

Notice of Annual General Meeting

NOTICE IS HEREBY GIVEN that the Annual General Meeting of OKH Global Ltd. (the “Company”) will be held by way of electronic means on Wednesday, 26 October 2022 at 2.30 p.m., to transact the following businesses:

AS ORDINARY BUSINESSES

1. To receive and adopt the Audited Financial Statements of the Company for the financial year ended 30 June 2022, together with the Directors’ Statement and Independent Auditors’ Report thereon. *Resolution 1*
2. To approve the payment of Directors’ fees of S\$186,000 for the financial year ending 30 June 2023, to be paid quarterly in arrears. [2022: S\$186,000]. *Resolution 2*
3. To re-elect the following Directors retiring by rotation pursuant to Bye-Law 104 of the Company’s Bye-Laws:
 - (a) Mr Lim Eng Hoe *Resolution 3*
 - (b) Mrs Celine Tang *Resolution 4*

Mr Lim Eng Hoe is considered independent for the purpose of Rule 704(8) of the Listing Manual of Singapore Exchange Securities Trading Limited (“SGX-ST”).

Mr Lim will, upon re-election as a Director of the Company, remain as a Non-Executive Independent Director of the Company, Chairman of the Remuneration Committee, a member of the Audit and Nominating Committees. Please refer to Corporate Governance Report on pages 37 to 40 of the Annual Report for the detailed information required pursuant to Rule 720(6) of the Listing Manual of the SGX-ST.

Mrs Tang will, upon re-election as a Director of the Company, remain as a Non-Executive Chairman.
4. To re-appoint BDO LLP as auditors of the Company until the conclusion of next general meeting and authorise the Directors to fix their remuneration *Resolution 5*

AS SPECIAL BUSINESSES

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

5. **Authority to Allot and Issue Shares** *Resolution 6*

That pursuant to Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) and Bye-laws of the Company, the Directors of the Company be authorised and empowered to:-

 - (a) issue shares in the capital of the Company (“shares”) whether by way of bonus issue, rights issue or otherwise; and/or
 - (b) 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) options, 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 of the Company may in their absolute discretion deem fit; and
 - (c) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

(the “Share Issue Mandate”),

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provided that:

- (I) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) and Instruments to be issued pursuant to this Resolution:-
 - (a) 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 sub-paragraph (II) below), of which the aggregate number of shares and Instruments to be issued other than on a *pro rata* basis to existing shareholders of the Company shall not exceed 20% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (II) below);
- (II) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares and Instruments that may be issued under paragraph (I) above, the total number of issued shares and Instruments shall be based on the number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:-
 - (a) new shares arising from the conversion or exercise of any Instruments or any convertible securities;
 - (b) new shares arising from exercising share options or vesting of share awards, provided the options or awards were granted in compliance with Part VIII of Chapter 8; and
 - (c) any subsequent bonus issue, consolidation or subdivision of shares;

Adjustment in accordance with (II)(a) and (II)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of passing of this Resolution.
- (III) in exercising the Share Issue Mandate conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-laws for the time being of the Company; and
- (IV) unless revoked or varied by the Company in a general meeting, the Share Issue Mandate shall continue in force (i) until the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier or (ii) in the case of shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution, until the issuance of such shares in accordance with the terms of the Instruments.

(See Explanatory Note 1)

6. Authority to grant awards and to issue shares under the OKH Performance Share Plan

Resolution 7

That pursuant to the listing rules of the SGX-ST and Bye-laws of the Company, the Directors of the Company be authorised and empowered to offer and grant awards under the OKH Performance Share Plan (the "OKH Share Plan"), and to issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the release of awards under the OKH Share Plan, whether granted during the subsistence of this authority or otherwise, provided always that the aggregate number of additional ordinary shares to be issued pursuant to the OKH Share Plan 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier.

(See Explanatory Note 2)

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7. Renewal of the Share Purchase Mandate

Resolution 8

That:

- (a) for the purpose of the Listing Manual of the SGX-ST, the exercise by the Directors of the Company of all the powers of the Company to purchase or otherwise acquire from time to time the issued and fully-paid ordinary shares of par value US\$0.01 each in the capital of the Company (the “Shares”) (excluding treasury shares and subsidiary holdings) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors of the Company from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
- (i) on-market purchases transacted on the SGX-ST through the ready market or the special trading counter on the SGX-ST trading system, through one or more duly licensed stock brokers appointed by the Company for the purpose (each a “Market Purchase”); and/or
 - (ii) off-market purchases (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as may be determined or formulated by the Directors of the Company as they may consider fit and in the best interests of the Company, which scheme shall satisfy all the conditions prescribed by the Listing Manual of the SGX-ST (each an “Off-Market Purchase”),

and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act 1981 of Bermuda (as modified, supplemented or amended from time to time) and the listing rules of the SGX-ST as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally

(the “Share Purchase Mandate”);

- (b) the authority conferred on the Directors of the Company pursuant to the Share Purchase Mandate may be exercised by the Directors of the Company at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earliest of:
- (i) the conclusion of the next Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier;
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated;
 - (iii) the date on which the authority conferred by the Share Purchase Mandate is revoked or varied by Shareholders in general meeting;
- (c) in this ordinary resolution:

“Average Closing Price” means the average of the closing market prices of the Shares over the last consecutive 5 Market Days, on which transactions in the Shares were recorded on the SGX-ST, immediately before the date of the Market Purchase or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the listing rules of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase;

“date of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase;

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“**Maximum Price**” in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax and other related expenses) which shall not exceed:

- (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
- (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares; and

“**Prescribed Limit**” means that number of issued Shares representing 10% of the total number of issued Shares as at the date of the passing of this Resolution (excluding any Shares which are held as treasury shares and subsidiary holdings as at that date); and

- (d) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he may in their/his absolute discretion consider expedient or necessary to give effect to the transactions contemplated and/or authorised by this Resolution.

(See Explanatory Note 3)

8. That contingent upon the passing of Ordinary Resolution 3 above, shareholders to approve Mr Lim’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following: (i) Mr Lim’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.

Resolution 9

(See Explanatory Note 4)

9. That contingent upon the passing of Ordinary Resolutions 3 and 9 above, shareholders (excluding Directors and the Chief Executive Officer (“**CEO**”) of the Company, and the respective associates of such Directors and CEO) to approve Mr Lim’s continued appointment as an Independent Director in accordance with Rule 210(5)(d)(iii) of the SGX-ST Listing Manual, and such Resolution shall remain in force until the earlier of the following: (i) Mr Lim’s retirement or resignation; or (ii) the conclusion of the third AGM following the passing of this Resolution.

Resolution 10

(See Explanatory Note 4)

10. To transact any other business which may properly be transacted at the Annual General Meeting of the Company.

BY ORDER OF THE BOARD

Siau Kuei Lian
Company Secretary
4 October 2022

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Explanatory Notes:

1. Resolution No. 6, if passed, will empower the Directors of the Company from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares, make or grant instruments convertible into shares, and to issue shares pursuant to such instruments, up to a number not exceeding, in total, 50% of the total number of issued shares (excluding treasury shares and subsidiary holdings), of which up to 20% may be issued other than on a pro-rata basis to existing shareholders of the Company.

For determining the aggregate number of shares that may be issued, the percentage of issued shares in the capital of the Company will be calculated based on the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Resolution is passed after adjusting for new shares arising from the conversion or exercise of the Instruments or any convertible securities, the exercise of share options or the vesting of share awards outstanding or subsisting at the time when this Resolution is passed, and any subsequent consolidation or subdivision of shares.

2. Resolution No. 7, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the date of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held or such authority is varied or revoked by the Company in a general meeting, whichever is earlier, to issue shares in the Company pursuant to the release of awards under the OKH Share Plan up to a number not exceeding in total (for the entire duration of the OKH Share Plan) 15% of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time.
3. Resolution No. 8, if passed, will empower the Directors of the Company, from the date of this Annual General Meeting until the earliest of (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held, (ii) the date on which the authority conferred by this mandate is revoked or varied by shareholders in general meeting, or (iii) the date on which the Company has purchased the maximum number of shares mandated under this mandate, to purchase or otherwise acquire issued ordinary shares in the capital of the Company by way of Market Purchases or Off-Market Purchases of up to 10% of the total number of issued ordinary shares (excluding treasury shares and subsidiary holdings, if any) in the capital of the Company. For more information on this resolution, please refer to the Appendix to the Annual Report dated 4 October 2022.
4. Resolutions 9 and 10 are to subject the continued appointment of Mr Lim Eng Hoe who has served as an Independent Director for an aggregate period of more than 9 years to a two-tier voting process in accordance with Rule 210(5)(d)(iii) of the Listing Manual which took effect on 1 January 2022.

For the purpose of Resolution 10, in accordance with Rule 210(5)(d)(iii) of the Listing Manual, the Directors and the CEO of the Company, and their respective associates, must not accept appointment as proxies unless specific instructions as to voting are given.

The Board of the Company and the Nominating Committee have evaluated the participation of Mr Lim Eng Hoe at Board and Board Committees meetings and determined that Mr Lim continues to possess independent thinking and the ability to exercise objective judgement on corporate matters independently.

Resolutions 9 and 10, if passed, will enable Mr Lim Eng Hoe to continue his appointment as Independent Director (unless the appointments have been changed subsequent to the AGM) pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST (which took effect on 1 January 2022) and Provision 2.1 of the Code of Corporate Governance 2018, and the approvals shall remain in force until the earlier of (a) his retirement or resignation; or (b) the conclusion of the third AGM of the Company. Otherwise, Mr Lim shall be deemed non-independent pursuant to Rule 210(5)(d)(iii) with effect from 31 October 2022. Accordingly, he will be re-designated as Non-Executive Non-Independent Directors with effect from 31 October 2022.

In the event of the re-designation arising from the above which resulted in independent directors comprising of less than one-third of the Board pursuant to Rule 210(5)(c) of the Listing Manual, the Company shall endeavour to fill the vacancy within two months, but in any case not later than three months.

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Notes:

Important Notice

As part of the Company's efforts to keep physical interactions and COVID-19 transmission risk to a minimum, Shareholders will not be able to attend the AGM in person and can only participate in the AGM via electronic means pursuant to the COVID-19 (Temporary Measures) Act 2020 (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.

1. No physical attendance at AGM

Alternative arrangements have been put in place to allow Shareholders to electronically access the AGM by (a) watching the AGM proceedings via "live" audio-visual webcast or listening to the AGM proceedings via "live" audio-only stream, (b) submitting questions to the Chairman of the AGM in advance or during the AGM via an "Ask a Question" feature, and/or (c) by appointing a proxy, proxies or the Chairman of the AGM as proxy and voting electronically during the AGM. Please see the paragraphs below for these alternative arrangements.

Alternative arrangements relating to, among others, attendance, submission of questions in advance and/or voting by proxy at the AGM are set out in this Notice of AGM. The Notice of AGM is also made available on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> and the Company's website at the following URL: <https://www.okh.com.sg>.

2. Alternative arrangements for participation in the AGM

Shareholders (including a depositor registered and holding shares through The Central Depository (Pte) Limited) who pre-register may participate at the Annual General Meeting by:-

- (a) watching the AGM proceedings via a "live" audio-video webcast via mobile phone, tablet or computer or listening to the proceedings through a "live" audio-only feed via telephone ("Live Webcast/Live Audio Feed");
- (b) submitting questions related to the resolutions to be tabled for approval in advance of the Annual General Meeting at <https://conveneagm.com/sg/okhagm2022> ("Pre-registration Website") or via an "Ask a Question" feature during the AGM; and/or
- (c) voting at the AGM (i) "live" by the shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the Meeting) via electronic means; or (ii) by appointing the Chairman of the Meeting as proxy to attend, speak and vote on their behalf at the AGM.

3. Submission of questions

Questions related to the proposed resolutions to be tabled for approval at the AGM may be submitted in the following manner:

- (a) via the pre-registration website at the URL <https://conveneagm.com/sg/okhagm2022> by 12 noon on 11 October, being at least 7 calendar days after the publication of the Notice of AGM;
- (b) in hard copy by sending personally or by post and lodging the same at the office of the Company at The Herencia, 46 Kim Yam Road, #01-11, Singapore 239351 by 12 noon on 11 October, being at least 7 calendar days after the publication of the Notice of AGM;
- (c) by email to the Company at admin@okh.com.sg by 12 noon on 11 October; or
- (d) during the AGM via an "Ask a Question" feature.

Shareholders submitting questions are required to state: (a) their full name (as per CDP records); (b) their identification/registration number; (c) the shareholder's contact number and email address; and (d) the manner in which the shareholder holds his/her/its shares in the Company (e.g. via CDP), failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the AGM before the AGM on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.okh.com.sg>.

The Company will, within one month after the date of the AGM, publish the minutes of the AGM on SGXNET and the Company's website, and the minutes will include the responses to the questions referred to above.

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4. Voting (in real time via electronic means (either personally or via appointment of proxy(ies)))

Shareholders who wish to vote at the AGM may pre-register online at <https://conveneagm.com/sg/okhagm2022> by 2.30 p.m. on 24 October 2022, being not less than 48 hours before the time for holding the AGM to:

- (a) (where such shareholders are individuals) attend and vote (in real time) at the AGM via electronic means; or
- (b) (where such shareholders are individuals or corporates) appoint a proxy(ies) (other than Chairman of the AGM) to vote (in real time) at the AGM via electronic means on their behalf. Please refer to the paragraph below for instructions for submission of proxy form, or
- (c) (where such shareholders are individuals or corporates) appoint Chairman of the AGM as their proxy to vote on their behalf at the AGM.

Shareholders (whether individual or corporate) appointing the proxy, proxies or the Chairman of the AGM as proxy must give specific instructions as to their manner of voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid.

The proxy form, 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 be submitted to the Company's Share Transfer Agent, In.Corp Corporate Services Pte. Ltd. at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 by 2.30 p.m. on 24 October 2022 (being 48 hours before the time fixed for the AGM).

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

The instrument appointing the proxy, proxies or the Chairman of the AGM as proxy must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing the proxy, proxies or the Chairman of the AGM 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 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 proxy, proxies or the Chairman of the AGM 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 proxy, proxies or the Chairman of the AGM as proxy if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the proxy, proxies or the Chairman of the AGM as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the proxy, proxies or the Chairman of the AGM 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 forty-eight (48) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

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Important notes to shareholders:

A. The key dates which shareholders should take note of are set out in the table below:-

Key dates	Actions
4 October 2022, 10.00 a.m.	Shareholders may begin to pre-register at Pre-registration Website for the Company to authenticate his/her/its status as members. To pre-register the Live Webcast/Live Audio Feed, kindly access the Pre-registration Website, using either the latest versions of Chrome, Safari, Internet Explorer 11, Edge or Firefox. Corporate shareholder must also submit the Corporate Representative Certificate to the Company at shareregistry@incorp.asia
By 12 noon on 11 October 2022	Deadlines for registered shareholders to submit questions related to the resolutions to be tabled for approval in advance
By 2.30 p.m. on 24 October 2022	Deadlines for shareholders to: <ul style="list-style-type: none">• pre-register for Live Webcast/Live Audio Feed;• submit the Corporate Representative Certificate (for Corporate shareholder only); and• submit proxy forms.
By 2.30 p.m. on 25 October 2022	Following the authentication of his/her/its status as a shareholders, such shareholder will receive an email with instructions on how to access the Live Webcast/Live Audio Feed of the proceedings of the AGM (the "Confirmation Email"). Shareholders who do not receive the Confirmation Email by 2.30 p.m. on 25 October 2022, but have registered by the 24 October 2022 deadline should contact the Company's Singapore Share Transfer Agent, In.Corp Corporate Services Pte Ltd. for assistance at shareregistry@incorp.asia (between 2.30 p.m. to 6.00 p.m.) with (i) the full name of the shareholder; and (ii) his/her/its identification/registration number.
25 October 2022	The Company to address and publish its responses to those substantial and relevant questions received from members via the Company's website and SGXNet.
2.30 p.m. on 26 October 2022	To access the Live Webcast/Live Audio Feed of the proceedings of the Annual General Meeting.

B. Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change its Meeting arrangements at short notice. Shareholders should check the Company's website at the URL <https://www.okh.com.sg> or Company's announcements on SGXNet for the latest updates on the status of the Annual General Meeting, if any.

PERSONAL DATA PRIVACY

Where a member of the Company submits an instrument appointing the proxy, proxies or the Chairman to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of the appointment of the Chairman as proxy for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Annual General Meeting (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 (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.