

## CIRCULAR DATED 29 DECEMBER 2025

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.**

**If you are in any doubt as to the contents of this Circular or the course of action you should take, you should consult your stockbroker, bank manager, accountant, solicitor or other professional adviser immediately.**

This Circular, together with the Notice of Extraordinary General Meeting (“**EGM**”) and the accompanying Proxy Form, has been made available on the SGX-ST’s (as defined herein) website at the URL <https://www.sgx.com/securities/company-announcements> and the website of OKP Holdings Limited (the “**Company**”) at the URL <https://okp.listedcompany.com/circular.html>. **A hard copy of this Circular will not be sent to Shareholders (as defined herein).** However, the Notice of EGM and the accompanying Proxy Form will be mailed to all Shareholders.

If you have sold or transferred all your shares in the capital of the Company (the “**Shares**”), please forward this Circular with the Notice of EGM and the attached Proxy Form immediately to the purchaser or the transferee or to the bank, stockbroker or agent through whom the sale or transfer was effected for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) assumes no responsibility for the correctness or accuracy of any of the statements made, reports contained or opinions expressed in this Circular.

This Circular does not constitute or form a part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or invitation or solicitation of an offer to sell, issue or subscribe for, securities in Singapore or any other jurisdiction. Nothing in this Circular constitutes, or shall be construed as legal, business, financial or tax advice. You should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately if you are in any doubt as to the contents of this Circular or the action you should take.

In-principle approval has been obtained from the SGX-ST for the listing and quotation of the Bonus Shares (as defined herein) on the Mainboard of the SGX-ST. The SGX-ST’s in-principle approval is not an indication of the merits of the Bonus Shares, the Proposed Bonus Issue, the Company, its subsidiaries or the securities.



(Incorporated in the Republic of Singapore)  
(Company Registration No. 200201165G)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO THE PROPOSED BONUS ISSUE OF UP TO 231,322,945 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ON THE BASIS OF THREE (3) BONUS SHARES FOR EVERY FOUR (4) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY**

### IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	Sunday, 18 January 2026 at 11.00 a.m.
Date and time of EGM	:	Wednesday, 21 January 2026 at 11.00 a.m. (Singapore time)
Place of EGM	:	30 Tagore Lane Singapore 787484

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## CORPORATE INFORMATION

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<b>Directors of the Company</b>	: Mr Or Kim Peow ( <i>Group Chairman</i> ) Mr Or Toh Wat ( <i>Group Managing Director</i> ) Mdm Ang Beng Tin ( <i>Executive Director</i> ) Mr Or Kiam Meng ( <i>Executive Director</i> ) Mr Oh Enc Nam ( <i>Executive Director</i> ) Mr Or Lay Huat Daniel ( <i>Executive Director</i> ) Mr Choy Wei Hsien Mark ( <i>Lead Independent Director</i> ) Mr Tay Peng Huat ( <i>Independent Director</i> ) Dr Ting Seng Kiong ( <i>Independent Director</i> )
<b>Registered Office of the Company</b>	: 30 Tagore Lane, Singapore 787484
<b>Legal Adviser to the Company</b>	: WongPartnership LLP 12 Marina Boulevard Level 28 Marina Bay Financial Centre Tower 3 Singapore 018982
<b>Share Registrar and Transfer Agent Office</b>	: Boardroom Corporate & Advisory Services Pte. Ltd. 1 HarbourFront Ave #14-03/07 Keppel Bay Tower Singapore 098632

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## DEFINITIONS

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In this Circular, the following definitions apply throughout unless otherwise stated or the content otherwise requires:

<b><i>“Bonus Issue Effective Date”</i></b>	Has the meaning ascribed to it in paragraph 3.1 of this Circular
<b><i>“Bonus Shares”</i></b>	The up to 231,322,945 new Shares that will be issued by the Company pursuant to the Proposed Bonus Issue
<b><i>“CDP”</i></b>	The Central Depository (Pte) Limited
<b><i>“Cessation Date”</i></b>	Has the meaning ascribed to it in paragraph 3.1(a) of this Circular
<b><i>“Circular”</i></b>	This circular to Shareholders dated 29 December 2025 in respect of the Proposed Bonus Issue
<b><i>“Companies Act”</i></b>	The Companies Act 1967 of Singapore as amended or modified from time to time
<b><i>“Company”</i></b>	OKP Holdings Limited, a company incorporated in Singapore
<b><i>“Constitution”</i></b>	The Constitution of the Company for the time being in force, as amended or modified from time to time
<b><i>“Directors”</i></b>	The board of directors of the Company (and each of them, a <b><i>“Director”</i></b> )
<b><i>“Effective Trading Date”</i></b>	Has the meaning ascribed to it in paragraph 3.1(b) of this Circular
<b><i>“EGM”</i></b>	The extraordinary general meeting of the Company to be held at 30 Tagore Lane, Singapore 787484 on Wednesday, 21 January 2026 at 11.00 a.m. (Singapore time), notice of which is set out on pages 13 to 14 of this Circular
<b><i>“EPS”</i></b>	Earnings per Share
<b><i>“FY 2024”</i></b>	The financial year ended 31 December 2024
<b><i>“FY 2025”</i></b>	The financial year ending 31 December 2025
<b><i>“Group”</i></b>	The Company and its subsidiaries
<b><i>“Listing Manual”</i></b>	The Listing Manual of the SGX-ST
<b><i>“Latest Practicable Date”</i></b>	22 December 2025, being the latest practicable date prior to the date of this Circular
<b><i>“NTA”</i></b>	Net tangible assets
<b><i>“Notice of EGM”</i></b>	The notice of EGM as set out on pages 13 to 14 of this Circular
<b><i>“Ordinary Resolution”</i></b>	The ordinary resolution relating to the Proposed Bonus Issue as set out on page 13 of this Circular
<b><i>“Proposed Bonus Issue”</i></b>	Has the meaning ascribed to it in paragraph 2.1 of this Circular
<b><i>“Proxy Form”</i></b>	The proxy form in respect of the EGM as attached to this Circular

<b>“Record Date”</b>	The time and date, to be determined by the Directors, at and on which the Register of Members and the share transfer books of the Company will be closed to determine the entitlements of holders of Shares under the Proposed Bonus Issue
<b>“Register of Members”</b>	The principal register of members (duly registered holders of shares) of the Company
<b>“Securities Accounts”</b>	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
<b>“SFA”</b>	The Securities and Futures Act 2001 of Singapore as amended or modified from time to time
<b>“SGX-ST”</b>	Singapore Exchange Securities Trading Limited
<b>“Share Registrar”</b>	Boardroom Corporate & Advisory Services Pte. Ltd.
<b>“Shareholders”</b>	Registered holders of Shares in the Register of Members of the Company, except that where the registered holder is CDP, the term <b>“Shareholders”</b> shall, where the context admits, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
<b>“Share(s)”</b>	Ordinary share(s) in the capital of the Company
<b>“Substantial Shareholder”</b>	Has the meaning given to it in Section 2 of the SFA
<b>“S\$” and “cents”</b>	Singapore dollars and cents, respectively
<b>“per cent” or “%”</b>	Percentage or per centum

The terms **“Depositor”** and **“Depository Agent”** shall have the meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act 2001 of Singapore (**“SFA”**) in force as at the Latest Practicable Date.

The terms **“treasury shares”** and **“subsidiary”** shall have the meanings ascribed to them respectively in Section 4 and Section 5 of the Companies Act. The term **“subsidiary holdings”** shall mean shares referred to in Sections 21(4), 21(4B), 21(6A) and 21(6C) of the Companies Act.

Except where specifically defined, the terms **“we”**, **“us”** and **“our”** in this Circular refers to the Group.

Words importing the singular shall, where applicable, include the plural and *vice versa*. Words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

Any discrepancies in tables included herein between the amounts in the columns of the tables and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act or any statutory modification thereof and not otherwise defined in this Circular shall have the same meaning assigned to it under the Companies Act or any statutory modification thereof, as the case may be.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Any reference to a time of day in this Circular is made by reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof and/or the respective percentages are due to rounding.

All statements other than statements of historical facts included in this Circular are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “strategy”, and similar expressions or future or conditional verbs such as “will”, “would”, “should”, and “may”. These statements reflect the Company’s current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders should not place undue reliance on such forward-looking statements, and the Company does not undertake any obligation to update publicly or revise any forward-looking statements.

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## LETTER TO SHAREHOLDERS

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(Incorporated in the Republic of Singapore)  
(Company Registration No. 200201165G)

### Directors:

Mr Or Kim Peow (*Group Chairman*)  
Mr Or Toh Wat (*Group Managing Director*)  
Mdm Ang Beng Tin (*Executive Director*)  
Mr Or Kiam Meng (*Executive Director*)  
Mr Oh Enc Nam (*Executive Director*)  
Mr Or Lay Huat Daniel (*Executive Director*)  
Mr Choy Wei Hsien Mark (*Lead Independent Director*)  
Mr Tay Peng Huat (*Independent Director*)  
Dr Ting Seng Kiong (*Independent Director*)

### Registered Office:

30 Tagore Lane  
Singapore 787484

29 December 2025

To: The Shareholders of OKP Holdings Limited

Dear Sir/Madam

### THE PROPOSED BONUS ISSUE OF UP TO 231,322,945 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY ON THE BASIS OF THREE (3) BONUS SHARES FOR EVERY FOUR (4) EXISTING ORDINARY SHARES IN THE CAPITAL OF THE COMPANY

#### 1. INTRODUCTION

The Directors of the Company are convening the EGM to be held on 21 January 2026 at 11.00 a.m., to seek Shareholders' approval for the Proposed Bonus Issue. The purpose of this Circular is to provide Shareholders with the relevant information pertaining to the Proposed Bonus Issue, and to seek Shareholders' approval for the Proposed Bonus Issue at the EGM, the notice of which is set out on pages 13 to 14 of this Circular.

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed or reports contained in the Circular.

#### 2. TERMS OF THE PROPOSED BONUS ISSUE

##### 2.1 Details of the Proposed Bonus Issue

On 27 November 2025, the Company announced that subject to the approval of the Shareholders at the EGM to be convened and the approval of the SGX-ST for the listing and quotation of the Bonus Shares on the Official List of the SGX-ST, the Company is proposing to undertake a bonus issue of up to 231,322,945 Bonus Shares on the basis of three (3) Bonus Shares to be credited as fully paid for every four (4) Shares held as at the Record Date, fractional entitlements to be disregarded (the "**Proposed Bonus Issue**").

Accordingly, subject to Shareholders' approval being obtained for the Proposed Bonus Issue at EGM and upon completion of which, based on the issued and paid up share capital of the Company comprising 308,430,594 Shares (including 1,469,100 treasury shares), up to 231,322,945 Bonus Shares will be issued pursuant to the Proposed Bonus Issue (assuming there is no change in the number of issued Shares from the Latest Practicable Date up to the Record Date). The actual number of Bonus Shares to be issued by the Company will depend on the total issued share capital of the Company as at the Record Date. As at the Latest Practicable Date, the Company also has no outstanding share options, share awards or convertible securities.

The Bonus Shares represent approximately 75% of the existing issued and paid-up share capital (including treasury shares) of the Company as at the Latest Practicable Date and approximately 42.86% of the enlarged share capital (including treasury shares) of the Company following the completion of the Proposed Bonus Issue, assuming there are no changes to the total issued share capital of the Company as at the Record Date.

Fractional entitlements will be disregarded and will not be allotted to holders of Shares but will be aggregated and disposed of or dealt with in such manner as the Directors in their absolute discretion deem fit for the benefit of the Company.

## **2.2 No capitalisation of Company's reserves**

The Bonus Shares will be allotted and issued as fully paid at nil consideration to entitled holders of Shares without capitalisation of the Company's reserves. The Bonus Shares when allotted and issued, will rank *pari passu* in all respects with the then existing Shares and with each other, except that such Bonus Shares will not be entitled to any dividends, rights, allotments or other distributions, the record date of which falls on a date before the date on which the Bonus Shares are allotted and issued. Bonus Shares issued in respect of treasury shares held by the Company will be treated as treasury shares upon allotment and issuance.

The Proposed Bonus Issue will not have any effect on the reserve accounts of the Company.

## **2.3 Approvals and Conditions for the Proposed Bonus Issue**

The Proposed Bonus Issue is subject to, *inter alia*:

- (a) the receipt of in-principle approval of the SGX-ST for the listing and quotation of the Bonus Shares arising from the Proposed Bonus Issue on the Mainboard of the SGX-ST and compliance with such conditions (if any) as the SGX-ST may impose in connection therewith; and
- (b) the approval of Shareholders for the Proposed Bonus Issue by way of an ordinary resolution at the EGM to be convened.

On 16 December 2025, the SGX-ST granted its in-principle approval for the listing and quotation of the Bonus Shares on the Mainboard of the SGX-ST, subject to, *inter alia*, the following conditions:

- (a) compliance with the SGX-ST's listing rules;
- (b) shareholders' approval being obtained for the Proposed Bonus Issue at an EGM; and
- (c) submission of a written confirmation that the Proposed Bonus Issue is in compliance with the Companies Act 1967.

The SGX-ST's in-principle approval is not an indication of the merits of the Bonus Shares, the Proposed Bonus Issue, the Company, its subsidiaries or the securities.

## **3. TRADING ARRANGEMENT FOR THE SHARES AND ODD LOTS**

### **3.1 Trading Arrangements for the Shares**

Subject to Shareholders' approval for the implementation of the Proposed Bonus Issue having been obtained at the EGM, the Register of Members will be closed on the Record Date to determine the entitlements of Shareholders to the Bonus Shares. Trading of Shares (on a post-bonus issue basis) will commence prior to the Record Date on account of the fact that trades on the SGX-ST are settled on a "T+2" settlement cycle, that is, a purchase or sale of Shares on a particular day (T) will be settled two (2) Market Days later (T+2). Accordingly, for trading purposes:

- (a) trading in the Shares (on a pre-bonus issue basis) will cease at 5.00 p.m. on the day falling two (2) Market Days before the Record Date (the "**Cessation Date**");



- (b) trading in the Shares (on a post-bonus issue basis) will commence from 9.00 a.m. on the day falling one (1) Market Day before the Record Date (the “**Effective Trading Date**”); and

With effect from 9.00 a.m. on one (1) Market Day immediately following the Record Date (the “**Bonus Issue Effective Date**”), every THREE (3) Bonus Shares will be credited as fully paid for every FOUR (4) Shares.

### **3.2 Odd Lots Trading Arrangements**

The existing Shares are currently traded in board lots of one hundred (100) existing Shares on the Mainboard of the SGX-ST. Following the completion of the Proposed Bonus Issue, the Securities Accounts maintained with CDP of Shareholders (being Depositors) may be credited with odd lots of Shares, that is, lots other than board lots of one hundred (100) Shares.

Shareholders who receive odd lots of Shares pursuant to the Proposed Bonus Issue and who wish to trade in such odd lots may trade with a minimum size of one (1) Share on the SGX-ST Unit Share Market. The SGX-ST Unit Share Market will enable trading in odd lots in any quantity less than one (1) board lot of the underlying shares. As odd lots of Shares can be traded on the SGX-ST Unit Share Market, no separate arrangement will be made for the trading of such odd lots.

**Shareholders should note that the market for trading of such odd lots of Shares may be illiquid and they may have to bear disproportionate transaction costs in trading their Shares on the SGX-ST Unit Share Market. Shareholders who wish to trade their Shares on the SGX-ST Unit Share Market should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional advisers.**

**To avoid any odd lots being held after the completion of the Proposed Bonus Issue, Shareholders may wish to, no later than two (2) Market Days prior to the Record Date, purchase additional existing Shares or dispose of part of their existing Shares such that their shareholding in the Company as at the Record Date shall be a multiple of 400 existing Shares.**

## **4. RATIONALE FOR THE PROPOSED BONUS ISSUE**

The Company is proposing to undertake the Proposed Bonus Issue to reward and give due recognition to shareholders for their loyalty and continuing support for the Company. The Proposed Bonus Issue, if carried out, will also increase the accessibility of investing in the Company to more investors, thereby encouraging trading liquidity and greater participation by investors and broadening the shareholder base of the Company.

For illustration purposes only and assuming that the Proposed Bonus Issue had been completed on the Latest Practicable Date of this Circular, the theoretical price for the Shares traded after the completion of the Proposed Bonus Issue would be S\$0.5906 per Share (rounded down to nearest four (4) decimal points), as elaborated under paragraph 5.7 of this Circular.

**Shareholders should, however, note that there can be no assurance that the Proposed Bonus Issue will achieve the desired results described above or benefit all Shareholders, nor is there any assurance that such results (if achieved) can be sustained in the longer term. Shareholders should also note that there can be no assurance that the market price of the Shares after the completion of the Proposed Bonus Issue would be equal to or higher than the theoretical price for the Shares following the completion of the Proposed Bonus Issue.**

## **5. FINANCIAL EFFECTS OF THE PROPOSED BONUS ISSUE**

### **5.1 Bases and Assumptions**

The financial effects of the Proposed Bonus Issue are presented purely for illustrative purposes only and do not purport to be indicative or a projection of the actual results and financial position of the Group immediately after completion of the Proposed Bonus Issue.

Following the completion of the Proposed Bonus Issue, assuming that all 231,322,945 Bonus Shares are allotted and issued, the Company will have an issued and paid-up share capital of S\$36,832,301, comprising 539,753,539 Shares (including 2,570,925 treasury shares).

## 5.2 Share Capital

**For illustrative purposes only** and assuming that the Proposed Bonus Issue had been completed on the Latest Practicable Date, the financial effects of the Proposed Bonus Issue on the issued and paid-up share capital of the Company are set out below:

	Before the Proposed Bonus Issue	After the Proposed Bonus Issue
Issued and Paid-Up Share Capital (S\$)	36,832,301	36,832,301
Number of Shares as at the Latest Practicable Date (excluding treasury shares)	306,961,494	537,182,614
Number of treasury shares	1,469,100	2,570,925

## 5.3 NTA per Share

**For illustrative purposes only**, the financial effects of the Proposed Bonus Issue on the Group's NTA per share, based on the latest audited consolidated financial statements of the Group for FY 2024 and the number of issued Shares (excluding treasury shares) as at the Latest Practicable Date, are set out below:

	Before the Proposed Bonus Issue	After the Proposed Bonus Issue
Consolidated NTA (S\$)	201,380,737	201,380,737
Number of Shares as at the Latest Practicable Date (excluding treasury shares)	306,961,494	537,182,614
Consolidated NTA per Share (Singapore cents)	65.60	37.49

## 5.4 Earnings Per Share

**For illustrative purposes only**, the financial effects of the Proposed Bonus Issue on the EPS of the Group, based on the latest audited consolidated financial statements of the Group for FY 2024 and the number of issued Shares (excluding treasury shares) as at the Latest Practicable Date, are set out below:

	Before the Proposed Bonus Issue	After the Proposed Bonus Issue
Net profit attributable to equity holders of the Company (S\$)	33,704,546	33,704,546
Number of Shares as at the Latest Practicable Date (excluding treasury shares)	306,961,494	537,182,614
EPS (Singapore cents)	10.98	6.27

## 5.5 Gearing

The Proposed Bonus Issue will not have any effect on the gearing of the Group.

## 5.6 Dividends

In respect of FY 2024, the Company declared a final dividend of 2.5 Singapore cents, consisting of a final one-tier tax exempt dividend of 1.0 Singapore cent per share and a special one-tier tax exempt dividend of 1.5 Singapore cents per share, amounting to a total amount of approximately S\$7,674,038.

The Board is of the opinion that the Proposed Bonus Issue will not have any effect on the ability of the Company to make dividend payments in the future. Subject to any unforeseen circumstances which may affect the financial performance of the Group, the Directors expect to at least maintain the quantum of total dividends declared and paid in respect of FY 2025 with that in respect of FY 2024 (on a pre-Proposed Bonus Issue basis). However, any recommendation for future dividends will be subject to factors, including but not limited to the Group's cash flow, financial position, expansion requirements, working capital requirements, the payment by the Company's subsidiaries of cash dividends and the Group's future prospects.

## 5.7 Theoretical Price of the Shares after the Proposed Bonus Issue

Assuming that the Proposed Bonus Issue had been completed on the Latest Practicable Date, and based on the lowest daily weighted average price per Share of S\$1.0335 for trades done on the SGX-ST from 22 November 2025 to 22 December 2025, being the period one (1) month preceding the Latest Practicable Date, the theoretical price for the Shares traded after the completion of the Proposed Bonus Issue would be S\$0.5906 (rounded down to nearest four (4) decimal points).

## 6 NOTICE OF RECORD DATE

The Bonus Shares will be issued to the holders of Shares whose names appear in the Register of Members of the Company or who have Shares entered against their names in the Depository Register as at the Record Date on the basis of the number of such Shares registered in their names or standing to the credit of their Securities Accounts as at the Record Date. The Company will make a further announcement on the Record Date in due course.

## 7 DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders in the Shares of the Company, as recorded in the Company's Register of Directors' Shareholdings and Register of Substantial Shareholders as at the Latest Practicable Date, are set out below:

	Direct Interest		Deemed Interest	
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>
<b>Directors</b>				
Or Kim Peow <sup>(2)</sup>	757,000	0.25	168,566,910	54.91
Or Toh Wat	322,000	0.10	—	—
Ang Beng Tin	323,500	0.11	—	—
Or Kiam Meng	322,000	0.10	—	—
Oh Enc Nam	133,000	0.04	—	—
Or Lay Huat Daniel	322,000	0.10	—	—
Choy Wei Hsien Mark	—	—	—	—
Tay Peng Huat	—	—	—	—
Ting Seng Kiong	—	—	—	—
<b>Substantial Shareholder (other than Directors)</b>				
Or Kim Peow Investments Pte Ltd	168,566,910	54.91	—	—
CS International (S) Pte. Ltd. <sup>(3)</sup>	43,125,000	14.05	—	—

### Notes:

- (1) Based on 306,961,494 issued Shares (excluding 1,469,100 treasury shares) as at the Latest Practicable Date and rounded to the nearest two (2) decimal places.
- (2) Mr Or Kim Peow is deemed to have an interest in the 168,566,910 Shares held by Or Kim Peow Investments Pte Ltd by virtue of Section 7 of the Companies Act.
- (3) China Sonangol International Limited, Fung Yuen Kwan Veronica, Lo Fong Hung, Newtech Holdings Limited, New Bright International Development Limited and Sonangol E.P. are each deemed to be interested in the Shares held by CS International (S) Pte. Ltd. by virtue of Section 7 of the Companies Act.

## 8 DIRECTORS' RECOMMENDATIONS

The Directors are of the opinion that the Proposed Bonus Issue is in the best interests of the Company. Accordingly, they recommend that Shareholders vote in favour of the Ordinary Resolution relating to the Proposed Bonus Issue to be proposed at the EGM.

## **9 EXTRAORDINARY GENERAL MEETING**

The EGM, notice of which is set out on pages 13 to 14 of this Circular, will be held at 30 Tagore Lane, Singapore 787484 on Wednesday, 21 January 2026 at 11.00 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing with or without any modifications, the Ordinary Resolution as set out in the Notice of EGM.

## **10 ACTIONS TO BE TAKEN BY SHAREHOLDERS**

### **10.1 Appointment of Proxies**

Shareholders who are unable to attend the EGM and who wish to appoint a proxy to attend on their behalf are requested to complete, sign and return the Proxy Form attached to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, so as to reach the registered office of the Company not less than seventy-two (72) hours before the time fixed for the EGM. The completion and lodgement of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM in person if he so wishes.

### **10.2 When Depositor regarded as Shareholder**

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register at least seventy-two (72) hours before the time fixed for the EGM, as certified by CDP to the Company.

Please refer to the Company's website at the URL <https://okp.listedcompany.com> or the SGX-ST's website at the URL <https://www.sgx.com/securities/company-announcement> for the latest updates on the status of the EGM.

## **11. DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm, after making all reasonable enquiries that, to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Bonus Issue and the Company and its subsidiaries which are relevant to the Proposed Bonus Issue, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

## **12. DOCUMENTS AVAILABLE FOR INSPECTION**

Copies of the following documents are available for inspection at the registered office of the Company at 30 Tagore Lane, Singapore 787484, during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution of the Company;
- (b) the audited consolidated financial statements of the Group for the financial year ended 31 December 2024; and
- (c) the announcement made by the Company dated 27 November 2025 in respect of the Proposed Bonus Issue.

Yours faithfully  
For and on behalf of the Board of Directors of  
OKP HOLDINGS LIMITED

**Or Kim Peow**  
Group Chairman

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### OKP HOLDINGS LIMITED

(Incorporated in the Republic of Singapore)  
(Company Registration No. 200201165G)

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**”) of OKP Holdings Limited (the “**Company**”) will be held at 30 Tagore Lane, Singapore 787484 on Wednesday, 21 January 2026 at 11.00 a.m. (Singapore time) for the purpose of considering, and if thought fit, passing, with or without modification, the following Ordinary Resolution:

*All capitalised terms herein shall bear the meanings ascribed to them in the circular to shareholders of the Company dated 29 December 2025 (the “**Circular**”), unless defined herein.*

**ORDINARY RESOLUTION – THE PROPOSED BONUS ISSUE OF UP TO 231,322,945 BONUS SHARES IN THE CAPITAL OF THE COMPANY ON THE BASIS OF THREE (3) BONUS SHARES FOR EVERY FOUR (4) EXISTING SHARES**

That:

- (1) pursuant to section 161 of the Companies Act approval be and is hereby given to the Directors to allot and issue up to 231,322,945 Bonus Shares on the basis of THREE (3) Bonus Shares for every FOUR (4) existing Shares (including treasury shares) held as at a time and date to be determined by the Directors in due course for the purpose of determining the entitlements of holders of Shares (the “**Record Date**”). Fractional entitlements will be disregarded and will not be allotted to Shareholders but will be aggregated and disposed of or dealt with in such manner as the Directors in their absolute discretion deem fit for the benefit of the Company; and
- (2) the Directors be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required, entering into all transactions, approving any amendments, alterations or modifications to any documents, and signing, filing and/or submitting any notices, forms and documents with or to the relevant authorities) as they may think necessary, desirable or expedient to give effect to the Proposed Bonus Issue contemplated in this resolution or in the interests of the Company.

BY ORDER OF THE BOARD

OR TOH WAT  
Group Managing Director

Singapore  
29 December 2025

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### Notes:

1. Members of the Company are invited to attend the EGM in person. There will be no option for members to participate by electronic means. Printed copies of the Circular will not be sent to members but will be made available to members upon request by completing and returning the Request Form. Printed copies of the Request Form, this Notice of EGM and the accompanying Proxy Form will be sent by post to members. The Circular (including this Notice of EGM and the accompanying Proxy Form) will be published on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and on the Company's website at the URL <https://okp.listedcompany.com/circular.html>.
2. Unless otherwise permitted under the Companies Act 1967 of Singapore (the "**Companies Act**"), a member of the Company entitled to attend and vote at the EGM may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a member of the Company.
3. A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
4. Where a member appoints more than one proxy, he shall specify the proportion of his shareholding to be represented by each proxy in the Proxy Form.
5. If the member is a corporation, the Proxy Form must be executed under its common seal or signed by its duly authorised officer or attorney.
6. The duly completed and executed Proxy Form must be submitted:
  - (a) personally, by courier or by post to the registered office of the Company at 30 Tagore Lane, Singapore 787484; or
  - (b) by electronic mail to [egm2026@okph.com](mailto:egm2026@okph.com),in either case, to be received not less than 72 hours before the time appointed for holding the EGM, failing which the Proxy Form will be treated as invalid.
7. In addition to asking questions during the EGM proceedings, members can also submit questions relating to the resolutions to be tabled for approval at the EGM in the following manner:
  - (a) personally, by courier or by post to the registered office of the Company at 30 Tagore Lane, Singapore 787484; or
  - (b) by electronic mail to [egm2026@okph.com](mailto:egm2026@okph.com),in either case, so that they are received no later than 5.00 p.m. on 7 January 2026.

When the questions are submitted, the member's full name, identification/registration number and manner in which shares are held must be included for verification purposes, failing which the submission will be treated as invalid. The Company will address substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM by 14 January 2026. The Company will publish the response to the questions on SGXNet and the Company's website.
8. Investors who hold shares under the Central Provident Fund ("**CPF**") Investment Scheme and/or the Supplementary Retirement Scheme ("**SRS**") and who wish to vote:
  - (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or
  - (b) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven working days before the date of the EGM.

### PERSONAL DATA PRIVACY:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.



**IMPORTANT**

For investors who hold shares of OKP Holdings Limited under the Central Provident Fund ("CPF") Investment Scheme and/or the Supplementary Retirement Scheme ("SRS"), this Proxy Form is not valid for use by such investors and shall be ineffective for all intents and purposes if used or purported to be used by them. Such investors should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. Such investors who wish to appoint the Chairman of the Meeting as proxy to vote on their behalf should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven working days before the date of the EGM.

**OKP HOLDINGS LIMITED**

(Company Registration No. 200201165G)

(Incorporated in the Republic of Singapore)

**EXTRAORDINARY GENERAL MEETING  
PROXY FORM**

I/We, \_\_\_\_\_ (Name) \_\_\_\_\_ (NRIC No./Passport/Company Registration No.)

of \_\_\_\_\_ (Address)

being \*a member/members of OKP HOLDINGS LIMITED (the "**Company**"), hereby appoint:

Name	Address	NRIC/Passport Number	Proportion of Shareholding (%)

\*and/or (delete as appropriate)

Name	Address	NRIC/Passport Number	Proportion of Shareholding (%)

or failing the person or both of the persons above, the Chairman of the Meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf, at the Extraordinary General Meeting ("**EGM**") of the Company to be held at 30 Tagore Lane, Singapore 787484, on Wednesday, 21 January 2026 at 11.00 a.m., and at any adjournment thereof. I/We direct my/our proxy/proxies to vote for or against the resolutions to be proposed at the EGM or to abstain from voting, as indicated hereunder. If no specific directions as to voting is given, the proxy/proxies will vote or abstain from voting at his/her/their discretion, as he/she/they will on any other matter arising at the EGM and at any adjournment thereof.

No.	ORDINARY RESOLUTIONS	For	Against	Abstain
1	To approve the Proposed Bonus Issue			

(Please indicate with a cross [X] in the space provided whether you wish to cast all your votes for or against or to abstain from voting on the resolution as set out in the Notice of EGM. Alternatively, if you wish to exercise your votes both for and against the resolution and/or to abstain from voting on the resolution, please indicate the number of shares in the respective spaces provided.)

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2026.

Total number of shares held:	
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\_\_\_\_\_  
Signature(s) of Member(s) or Common Seal

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

**Notes:**

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members, you should insert the aggregate number of shares. If no number is inserted, this proxy form shall be deemed to relate to all the shares held by you.
2. Unless otherwise permitted under the Companies Act 1967 of Singapore (the “**Companies Act**”), a member of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
3. A member who is a relevant intermediary (as defined in Section 181 of the Companies Act) may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member.
4. Where a member appoints more than one proxy, the proportion of the shareholding to be represented by each proxy shall be specified in this proxy form.
5. This proxy form must be executed under the hand of the appointor or of his attorney duly authorised in writing. Where this proxy form is executed by a corporation, it must be executed either under its common seal or under the hand of a duly authorised officer or attorney.
6. Where this proxy form is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (failing previous registration with the Company) be lodged with this proxy form, failing which this proxy form shall be treated as invalid.
7. This proxy form duly completed and executed must be submitted:
  - (a) personally, by courier or by post to the registered office of the Company at 30 Tagore Lane, Singapore 787484; or
  - (b) by electronic mail to [egm2026@okph.com](mailto:egm2026@okph.com),in either case, to be received not less than 72 hours before the time appointed for holding the EGM, failing which this proxy form will be treated as invalid.
8. Completion and return of this proxy form by a member will not prevent him/her from attending, speaking and voting at the EGM if he/she so wishes. The appointment of the proxy(ies) for the EGM will be deemed to be revoked if the member attends the EGM in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant proxy form to the EGM.
9. The Company shall be entitled to reject a proxy form which 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 proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject a proxy form if the member, being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.
10. By submitting this proxy form, a member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 29 December 2025.