual webcast and live audio-only stream.
12. Minutes of the AGM to be held on 27 April 2023 will be published on the SGXNet and also at the Company’s corporate website within one (1) month after the AGM date.

## PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, 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, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, takeover rules, regulations and/or guidelines.