# SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

# NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN

FORM

3
(Electronic Format)

#### **Explanatory Notes**

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
  - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
  - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <a href="http://www.mas.gov.sg">http://www.mas.gov.sg</a> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General 1. Name of Listed Issuer: OIO Holdings Limited 2. Type of Listed Issuer: ✓ Company/Corporation Registered/Recognised Business Trust Real Estate Investment Trust 3. Is more than one Substantial Shareholder/Unitholder giving notice in this form? No (Please proceed to complete Part II) ✓ Yes (Please proceed to complete Parts III & IV) 4. Date of notification to Listed Issuer: 30-Dec-2024

### Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

1	6	3	1	
	5	ī		١
V	Z.	ц	J	

<u>Sub</u> 1.	stantial Shareholder/Unitholder A  Name of Substantial Shareholder/Unitholder:
	xWIN Asset Management Japan LLC
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No
3.	Notification in respect of:
	✓ Becoming a Substantial Shareholder/Unitholder
	☐ Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	30-Dec-2024
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	30-Dec-2024
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
	Not applicable
7	Quantum of total voting shares/units (including voting shares/units underlying

Quantum of total voting shares/units (including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	0	0
As a percentage of total no. of voting shares/(1):	0	0	0
	1		
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction  No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest 30,088,083	Deemed Interest 0	Total 30,088,083

	applicable
[Υοι	ationship between the Substantial Shareholders/Unitholders giving notice in this form: In may attach a chart in item 10 to show the relationship between the Substantial reholders/Unitholders]
("xW  22.9% Act (0	g Kooi Kok holds 31.5% of the issued shares in the share capital of xWIN Asset Management Japan LLC N"). Arasawa Fumihiro holds 30.5% of the issued shares in the share capital of xWIN. Bungo Saito holds 6 of the issued shares in the share capital of xWIN. Pursuant to Section 4 of the Securities and Futures Cap 289), Thong Kooi Kok, Arasawa Fumihiro and Bungo Saito are deemed interested in the in the share O Holdings Limited held by xWIN Asset Management Japan LLC.
Atta	chments (if any): 🕤
IJ	(The total file size for all attachment(s) should not exceed 1MB.)
If th	is is a <b>replacement</b> of an earlier notification, please provide:
(a)	SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
(1.)	
(b)	Date of the Initial Announcement:
<i>(</i> )	
(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
Ren	narks ( <i>if any</i> ):
The pording	percentages immediately after the transaction are calculated based on the total number of 218,048,924 arry shares due to the allotment of the 30,088,083 new ordinary shares on 30 December 2024 arising the conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The pany does not hold any treasury shares.
The pording from Com	percentages immediately after the transaction are calculated based on the total number of 218,048,924 pary shares due to the allotment of the 30,088,083 new ordinary shares on 30 December 2024 arising the conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The pany does not hold any treasury shares.
The pording from Com	percentages immediately after the transaction are calculated based on the total number of 218,048,924 lary shares due to the allotment of the 30,088,083 new ordinary shares on 30 December 2024 arising the conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The
The pordir from Com	percentages immediately after the transaction are calculated based on the total number of 218,048,924 lary shares due to the allotment of the 30,088,083 new ordinary shares on 30 December 2024 arising the conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The pany does not hold any treasury shares.
The pordir from Com	percentages immediately after the transaction are calculated based on the total number of 218,048,924 lary shares due to the allotment of the 30,088,083 new ordinary shares on 30 December 2024 arising the conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The pany does not hold any treasury shares.  al Shareholder/Unitholder B
The pordir from Com  Setanti  Nar  Thor	percentages immediately after the transaction are calculated based on the total number of 218,048,924 pary shares due to the allotment of the 30,088,083 new ordinary shares on 30 December 2024 arising the conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The pany does not hold any treasury shares.    All Shareholder/Unitholder B
The pordir from Com  Setanti  Nar  Thor	percentages immediately after the transaction are calculated based on the total number of 218,048,924 pary shares due to the allotment of the 30,088,083 new ordinary shares on 30 December 2024 arising the conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The pany does not hold any treasury shares.    All Shareholder/Unitholder B

		Change in the percentage level of Ceasing to be a Substantial Share		maining a Substantia	l Shareholder/Unitholder
	4.	Date of acquisition of or change in	interest:		
		30-Dec-2024			
,	5.	Date on which Substantial Shareho change in, interest (if different			
		30-Dec-2024			
	6.	Explanation (if the date of becoming change in, interest):	ng aware is differe	ent from the date of	acquisition of, or the
		Not applicable			
-	7.	Quantum of total voting shar rights/options/warrants/convertible Shareholder/Unitholder before and	debentures (conv	ersion price known	
	1	mmediately before the transaction	Direct Interest	Deemed Interest	Total
Ī	unde	of voting shares/units held and/or erlying the s/options/warrants/convertible debentures:	0	0	0
		percentage of total no. of voting es/t	0	0	0
		Immediately after the transaction	Direct Interest	Deemed Interest	Total
	unde	of voting shares/units held and/or erlying the rights/options/warrants/ vertible debentures :	0	30,088,083	30,088,083

8. Circumstances giving rise to deemed interests (*if the interest is such*):
[You may attach a chart in item 10 to illustrate how the Substantial Shareholder/Unitholder's deemed interest arises]

13.8

13.8

Thong Kooi Kok holds 31.5% of the issued shares in the share capital of xWIN. Pursuant to Section 4 of the Securities and Futures Act (Cap 289), Thong Kooi Kok is deemed interested in the in the shares in OIO Holdings Limited held by xWIN.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

As a percentage of total no. of voting

shares/(

10.	Attac	chments ( <i>if any</i> ): <b>①</b>
	Ø	(The total file size for all attachment(s) should not exceed 1MB.)
1.	If this	s is a <b>replacement</b> of an earlier notification, please provide:
	(a)	SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
	(b)	Date of the Initial Announcement:
	(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
2.	Rem	arks (if any):
		he conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The any does not hold any treasury shares.
Sub	stantia	al Shareholder/Unitholder C
		al Shareholder/Unitholder C e of Substantial Shareholder/Unitholder:
	Nam	
1.	Nam Arasa Is Su secu	e of Substantial Shareholder/Unitholder:  wa Fumihiro  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?
2.	Nam Arasa Is Si secu Y N	e of Substantial Shareholder/Unitholder:  wa Fumihiro  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?
2.	Nam Arasa Is So secu ☐ Y ✓ N Notif	e of Substantial Shareholder/Unitholder:  wa Fumihiro  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?  es
2.	Nam Arasa Is Si secu ☐ Y ✓ N Notif	e of Substantial Shareholder/Unitholder:  wa Fumihiro  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?  es  cication in respect of: ecoming a Substantial Shareholder/Unitholder
2.	Nam Arasa Is Si secu □ Y ▼ N Notif ▼ B □ C	e of Substantial Shareholder/Unitholder:  wa Fumihiro  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?  es  o  ication in respect of:
2.	Nam  Arasa  Is Si secu	e of Substantial Shareholder/Unitholder:  wa Fumihiro  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)? es  cication in respect of: ecoming a Substantial Shareholder/Unitholder thange in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
1. 2. 3.	Nam Arasa Is Si secu	e of Substantial Shareholder/Unitholder:  wa Fumihiro  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)?  es  cocication in respect of: ecoming a Substantial Shareholder/Unitholder  hange in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder  easing to be a Substantial Shareholder/Unitholder
<u>Sub</u> 1. 2. 3.	Nam Arasa Is Si secu Y Notif B C Date 30-De chan	e of Substantial Shareholder/Unitholder:  wa Fumihiro  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the rities of the Listed Issuer are held solely through fund manager(s)? es  cication in respect of: ecoming a Substantial Shareholder/Unitholder hange in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder easing to be a Substantial Shareholder/Unitholder  of acquisition of or change in interest:

	Not applicable			
7.	Quantum of total voting shar rights/options/warrants/convertible Shareholder/Unitholder before and	debentures (con	version price knowi	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or derlying the nts/options/warrants/convertible debentures:	0	0	0
	a percentage of total no. of voting ares/ເ	0	0	0
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or derlying the rights/options/warrants/ overtible debentures :	0	30,088,083	30,088,083
	a percentage of total no. of voting	0	13.8	13.8
8.	Circumstances giving rise to deem [You may attach a chart in item 10 to i interest arises]	llustrate how the S	ubstantial Shareholde	
8.	[You may attach a chart in item 10 to i	Illustrate how the Source Illustrate how the Source	ubstantial Shareholde re capital of xWIN. Purs	suant to Section 4 of
9.	[You may attach a chart in item 10 to interest arises]  Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the securities and Futures Act (Cap 289), Arasawa Fumihiro holds 30.5% of the securities and Futures Act (Cap 289), Arasawa Futures Act	illustrate how the Solution in the shares in the shares awa Fumihiro is deed tial. Shareholders/show the relationsh	re capital of xWIN. Pursemed interested in the law and interested in the law are for the law a	suant to Section 4 of in the shares in OIO notice in this form
	[You may attach a chart in item 10 to interest arises]  Arasawa Fumihiro holds 30.5% of the issument of the securities and Futures Act (Cap 289), Aras Holdings Limited held by xWIN.  Relationship between the Substant [You may attach a chart in item 10 to see Shareholders/Unitholders]	tial Shareholders/show the relationsh ued shares in the shares in the shareholders/show the relationsh ued shares in the shares	re capital of xWIN. Pursemed interested in the land interested in the land between the Substance capital of xWIN.	suant to Section 4 of in the shares in OIO  notice in this form antial

	(b)	Date of the Initial Announcement:
	(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
12.	Rem	arks ( <i>if any</i> ):
	ordina from t	ercentages immediately after the transaction are calculated based on the total number of 218,048,924 ary shares due to the allotment of the 30,088,083 new ordinary shares on 30 December 2024 arising the conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The any does not hold any treasury shares.
Sub	stantia	al Shareholder/Unitholder D
1.	Nam	e of Substantial Shareholder/Unitholder:
		o Saito
2.	secu	ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the irities of the Listed Issuer are held solely through fund manager(s)? es
3.	Notif	ication in respect of:
	<b>√</b> B	ecoming a Substantial Shareholder/Unitholder
	□ C	hange in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	□ C	easing to be a Substantial Shareholder/Unitholder
4.	Date	of acquisition of or change in interest:
	30-De	ec-2024
5.		on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the age in, interest (if different from item 4 above, please specify the date):
	30-De	ec-2024
6.	chan	anation (if the date of becoming aware is different from the date of acquisition of, or the age in, interest):
	Not ap	pplicable
7.	right	ntum of total voting shares/units (including voting shares/units underlying s/options/warrants/convertible debentures {conversion price known}) held by Substantial reholder/Unitholder before and after the transaction:
	Immed	liately before the transaction

und	of voting shares/units held and/or erlying the ts/options/warrants/convertible debentures	0	0	0
	a percentage of total no. of voting res/t	0	0	0
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or erlying the rights/options/warrants/ vertible debentures :	0	30,088,083	30,088,083
	a percentage of total no. of voting res/t	0	13.8	13.8
	Circumstances giving rise to deer [You may attach a chart in item 10 to interest arises]	`	,	er/Unitholder's deemed
	Bungo Saito holds 22.9% of the issued s Securities and Futures Act (Cap 289), Bu Limited held by xWIN.			
	Relationship between the Substant [You may attach a chart in item 10 to Shareholders/Unitholders]  Bungo Saito holds 22 9% of the issued s	show the relationsh	ip between the Subst	
	[You may attach a chart in item 10 to	show the relationsh	ip between the Subst	
	[You may attach a chart in item 10 to Shareholders/Unitholders]  Bungo Saito holds 22.9% of the issued s  Attachments (if any):	hares in the share cap	ip between the Subst	
<b>)</b> .	[You may attach a chart in item 10 to Shareholders/Unitholders] Bungo Saito holds 22.9% of the issued s	hares in the share cap	ip between the Substi	
0.	[You may attach a chart in item 10 to Shareholders/Unitholders]  Bungo Saito holds 22.9% of the issued s  Attachments (if any):   (The total file size for all attachments)	ent(s) should not exceed lier notification, ple	oital of xWIN.  d 1MB.)  ease provide:	antial
0. 1.	[You may attach a chart in item 10 to Shareholders/Unitholders]  Bungo Saito holds 22.9% of the issued s  Attachments (if any):  (The total file size for all attachments is a replacement of an early service).  (a) SGXNet announcement re	ent(s) should not exceed lier notification, plessed ference of the first nouncement"):	oital of xWIN.  d 1MB.)  ease provide:	antial
0.	[You may attach a chart in item 10 to Shareholders/Unitholders]  Bungo Saito holds 22.9% of the issued s  Attachments (if any):  (The total file size for all attachments is a replacement of an earl (a) SGXNet announcement re on SGXNet (the "Initial Announcement is serviced by the serviced serviced by the serviced serviced by the ser	ent(s) should not exceed lier notification, please ference of the first councement"):  ement:	oital of xWIN.  ase provide: a notification which	n was announced
0.	[You may attach a chart in item 10 to Shareholders/Unitholders]  Bungo Saito holds 22.9% of the issued substituting the said of the issued substituting the said of the issued substituting the said of the said o	ent(s) should not exceed lier notification, please ference of the first councement"):  ement:	oital of xWIN.  ase provide: a notification which	n was announced

The percentages immediately after the transaction are calculated based on the total number of 218,048,924 ordinary shares due to the allotment of the 30,088,083 new ordinary shares on 30 December 2024 arising from the conversion of Convertible Notes issued to xWIN Asset Management Japan LLC upon maturity. The

	Company does not hold any treasury shares.	

## Part IV - Transaction details

1.	Type of securities which are the subject of the transaction (more than one option may be chosen):
	✓ Voting shares/units
	Rights/Options/Warrants over voting shares/units
	Convertible debentures over voting shares/units (conversion price known)
	Others (please specify):
2.	Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:
	Not applicable
3.	Amount of consideration paid or received by Substantial Shareholders/Unitholders (excluding brokerage and stamp duties):
	Not applicable
4.	Circumstance giving rise to the interest or change in interest:
	Acquisition of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Securities via physical settlement of derivatives or other securities
	Securities pursuant to rights issue
	Securities via a placement
	Securities following conversion/exercise of rights, options, warrants or other convertibles
	Disposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Other circumstances:
	Acceptance of take-over offer for the Listed Issuer
	Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (please specify):
	Others (wlease enesity)
	Others (please specify):

	Part	iculars of Individual submitting this notification form to the Listed Issuer:
	(a)	Name of Individual:
		Thong Kooi Kok
	(b)	Designation (if applicable):
		Director
	(c)	Name of entity (if applicable):
		xWIN Asset Management Japan LLC
_		on Reference Number (auto-generated):  5   3   5   5   4   6   2   2   1   1   1   3