



OKH GLOBAL LTD.

(Incorporated in Bermuda)
(Company Registration Number: 35479)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a special general meeting (“**SGM**”) of OKH Global Ltd. (the “**Company**”) will be convened and held at Furama City Centre, Ballroom 1, Level 5, 60 Eu Tong Sen Street, Singapore 059804 on 3 April 2025 at 2:00 p.m., for the purpose of considering and, if thought fit, passing (with or without any modifications) the following resolutions.

All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the Company’s circular to Shareholders dated 11 March 2025 (the “**Circular**”), unless otherwise defined herein or where the context otherwise requires.

ORDINARY RESOLUTION 1: PROPOSED ACQUISITION

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 2 relating to the Proposed Issuance and Ordinary Resolution 3 relating to the Whitewash Resolution:

- approval be and is hereby given for the proposed acquisition by the Company of the entire issued and paid-up share capital of Chip Eng Seng Construction Pte. Ltd. on the terms and conditions of the conditional sale and purchase agreement (the “**SPA**”) dated 4 December 2024 entered into between Acrophyte Pte. Ltd., Mr. Chia Lee Meng Raymond, Mr. Michael Tong Chiew, Mr. Lin Daqi and Ms. Wong Tze Theng (collectively, the “**Vendors**”) and the Company (as amended, modified or supplemented from time to time) (the “**Proposed Acquisition**”);
- approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Acquisition; and
- the directors of the Company (“**Directors**”) and/or any one of them be and are hereby severally authorised and directed to do all acts and things necessary or expedient or in the interests of the Company (including executing any agreements, deeds, forms, instruments and documents) as the Directors or any one of them may deem fit, to give effect to the Proposed Acquisition as contemplated in this resolution.

ORDINARY RESOLUTION 2: PROPOSED ISSUANCE

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition and Ordinary Resolution 3 relating to the Whitewash Resolution:

- approval be and is hereby given for the allotment and issuance by the Company of an aggregate of up to 2,257,197,258 ordinary shares of par value US\$0.01 each in the share capital of the Company to the Vendors at an issue price of S\$0.05252 per Share (the “**Proposed Issuance**”) as consideration for the Proposed Acquisition on the terms and conditions of the SPA; and
- the Directors and/or any one of them be and are hereby severally authorised and directed to do all acts and things necessary or expedient or in the interests of the Company (including executing any agreements, deeds, forms, instruments and documents) as the Directors or any one of them may deem fit, to give effect to the Proposed Issuance as contemplated in this resolution.

ORDINARY RESOLUTION 3: PROPOSED WHITEWASH RESOLUTION

RESOLVED THAT subject to and contingent upon (a) the passing of Ordinary Resolution 1 relating to the Proposed Acquisition and Ordinary Resolution 2 relating to the Proposed Issuance and (b) the conditions in the letter from the Securities Industry Council dated 19 November 2024 being fulfilled, the Independent Shareholders (Whitewash) do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Concert Party Group under Rule 14 of the Code for all the Shares not already owned, controlled or agreed to be acquired by the Concert Party Group upon Completion, at the highest price paid by the Concert Party Group for the Shares in the six (6) months preceding the commencement of the mandatory general offer which they would have otherwise been obliged to make for the Shares in accordance with Rule 14 of the Code as a result of the Proposed Issuance.

ORDINARY RESOLUTION 4: PROPOSED APPOINTMENT OF MR. CHIA LEE MENG RAYMOND AS DIRECTOR UPON COMPLETION

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition, Ordinary Resolution 2 relating to the Proposed Issuance, Ordinary Resolution 3 relating to the Whitewash Resolution, and Completion, Mr. Chia Lee Meng Raymond be and is hereby appointed as a Director of the Company with effect from Completion, to hold office in accordance with the Bye-laws.

ORDINARY RESOLUTION 5: PROPOSED APPOINTMENT OF MR. MICHAEL TONG CHIEW AS DIRECTOR UPON COMPLETION

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition, Ordinary Resolution 2 relating to the Proposed Issuance, Ordinary Resolution 3 relating to the Whitewash Resolution, and Completion, Mr. Michael Tong Chiew be and is hereby appointed as a Director of the Company with effect from Completion, to hold office in accordance with the Bye-laws.

ORDINARY RESOLUTION 6: PROPOSED APPOINTMENT OF MR. TANG JIALIN AS DIRECTOR UPON COMPLETION

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition, Ordinary Resolution 2 relating to the Proposed Issuance, Ordinary Resolution 3 relating to the Whitewash Resolution, and Completion, Mr. Tang Jialin be and is hereby appointed as a Director of the Company with effect from Completion, to hold office in accordance with the Bye-laws.

ORDINARY RESOLUTION 7: PROPOSED APPOINTMENT OF MR. ABDUL JABBAR BIN KARAM DIN AS DIRECTOR UPON COMPLETION

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition, Ordinary Resolution 2 relating to the Proposed Issuance, Ordinary Resolution 3 relating to the Whitewash Resolution, and Completion, Mr. Abdul Jabbar Bin Karam Din be and is hereby appointed as a Director of the Company with effect from Completion, to hold office in accordance with the Bye-laws.

ORDINARY RESOLUTION 8: PROPOSED APPOINTMENT OF PROF. LOW TECK SENG AS DIRECTOR UPON COMPLETION

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition, Ordinary Resolution 2 relating to the Proposed Issuance, Ordinary Resolution 3 relating to the Whitewash Resolution, and Completion, Prof. Low Teck Seng be and is hereby appointed as a Director of the Company with effect from Completion, to hold office in accordance with the Bye-laws.

ORDINARY RESOLUTION 9: PROPOSED APPOINTMENT OF DR. NEO BOON SIONG AS DIRECTOR UPON COMPLETION

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition, Ordinary Resolution 2 relating to the Proposed Issuance, Ordinary Resolution 3 relating to the Whitewash Resolution, and Completion, Dr. Neo Boon Siong be and is hereby appointed as a Director of the Company with effect from Completion, to hold office in accordance with the Bye-laws.

ORDINARY RESOLUTION 10: PROPOSED APPOINTMENT OF MR. SHNG YUNN CHINN AS DIRECTOR UPON COMPLETION

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition, Ordinary Resolution 2 relating to the Proposed Issuance, Ordinary Resolution 3 relating to the Whitewash Resolution, and Completion, Mr. Shng Yunn Chinn be and is hereby appointed as a Director of the Company with effect from Completion, to hold office in accordance with the Bye-laws.

ORDINARY RESOLUTION 11: PROPOSED CHANGE OF AUDITOR OF THE COMPANY FROM BDO LLP TO ERNST & YOUNG LLP

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition, Ordinary Resolution 2 relating to the Proposed Issuance, Ordinary Resolution 3 relating to the Whitewash Resolution, and Completion:

- the resignation of BDO LLP as Auditor of the Company with effect from Completion be and is hereby noted and accepted, and that Ernst & Young LLP, having consented to act as auditors, be and is hereby appointed as Auditor of the Company with effect from Completion and to hold office until the conclusion of the next annual general meeting of the Company at such remuneration and on such terms to be determined by the Directors (the “**Change of Auditor**”); and
- the Directors and/or any one of them be and are hereby severally authorised and directed to do all acts and things necessary or expedient or in the interests of the Company (including executing any agreements, deeds, forms, instruments and documents) as the Directors and/or any one of them may deem fit, to give effect to the Change of Auditor as contemplated in this resolution.

SPECIAL RESOLUTION 1: PROPOSED CHANGE OF NAME OF THE COMPANY FROM “OKH GLOBAL LTD.” TO “GRC LIMITED”

RESOLVED THAT subject to and contingent upon the passing of Ordinary Resolution 1 relating to the Proposed Acquisition, Ordinary Resolution 2 relating to the Proposed Issuance, Ordinary Resolution 3 relating to the Whitewash Resolution, and subject to Completion taking place and the Company having obtained the approval of the Registrar of Companies in Bermuda:

- the name of the Company be changed from “OKH Global Ltd.” to “GRC Limited” and approval be and is hereby given for the substitution of the name “GRC Limited” for “OKH Global Ltd.” wherever the latter name appears in the memorandum of association and the Bye-laws; and
- the Directors and/or any one of them be and are hereby severally authorised and directed to do all acts and things necessary or expedient or in the interests of the Company (including executing any documents and making any filings with the Registrar of Companies in Bermuda) as the Directors and/or any one of them may deem fit, to give effect to the change of name of the Company contemplated by this resolution.

By Order of the Board

Loo Shi Yi
Company Secretary
11 March 2025

Notes:

- This SGM is being convened, and will be held, in a wholly physical format at Furama City Centre, Ballroom 1, Level 5, 60 Eu Tong Sen Street, Singapore 059804 on 3 April 2025 at 2:00 p.m..
- If a member wishes to submit questions related to the resolutions tabled for approval at the SGM prior to the SGM, all questions must be submitted by no later than 2:00 p.m. on 18 March 2025, being at least seven (7) calendar days after the publication of the Notice of SGM, through email to admin@okh.com.sg and provide the following particulars, for verification purposes:
 - full name as it appears on his/her/its CDP records;
 - NRIC/Passport/UEN number;
 - contact number and email address; and
 - the manner in which you hold in the Company (e.g. via CDP).Please note that the Company will not be able to answer questions from persons who provide insufficient details to enable the Company to verify his/her/its shareholder status. Alternatively, members may also ask questions during the SGM.
- The Company will endeavour to address all substantial and relevant questions received from shareholders by 2:00 p.m. on 30 March 2025, being not less than 48 hours before the closing date and time for the lodgement of the proxy form, via SGXNet and the Company’s website. The Company will also address any subsequent clarifications sought or follow up questions during the SGM in respect of substantial and relevant matters. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions will be individually addressed. The responses from the Board and the Management of the Company shall thereafter be published on (a) the SGXNet at the URL <https://www.sgx.com/securities/company-announcements>; and (b) the Company’s website at the URL <https://www.okh.com.sg>, together with the minutes of the SGM, within one (1) month after the conclusion of the SGM. The minutes will include the responses to substantial and relevant questions received from shareholders which are addressed during the SGM.
- Shareholders (whether individual or corporate) appointing the Chairman of the SGM 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 36 Robinson Road, #20-01 City House, Singapore 068877 by 2:00 p.m. on 1 April 2025 (being 48 hours before the time fixed for the SGM).
- A proxy need not be a member of the Company.
- The instrument appointing the proxy, proxies or the Chairman of the SGM as proxy must be under the hand of the appointor, it must be executed either under its seal, or under the hand of an attorney or an officer duly authorised in writing. Where the instrument appointing the proxy, proxies or the Chairman of the SGM as proxy is executed by an attorney on behalf of the appointor, the power of attorney (or other authority) 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 SGM 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 SGM 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 SGM as proxy lodged if the Depositor, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the SGM, as certified by The Central Depository (Pte) Limited to the Company.
- Any reference to a time of day in this Notice of SGM is made by reference to Singapore time.
- Personal Data Privacy:**

By (a) submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof; or (b) submitting any question prior to the SGM of the Company in accordance with this Notice of SGM, a member of the Company or a Depositor (i) consents to the collection, use and disclosure of the member’s/Depositor’s personal data by the Company (or its agents or service providers) for the purpose of (A) the processing and administration by the Company (or its agents or service providers) of the appointment of the proxy, proxies or the Chairman as proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the SGM (including any adjournment thereof); (B) in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities; and (C) addressing substantial and relevant questions from members/Depositors received before the SGM and if necessary, following up with the relevant members/Depositors in relation to such questions (collectively, the “**Purposes**”); and (ii) warrants that where the member/Depositor discloses the personal data of the member’s/Depositor’s proxy(ies) and/or representative(s) to the Company (or its agents), the member/Depositor 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 or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes; and (iii) agrees that the member/Depositor will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s/Depositor’s breach of warranty.