

## CIRCULAR DATED 21 JANUARY 2025

**THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. IF YOU ARE IN ANY DOUBT AS TO THE COURSE OF ACTION YOU SHOULD TAKE, YOU SHOULD CONSULT YOUR BANK MANAGER, STOCKBROKER, SOLICITOR, ACCOUNTANT, TAX ADVISER OR OTHER PROFESSIONAL ADVISER IMMEDIATELY.**

This Circular is issued by Totm Technologies Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”). Capitalised terms appearing on the cover of this Circular shall have the same meanings as ascribed to them in this Circular.

If you have sold or transferred all your shares in the capital of the Company held through The Central Depository (Pte) Limited (the “**CDP**”), you need not forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular to be sent to the purchaser or transferee. If you have sold or transferred all your shares in the capital of the Company represented by physical share certificate(s), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the attached Proxy Form to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or the transfer was effected for onward transmission to the purchaser or transferee.

*This Circular has been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.*

*The contact person for the Sponsor is Ms. Charmian Lim (telephone no.: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.*

This Circular (including the Notice of EGM and the Proxy Form) may be accessed on the Company’s website at the URL: <https://totmtechnologies.com> and SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. A printed copy of this Circular will **NOT** be despatched to Shareholders unless requested by the Shareholders via the submission of the request form to request for printed copies of the Circular (the “**Request Form**”). The printed copies of the Notice of EGM, the Proxy Form and the Request Form have been despatched to Shareholders and are also available on Company’s website and SGXNet.

**The EGM will be held by way of physical means only at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233. Accordingly, Shareholders and their duly appointed proxy (proxies) will not be able to attend the EGM by way of electronic means.** Please refer to section 6 (*Action to be taken by Shareholders*) of this Circular for further details, including the steps to be taken by Shareholders to participate at the EGM.



**TOTM TECHNOLOGIES LIMITED**  
(Company Registration No. 201506891C)  
(Incorporated in the Republic of Singapore)

**CIRCULAR TO SHAREHOLDERS**  
in relation to

**THE REQUISITION FOR A MEETING OF THE SHAREHOLDERS PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 OF SINGAPORE FOR:**

**THE REVOCATION OF THE GENERAL SHARE ISSUE MANDATE OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING**

### **Important Dates and Times**

Last date and time for lodgement of Proxy Form	:	21 February 2025, at 4 p.m.
Date and time of Extraordinary General Meeting	:	24 February 2025, at 4 p.m.
Place of Extraordinary General Meeting	:	47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233

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## DEFINITIONS

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In this Circular, the following definitions apply throughout except where the context otherwise requires:

<b>“2024 AGM”</b>	:	Has the meaning ascribed to it in section 1.1 ( <i>Timeline of events leading up to the convening of the Extraordinary General Meeting</i> ) of this Circular
<b>“Board”</b>	:	The board of Directors of the Company
<b>“Business Day”</b>	:	Any day on which commercial banks are open for business in Singapore (as the case may be), other than Saturdays, Sundays and days which have been gazetted as public holidays in Singapore (as the case may be)
<b>“Catalist Rules”</b>	:	Section B: Rules of Catalist of the SGX-ST listing manual, as amended, modified or supplemented from time to time
<b>“CDP”</b>	:	The Central Depository (Pte) Limited
<b>“Chairman of the EGM”</b>	:	The appointed chairman of the EGM
<b>“Circular”</b>	:	This circular to Shareholders dated 21 January 2025
<b>“Companies Act”</b>	:	The Companies Act 1967 of Singapore as amended, modified or supplemented from time to time
<b>“Company”</b>	:	Totm Technologies Limited (Company Registration No. 201506891C) having its registered office at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233
<b>“Constitution”</b>	:	The constitution of the Company, as may be amended, modified or supplemented from time to time
<b>“CPF”</b>	:	The Central Provident Fund
<b>“CPF Agent Banks”</b>	:	Banks approved by CPF to be the agent banks for CPF investors
<b>“CPF Funds”</b>	:	CPF investible savings
<b>“CPF Investment Account”</b>	:	The investment account maintained with an approved CPF agent bank for the purpose of investment of CPF Funds under the CPFIS – Ordinary Account
<b>“CPFIS”</b>	:	CPF Investment Scheme
<b>“CPFIS Investors”</b>	:	Shareholders who have previously purchased Shares using their CPF Funds under their CPF Investment Accounts
<b>“Directors”</b>	:	The directors of the Company as at the Latest Practicable Date, and each a <b>“Director”</b>
<b>“EGM” or “Extraordinary General Meeting”</b>	:	The extraordinary general meeting of the Company to be held at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233 on 24 February 2025 at 4 p.m. to seek the approval of Shareholders for the Ordinary Resolution, notice of which is set out on pages N-1 to N-3 of this Circular
<b>“General Share Issue Mandate”</b>	:	The general share issue mandate as approved by Shareholders of the Company at the 2024 AGM, which granted the authority to the Directors to, from the date of the

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## DEFINITIONS

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2024 AGM 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 carried or revoked by the Company in a general meeting, whichever is the earlier:

- (a) issue and allot new shares in the capital of the Company whether by way of rights, bonus 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) warrants, debentures or other instruments convertible into Shares,

provided that the aggregate number of Shares (including Shares to be made in pursuance of Instruments) which may be allotted and issued, shall not exceed 100.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which the total number of Shares (including Shares to be made in pursuance of Instruments, made or granted pursuant to the General Share Issue Mandate) which may be allotted and issued other than on a pro-rata basis, shall not exceed 50.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, as more particularly set out in resolution 6 of the Notice of 2024 AGM

“ <b>Group</b> ”	:	The Company and its subsidiaries
“ <b>Latest Practicable Date</b> ”	:	18 January 2025, being the latest practicable date prior to the finalisation and issue of this Circular
“ <b>Notice of 2024 AGM</b> ”	:	The notice of the 2024 AGM dated 11 September 2024
“ <b>Notice of EGM</b> ” or “ <b>Notice of Extraordinary General Meeting</b> ”	:	The notice of the EGM which is set out in pages N-1 to N-3 of this Circular
“ <b>Ordinary Resolution</b> ”	:	The ordinary resolution as set out in the Notice of EGM
“ <b>Proposed Revocation of the General Share Issue Mandate</b> ”	:	The proposed revocation of the General Share Issue Mandate
“ <b>Proxy Form</b> ”	:	The proxy form in respect of the EGM which is set out in pages P-1 to P-2 of this Circular
“ <b>Register of Members</b> ”	:	The register of members of the Company
“ <b>Request Form</b> ”	:	The request form to request for printed copies of this Circular
“ <b>Requisition Announcement</b> ”	:	Has the meaning ascribed to it in section 1.1 ( <i>Timeline of events leading up to the convening of the Extraordinary General Meeting</i> ) of this Circular
“ <b>Requisition Notices</b> ”	:	Has the meaning ascribed to it in section 1.1 ( <i>Timeline of events leading up to the convening of the Extraordinary General Meeting</i> ) of this Circular

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## DEFINITIONS

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“ <b>Requisitioning Shareholders</b> ”	:	Has the meaning ascribed to it in section 1.1 ( <i>Timeline of events leading up to the convening of the Extraordinary General Meeting</i> ) of this Circular
“ <b>Securities Account</b> ”	:	A securities account maintained by a Depositor with CDP (but does not include a securities sub-account maintained with a Depository Agent)
“ <b>Securities and Futures Act</b> ”	:	Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“ <b>SGX-ST</b> ”	:	Singapore Exchange Securities Trading Limited
“ <b>SGXNet</b> ”	:	A broadcast network utilised by companies listed on the SGX-ST for the purposes of sending information (including announcements) to the SGX-ST (or any other broadcast or system networks prescribed by the SGX-ST)
“ <b>Shareholders</b> ”	:	Registered holders of ordinary shares in the capital of the Company, except where the registered holder is CDP, in which case the term “ <b>Shareholders</b> ” shall in relation to such Shares mean the Depositors whose Securities Accounts maintained with CDP are credited with Shares
“ <b>Shares</b> ”	:	Ordinary share(s) in the share capital of the Company
“ <b>Sponsor</b> ”	:	SAC Capital Private Limited
“ <b>SRS</b> ”	:	Supplementary Retirement Scheme
“ <b>SRS Investors</b> ”	:	Investors who have previously purchased Shares under the SRS
“ <b>SRS Operators</b> ”	:	Agent banks approved by CPF under the SRS
“ <b>Substantial Shareholder</b> ”	:	Shall have the meaning ascribed to it in Section 81 of the Companies Act and Section 2(4) of the Securities and Futures Act, being a person who:  (a) has an interest or interests in one (1) or more voting Shares in the Company; and  (b) the total votes attached to that Share, or those Shares, is not less than 5.0% of the total votes attached to all the voting Shares in the Company

### *Currencies, Units and Others*

“%” or “ <b>per cent.</b> ”	:	Per centum or percentage
“ <b>S\$</b> ”, “ <b>SGD</b> ” or “ <b>cents</b> ”	:	Singapore dollars or cents, being the lawful currency of Singapore

The terms “**Depositor**”, “**Depository Agent**” and “**Depository Register**” shall have the respective meanings ascribed to them in Section 81SF of the Securities and Futures Act and the terms “**subsidiary**” and “**related corporations**” shall have the meanings ascribed to them respectively in the Companies Act.

Words importing the singular shall, where applicable, include the plural and vice versa and words importing the masculine gender shall, where applicable, include the feminine and neuter gender and

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## DEFINITIONS

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vice versa. References to persons shall, where applicable, include firms, corporations and other entities. Any reference in this Circular to any enactment is a reference to that statute or enactment for the time being amended or re-enacted up to the Latest Practicable Date. Any term defined under the Companies Act, the Securities and Futures Act, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Securities and Futures Act, the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise provided.

Any reference in this Circular to “**Rule**” or “**Chapter**” is a reference to the relevant rule or chapter in the Catalist Rules as for the time being, unless otherwise stated.

Any discrepancies in the tables included herein between the amounts in the columns of the tables and the totals thereof and relevant percentages (if any) 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 to a time of day in this Circular shall be a reference to Singapore time unless otherwise stated.

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

Morgan Lewis Stamford LLC has been appointed as the legal adviser to the Company as to Singapore law in relation to this Circular.

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## LETTER TO SHAREHOLDERS

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**TOTM TECHNOLOGIES LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 201506891C)

**Directors:**

Mr. Phang Yew Kiat (Independent Non-Executive Chairman)  
Mr. Irawan Mulyadi (Executive Director and Chief Executive Officer)  
Mr. Prunier Pierre Olivier Marc Yves (Executive Director)  
Mr. Aw Eng Hai (Independent Director)  
Mr. Diaz Hendropriyono (Independent Director)  
Mr. Dhanie Tri Indrasto (Non-Executive Director)

**Registered Office:**

47 Scotts Road, #02-03/04, Goldbell Towers, Singapore 228233

21 January 2025

To: **Shareholders of Totm Technologies Limited**

Dear Shareholders,

**THE REQUISITION FOR A MEETING OF THE SHAREHOLDERS PURSUANT TO SECTION 176 OF THE COMPANIES ACT 1967 OF SINGAPORE, FOR THE REVOCATION OF THE GENERAL SHARE ISSUE MANDATE OF THE COMPANY WITH EFFECT FROM THE DATE OF THE EXTRAORDINARY GENERAL MEETING**

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### 1. INTRODUCTION

#### 1.1. Timeline of events leading up to the convening of the Extraordinary General Meeting

On 26 September 2024, the Company held its annual general meeting for the financial year ended 31 May 2024 (the “**2024 AGM**”). Pursuant thereto, the Shareholders of the Company approved the General Share Issue Mandate.

On 31 December 2024, the Company released an announcement (the “**Requisition Announcement**”) stating that it had received notices dated 31 December 2024 (the “**Requisition Notices**”) issued by Mr. Khoo Thomas Clive and Mr. Wong Hong Eng, being Shareholders who collectively hold not less than 10.0% of the total number of paid-up Shares of the Company (the “**Requisitioning Shareholders**”).

In the Requisition Notices, the Requisitioning Shareholders requested for the Board of Directors of the Company to proceed to duly convene an extraordinary general meeting as soon as practicable, pursuant to Section 176 of the Companies Act for the purposes of, considering and if deemed fit, the following ordinary resolution: “*That the general authority of the Board of Directors of the Company to issue shares in the Company, as approved by the shareholders of the Company at the annual general meeting held on 26 September 2024, be and is hereby rescinded with effect from the date of this Extraordinary General Meeting*”. Copies of the Requisition Notices are enclosed to this Circular as the **Appendix**.

Pursuant to Section 176 of the Companies Act, among others:

- (a) the directors of a company, despite anything in its constitution, must, on the requisition of members holding at the date of the deposit of the requisition not less than 10.0% of the total number of paid-up shares as at the date of the deposit carries the right of voting at general meetings or, in the case of a company not having a share capital, of members representing not less than 10% of the total voting rights of all members having at that date a right to vote at

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## LETTER TO SHAREHOLDERS

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general meetings, immediately proceed duly to convene an extraordinary general meeting of the company to be held as soon as practicable but in any case not later than two (2) months after the receipt by the company of the requisition; and

- (b) if the directors do not within 21 days after the date of the deposit of the requisition proceed to convene a meeting, the requisitionists, or any of them representing more than 50.0% of the total voting rights of all of them, may themselves, in the same manner as nearly as possible as that in which meetings are to be convened by directors convene a meeting, but any meeting so convened must not be held after the expiration of three (3) months from that date.

On 10 January 2025, the Company subsequently announced that it has verified the validity of the Requisition Notices and the collective shareholdings of the Requisitioning Shareholders and will be proceeding to convene the Extraordinary General Meeting further to the Requisitioning Shareholders' request in the Requisition Notices to vote on the resolution as set out in the Requisition Notices.

### 1.2. Purpose of Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to the Ordinary Resolution to be tabled at the Extraordinary General Meeting and for the benefit of Shareholders so that Shareholders can make an informed decision relating to the Ordinary Resolution at the Extraordinary General Meeting. Shareholders' approval will be sought at the Extraordinary General Meeting to be convened and held, notice of which is set out on pages N-1 to N-3 of this Circular.

### 1.3. Disclaimer

The SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made, or reports contained in this Circular. If a Shareholder is in any doubt as to the course of action he/she/it should take, he/she/it should consult his/her/its bank manager, stockbroker, solicitor, accountant, tax adviser or other professional adviser immediately.

## 2. THE REQUISITION

### 2.1. Introduction

As announced in the Requisition Announcement, the Requisitioning Shareholders have requested for the Board of Directors of the Company to proceed to duly convene an extraordinary general meeting as soon as practicable, pursuant to Section 176 of the Companies Act for the purposes of, considering and if deemed fit, the following ordinary resolution: *"That the general authority of the Board of Directors of the Company to issue shares in the Company, as approved by the shareholders of the Company at the annual general meeting held on 26 September 2024, be and is hereby rescinded with effect from the date of this Extraordinary General Meeting"*.

Further, the Requisitioning Shareholders specified in the Requisition Notices that *"until the EGM has been convened and the ordinary resolution proposed above has been voted on by the members of the Company, the Company and the Board of Directors should refrain from any further issuance of shares and/or any issuance of instruments that may result in an issue of shares prior to the conclusion of the EGM."*

As at the Latest Practicable Date, no new Shares and/or Instruments have been issued under the General Share Issue Mandate.



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## LETTER TO SHAREHOLDERS

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### 2.2. Rationale

Based on the Requisition Notices, the Requisitioning Shareholders provided the following rationale:

*“We are of the view that it is not in the interest of the Company and its members that the growing of any of the Group’s businesses be funded by way of an issuance of new shares in the Company. In particular, we are of the view that:*

- (a) *There could be better cashflow for the Company as a result of “its recent cost-cutting measures, better cash collection process and expected improvement on the overall FY2005<sup>1</sup> performance” as announced by the Company on 10 September 2024 “Corporate and Business Update”.*
- (b) *There could be an issue of the Company’s shares to acquire companies which could be of benefit to any of the Directors as suggested by a post on 5 November 2024 at 4.25 p.m. in the Share Junction stock forum. The contributor of that post mrtan888 stated amongst other things “Looks like the directors want to set up deals with companies where they already got positions or benefit from”.*
- (c) *Any issue of shares at this stage is not in the interest of the members of the Company as the share price of the Company as the close of trading on the market day falling immediately before the date of this Notice was SGD0.031, which is more than a 90% drop from its high in 2022. It is also currently trading below its net asset value of 4.29 cents, as stated in TOTM’s annual report 2024.”*

Shareholders should note that the above rationale has been extracted in entirety from the Requisition Notices and reproduced in this Circular. The Board and the Company have not independently verified the accuracy and/or correctness of the statements made and the responsibility of the Board and the Company is limited to the proper extraction and reproduction herein in the context that the information is being disclosed in this Circular.

### 2.3. Board’s views on the Requisition Notices

The Board has reviewed the Requisition Notices and believes that the Proposed Revocation of the General Share Issue Mandate is not in the best interest of the Company and its Shareholders, and therefore strongly recommend that Shareholders vote against the resolution.

The General Share Issue Mandate:

- (i) provides an avenue of raising funds expeditiously, ensuring that the Group is able to tap into the secondary fund-raising market where necessary in order to strengthen its financial position and to ensure that the Group has sufficient financial resources to support its the ongoing operations or expansion plans; and
- (ii) provides the Group with flexibility when embarking on strategic corporate initiatives, including mergers and acquisitions by allowing the Company’s Shares to be used as a medium of consideration.

Without the General Share Issue Mandate, the ability of the Group to undertake fund-raising activities or corporate actions involving the allotment and issue of its Shares will be impeded and likely protracted. This may deprive the Group of the ability to act swiftly in response to favorable market conditions or business opportunities.

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<sup>1</sup> The Board of Directors believe this is a typographical error which should reference “FY2025” instead.

## LETTER TO SHAREHOLDERS

Notwithstanding, the Board recognises that it is the right of Shareholders to requisition an EGM of the Company under Section 176 of the Companies Act and the Board has therefore convened the EGM in accordance with the Requisitioning Shareholders' right.

### 3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

#### 3.1. Interests in Shares

As at the Latest Practicable Date, the interests of the Directors and the Substantial Shareholders in the Shares of the Company, as recorded in the Register of Directors' Shareholdings and the Register of Substantial Shareholders kept by the Company respectively, are as follows:

	Direct Interest		Deemed Interest		Total Interest		
	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>	Number of Shares	% <sup>(1)</sup>	
<b>Directors</b>							
Phang Yew Kiat	-	-	-	-	-	-	
Irawan Mulyadi	24,184,397	1.77	-	-	24,184,397	1.77	
Prunier Pierre Olivier Marc Yves	-	-	164,974,300 <sup>(2)</sup>	12.09	164,974,300	12.09	
Aw Eng Hai	-	-	-	-	-	-	
Diaz Hendropriyono	-	-	-	-	-	-	
Dhanie Tri Indrasto	20,088,299	1.47	-	-	20,088,299	1.47	
<b>Substantial Shareholders (other than Directors)</b>							
Hing Chow Yuen	80,104,800	5.87	-	-	80,104,800	5.87	
Khoo Thomas Clive	100,355,100	7.35	-	-	100,355,100	7.35	

**Notes:**

- (1) Based on 1,364,990,616 Shares in the total issued and paid-up share capital of the Company, excluding nil treasury shares and nil subsidiary holdings, as at the Latest Practicable Date.
- (2) Mr. Prunier Pierre Olivier Marc Yves is deemed to be interested in 164,974,300 Shares registered in the name of a nominee account of DBS Nominees Pte. Ltd.

#### 3.2. Interests in share options

As at the Latest Practicable Date, the interests of the Directors and the Substantial Shareholders in the share options granted by the Company are as follows:

## LETTER TO SHAREHOLDERS

	Direct Interest		Deemed Interest		Total Interest	
	Number of share options <sup>(1)</sup>	Number of Shares that may be issued from the exercise of the share options	Number of share options <sup>(1)</sup>	Number of Shares that may be issued from the exercise of the share options	Number of share options <sup>(1)</sup>	Number of Shares that may be issued from the exercise of the share options
<b>Directors<sup>(2)</sup></b>						
Phang Yew Kiat	-	-	-	-	-	-
Irawan Mulyadi	5,000,000	5,000,000	-	-	5,000,000	5,000,000
Prunier Pierre Olivier Marc Yves	13,200,000	13,200,000	-	-	13,200,000	13,200,000
Aw Eng Hai	1,000,000	1,000,000	-	-	1,000,000	1,000,000
Diaz Hendropriyono	-	-	-	-	-	-
Dhanie Tri Indrasto	4,000,000	4,000,000	-	-	4,000,000	4,000,000

**Notes:**

- (1) The share options were granted pursuant to the Company's Employee Share Option Scheme which was approved and adopted by Shareholders of the Company at an extraordinary general meeting held on 30 September 2021.
- (2) No Substantial Shareholders (who are not Directors) have any interest in any share options of the Company.

3.3. None of the Directors and the Substantial Shareholders have any interest, direct or indirect, in the Proposed Revocation of the General Share Issue Mandate other than through their respective shareholdings in the Company, if any.

#### 4. DIRECTORS' RECOMMENDATION

The Extraordinary General Meeting has been convened by the Company on the requisition of the Requisitioning Shareholders pursuant to Section 176 of the Companies Act.

The Directors urge the Shareholders to carefully consider this Circular, and to cast their votes in the best interests of the Company and the Shareholders.

#### 5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-3 of this Circular, will be held at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233 on 24 February 2025 at 4 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the Ordinary Resolution as set out in the Notice of EGM.

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## LETTER TO SHAREHOLDERS

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### 6. ACTION TO BE TAKEN BY SHAREHOLDERS

#### 6.1. Questions

Shareholders who wish to submit substantial and relevant written questions relating to resolutions as set out in this Notice of EGM in advance of the EGM may do so in the following manner:

- (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233;
- (b) via email to the Company at [ir@totmtechnologies.com](mailto:ir@totmtechnologies.com),

in either case, all written questions must be submitted to the Company by **4 p.m. on 28 January 2025**.

When sending in questions to the Company, either by post or email, please also provide the following details: (i) full name; (ii) correspondence address; and (iii) the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS and/or scrip).

CPFIS Investors and SRS Investors should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM by publishing the responses to such questions on the Company's website and the SGXNet before **6 p.m. on 18 February 2025** (not less than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms). If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

The Company will publish the minutes of the EGM on SGXNet at the URL: <https://www.sgx.com/securities/company-announcements> within one (1) month from the date of EGM, and the minutes will include the responses to substantial and relevant questions from Shareholders which are addressed during the EGM.

#### 6.2. Proxy Form

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy(ies) to attend, speak and vote on his/her/its behalf, he/she/it should complete, sign and return the Proxy Form in the following manner:

- (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
- (b) via email to the Company at [proxy@totmtechnologies.com](mailto:proxy@totmtechnologies.com),

in either case, by **4 p.m. on 21 February 2025** (not less than 72 hours before the time appointed for holding the EGM).

A Shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is despatched to him/her/it by post. Alternatively, he/she/it may download a copy of the Proxy Form from the Company's website at the URL: <https://totmtechnologies.com> or SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>.

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## LETTER TO SHAREHOLDERS

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After completing and signing the Proxy Form, he/she/it should submit it to the Company, either (i) by post, or (ii) scan and send it electronically via email, to the addresses provided above.

The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised. Where the Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with the Proxy Form, failing which the Proxy Form may be treated as invalid.

The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one (1) Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by CDP to the Company.

Investors holding shares through relevant intermediaries should approach their Relevant Intermediaries (which would include, in the case of CPFIS Investors and SRS Investors, his/her CPF Agent Banks or SRS Operators). An investor who wishes to vote should approach his/her relevant intermediary as soon as possible to specify his/her voting instructions.

CPFIS Investors and SRS Investors:

- (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; and
- (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,

in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least seven (7) Business Days before the EGM (i.e. by **4 p.m. on 13 February 2025**), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by **4 p.m. on 21 February 2025** (being not less than 72 hours before the time appointed for holding the EGM).

### 6.3. Circular, Notice of EGM, Proxy Form and Request Form

This Circular (including the Notice of EGM and the Proxy Form) may be accessed on the Company's website at the URL: <https://totmtechnologies.com> and SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>. A printed copy of this Circular will NOT be despatched to Shareholders unless requested by the Shareholders via the submission of the Request Form. The printed copies of the Notice of EGM, the Proxy Form and the Request Form have been despatched to Shareholders and are also available on the Company's website and SGXNet.

To receive a printed copy of the Circular, please complete and return the Request Form to the Company by no later than **17 February 2025** in the following manner: (a) post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or (b) via email to the Company at [ir@totmtechnologies.com](mailto:ir@totmtechnologies.com). A printed copy of the Circular will then be sent to the address specified by the Shareholder in the Request Form at his/her/its own risk.

**7. 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 Requisition Notices and the Proposed Revocation of the General Share Issue Mandate, the Company and its subsidiaries, 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.

**8. DOCUMENTS FOR INSPECTION**

Copies of the following documents may be inspected at the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233 during normal business hours from 9.00 a.m. to 5.00 p.m. for three (3) months from the date of this Circular:

- (a) the Constitution;
- (b) the Requisition Notices.

Shareholders who wish to inspect these documents at the registered office of the Company are required to send an email request to [ir@totmtechnologies.com](mailto:ir@totmtechnologies.com) to make an appointment in advance. The Company will arrange a date when each shareholder can come to the registered office to inspect accordingly.

Yours faithfully

For and on behalf of the Board of Directors of  
**TOTM TECHNOLOGIES LIMITED**

**Mr. Irawan Mulyadi**  
Chief Executive Officer and Executive Director

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## APPENDIX – REQUISITION NOTICES

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Date: 31 December 2014

The Board of Directors  
TOTM Technologies Limited  
47 Scotts Road #02-03/04  
Singapore 228233

Dear Sirs

**REQUISITION NOTICE – CONVENING OF AN EXTRAORDINARY GENERAL MEETING OF TOTM TECHNOLOGIES LIMITED (THE "COMPANY") PURSUANT TO SECTION 176 OF THE COMPANIES ACT (CAP 50, 2020 REV ED) (THE "ACT")**

### A. Requisition

1. Pursuant to section 176 of the Act, we, the undersigned, being members of the Company holding in aggregate, as at the date of this requisition notice (this "Notice"), not less than 10% of the total number of paid-up shares of the Company carrying the right of voting at general meetings, require that the Board of Directors of the Company immediately proceed to duly convene an extraordinary general meeting of the Company ("EGM") to be held as soon as practicable.

### B. Objects of the EGM

2. The object of the EGM is for the members of the Company to consider, and if thought fit, pass the following resolution as an ordinary resolution:

#### *Ordinary Resolution 1*

That the general authority of the Board of Directors of the Company to issue shares in the Company, as approved by the shareholders of the Company at the annual general meeting held on 26 September 2024, be and is hereby rescinded with effect from the date of this Extraordinary General Meeting.

### C. Rationale for requisition

3. We are of the view that it is not in the interest of the Company and its members that the growing of any of the Group's businesses be funded by way of an issuance of new shares in the Company. In particular, we are of the view that:
  - (a) There could be better cashflow for the Company as a result of "its recent cost-cutting measures, better cash collection process and expected improvement on the overall FY2005 performance" as announced by the Company on 10 September 2024 "Corporate and Business Update".
  - (b) There could be an issue of the Company's shares to acquire companies which could be of benefit to any of the Directors as suggested by a post on 5 November 2024 at 4.25 pm in the Share Junction stock forum. The contributor of that post mrtan888 stated amongst other things "Looks like the directors want to set up deals with companies where they already got positions or benefit from".
  - (c) Any issue of shares at this stage is not in the interest of the members of the Company as the share

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## APPENDIX – REQUISITION NOTICES

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price of the Company at the close of trading on the market day falling immediately before the date of this Notice was SGD 30.031, which is more than a 90% drop from its high in 2022. It is also currently also trading below its net asset value of 4.29 cents per share, as stated in TOTM's annual report 2024.

4. Until the EGM has been convened and the ordinary resolution proposed above has been voted on by the members of the Company, the Company and the Board of Directors should refrain from any further issuance of shares and/or any issuance of instruments that may result in an issue of shares prior to the conclusion of the EGM.



Name: Mr Khoo Thomas Clive  
Total Shares Held in CDP: 97,366,900

Copy:

Catalist Sponsor  
Ms Charmain Lim  
SAC Capital Private Limited  
1 Robinson Road  
#21-00 AIA Tower  
Singapore 048542

Ms Sim Yok Teng  
Company Secretary  
Opal Lawyers LLC  
30 Cecil Street #10-01/02  
Prudential Tower  
Singapore 049712

Singapore Exchange Regulation Pte. Ltd.  
2 Shenton Way #02-02  
SGX Centre 1  
Singapore 068804



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## APPENDIX – REQUISITION NOTICES

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Date: 31 December 2024

The Board of Directors  
TOTM Technologies Limited  
47 Scotts Road #02-03/04  
Singapore 228233

Dear Sirs

**REQUISITION NOTICE – CONVENING OF AN EXTRAORDINARY GENERAL MEETING OF TOTM TECHNOLOGIES LIMITED (THE "COMPANY") PURSUANT TO SECTION 176 OF THE COMPANIES ACT (CAP 50, 2020 REV ED) (THE "ACT")**

### A. Requisition

1. Pursuant to section 176 of the Act, we, the undersigned, being members of the Company holding in aggregate, as at the date of this requisition notice (this "**Notice**"), not less than 10% of the total number of paid-up shares of the Company carrying the right of voting at general meetings, require that the Board of Directors of the Company immediately proceed to duly convene an extraordinary general meeting of the Company ("**EGM**") to be held as soon as practicable.

### B. Objects of the EGM

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#### **Ordinary Resolution 1**

That the general authority of the Board of Directors of the Company to issue shares in the Company, as approved by the shareholders of the Company at the annual general meeting held on 26 September 2024, be and is hereby rescinded with effect from the date of this Extraordinary General Meeting.

### C. Rationale for requisition

3. We are of the view that it is not in the interest of the Company and its members that the growing of any of the Group's businesses be funded by way of an issuance of new shares in the Company. In particular, we are of the view that:
  - (a) There could be better cashflow for the Company as a result of "its recent cost-cutting measures, better cash collection process and expected improvement on the overall FY2005 performance" as announced by the Company on 10 September 2024 "Corporate and Business Update".
  - (b) There could be an issue of the Company's shares to acquire companies which could be of benefit to any of the Directors as suggested by a post on 5 November 2024 at 4.25 pm in the Share Junction stock forum. The contributor of that post mrtan888 stated amongst other things "Looks like the directors want to set up deals with companies where they already got positions or benefit from".
  - (c) Any issue of shares at this stage is not in the interest of the members of the Company as the share

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## APPENDIX – REQUISITION NOTICES

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price of the Company at the close of trading on the market day falling immediately before the date of this Notice was SGD 60.031, which is more than a 90% drop from its high in 2022. It is also currently also trading below its net asset value of 4.29 cents per share, as stated in TOTM's annual report 2024.

4. Until the EGM has been convened and the ordinary resolution proposed above has been voted on by the members of the Company, the Company and the Board of Directors should refrain from any further issuance of shares and/or any issuance of instruments that may result in an issue of shares prior to the conclusion of the EGM.



Name: Mr Wong Hong Eng

Total Shares Held in CDP: 20,850,000

Fast Financial Pte Ltd @ 15/11/2024: 42,726,800

Total: 63,576,800

Copy:

Catalist Sponsor  
Ms Charmain Lim  
SAC Capital Private Limited  
1 Robinson Road  
#21-00 AIA Tower  
Singapore 048542

Ms Sim Yok Teng  
Company Secretary  
Opal Lawyers LLC  
30 Cecil Street #10-01/02  
Prudential Tower  
Singapore 049712

Singapore Exchange Regulation Pte. Ltd.  
2 Shenton Way #02-02  
SGX Centre 1  
Singapore 068804

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**NOTICE OF EXTRAORDINARY GENERAL MEETING**

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**TOTM TECHNOLOGIES LIMITED**  
(Company Registration No. 201506891C)  
(Incorporated in the Republic of Singapore)

**NOTICE IS HEREBY GIVEN THAT** an extraordinary general meeting (the “**EGM**”) of Totm Technologies Limited (the “**Company**”) will be held at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233 on **24 February 2025, at 4 p.m.** for the purpose of considering and, if thought fit, passing the following ordinary resolution:

*Please refer to the paragraph titled “IMPORTANT INFORMATION” below for details.*

*All capitalised terms in this Notice of EGM which are not defined herein shall have the same meaning as ascribed to them in the Company's circular dated 21 January 2025 (the “**Circular**”).*

**AS ORDINARY RESOLUTION:**

**THE PROPOSED REVOCATION OF THE GENERAL SHARE ISSUE MANDATE**

**THAT** the General Share Issue Mandate as approved by the Shareholders at the 2024 AGM, be revoked with immediate effect upon the passing of this Ordinary Resolution.

By Order of the Board  
**TOTM TECHNOLOGIES LIMITED**

**Ms. Sim Yok Teng**  
Company Secretary  
21 January 2025

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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### **IMPORTANT INFORMATION**

1. All Shareholders of the Company are invited to attend the EGM physically. **There will be no option for Shareholders to participate virtually.** Printed copies of this Notice of EGM and the Proxy Form will be despatched to Shareholders. These documents together with the Circular may be accessed on the Company's website at the URL: <https://totmtechnologies.com> and SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>.
2. A Shareholder who wishes to request a printed copy of the Circular may do so by completing and returning the Request Form which is despatched to him/her/it, by **17 February 2025**:
  - (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
  - (b) via email to the Company at [ir@totmtechnologies.com](mailto:ir@totmtechnologies.com).

### **Submission of written questions in advance of the EGM:**

3. Shareholders who wish to submit substantial and relevant written questions relating to resolutions as set out in this Notice of EGM in advance of the EGM may do so in the following manner:
  - (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
  - (b) via email to the Company at [ir@totmtechnologies.com](mailto:ir@totmtechnologies.com).in either case, all written questions must be submitted to the Company by **4 p.m. on 28 January 2025**.

When sending in questions to the Company, either by post or email, please also provide the following details: (i) full name; (ii) correspondence address; and (iii) the manner in which the Shares are held (e.g. via CDP, CPFIS, SRS and/or scrip).

CPFIS Investors and SRS Investors should approach their CPF Agent Banks/SRS Operators to submit their questions based on the abovementioned instructions.

4. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM by publishing the responses to such questions on the Company's website and the SGXNet before **6 p.m. on 18 February 2025** (not less than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms). If substantial and relevant written questions are submitted after the abovementioned cut-off time, they will be addressed during the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed.

### **Submission of Proxy Form:**

5. A Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies, to attend and vote on his/her/its behalf, save that no such limit shall be imposed on the number of proxies appointed by Shareholders which are nominee companies.
6. Where a Shareholder appoints two (2) proxies, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
7. A Shareholder (who is a Relevant Intermediary) is entitled to appoint more than two (2) proxies to attend and vote at the EGM. He/she/it shall specify in the proxy form the proportion of his/her/its shares (expressed as a percentage of the whole) to be represented by each proxy.

"**Relevant intermediary**" shall have the meaning ascribed to it in Section 181 of the Companies Act.

8. A proxy need not be a Shareholder of the Company. A Shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.
9. The Proxy Form, duly executed, must be submitted to the Company in the following manner:
  - (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
  - (b) via email to the Company at [proxy@totmtechnologies.com](mailto:proxy@totmtechnologies.com).

in either case, by **4 p.m. on 21 February 2025** (not less than 72 hours before the time appointed for holding the EGM).

10. A Shareholder who wishes to submit a Proxy Form can use the printed copy of the Proxy Form which is despatched to him/her/it by post. Alternatively, he/she/it may download a copy of the Proxy Form from the Company's website at the URL: <https://totmtechnologies.com> or SGXNet at the URL: <https://www.sgx.com/securities/company-announcements>.

After completing and signing the Proxy Form, he/she/it should submit it to the Company, either (i) by post, or (ii) scan and send

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## NOTICE OF EXTRAORDINARY GENERAL MEETING

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it electronically via email, to the addresses provided above.

11. CPFIS Investors and SRS Investors:

- (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; and
- (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,

in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least seven (7) Business Days before the EGM (i.e. by **4 p.m. on 13 February 2025**), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by **4 p.m. on 21 February 2025** (being not less than 72 hours before the time appointed for holding the EGM).

12. The Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
13. The Company shall be entitled to reject a Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the Proxy Form (such as in the case where the appointor submits more than one (1) Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject a Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by CDP to the Company.

### **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 Shareholder of the Company (a) consents to the collection, use and disclosure of the Shareholder's and his/her/its proxy(ies)'s or representative(s)'s personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) 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) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"); (b) warrants that where the Shareholder discloses the personal data of the Shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder has obtained the prior express 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 (c) agrees that the Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder's breach of warranty. The Shareholder's personal data and his/her/its proxy(ies)'s and/or representative(s)'s personal data may be disclosed or transferred by the Company to its subsidiaries, its share registrar and/or other agents or bodies for any of the Purposes, and retained for such period as may be necessary for the Company's verification and record purposes. Photographic, sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a Shareholder of the Company and/or his/her/its proxy(ies) or representative(s) (such as his/her/its name, his/her/its presence at the EGM and any questions he/she/it may raise or motions he/she/it proposes/seconds) may be recorded by the Company for such purpose.

*This Notice of EGM has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and the SGX-ST assumes no responsibility for the contents of this Notice of EGM, including the correctness of any of the statements or opinions made or reports contained in this Notice of EGM.*

*The contact person for the Sponsor is Ms. Charmian Lim (telephone no.: (65) 6232 3210) at 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.*

*This page has been intentionally left blank.*

**PROXY FORM**

<p><b>TOTM TECHNOLOGIES LIMITED</b> (Company Registration No. 201506891C) (Incorporated in the Republic of Singapore)</p> <p><b>PROXY FORM EXTRAORDINARY GENERAL MEETING</b> <i>(Please see notes overleaf before completing this Proxy Form)</i></p>	<p><b>IMPORTANT:</b></p> <p>1. CPFIS Investors and SRS Investors:                  (a) may vote at the EGM if they are appointed as proxies by their respective CPF Agent Banks and/or SRS Operators (as the case may be), and should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) if they have any queries regarding their appointment as proxies; or                  (b) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM,                  in which case they should approach their respective CPF Agent Banks and/or SRS Operators (as the case may be) to submit their votes at least seven (7) Business Days before the EGM (i.e. by <b>4 p.m. on 13 February 2025</b>), in order to allow sufficient time for their respective CPF Agent Banks and/or SRS Operators to in turn submit a Proxy Form to vote on their behalf by <b>4 p.m. on 21 February 2025</b> (being not less than 72 hours before the time appointed for holding the EGM).</p> <p>2. This Proxy Form is not valid for use by CPFIS Investors and SRS Investors and shall be ineffective for all intents and purported to be used by them.</p>		
*I/We,	(Full Name)	(NRIC / Passport / Company Registration* Number)	
of	(Address)		
being a shareholder/shareholders* of <b>TOTM TECHNOLOGIES LIMITED</b> (the “Company”), hereby appoint:			
<b>Name:</b>	<b>Address:</b>	<b>NRIC / Passport Number</b>	<b>Proportion of Shareholding</b>
			<b>No of Shares</b> <b>%</b>
and/or*			
<b>Name:</b>	<b>Address:</b>	<b>NRIC / Passport Number</b>	<b>Proportion of Shareholding</b>
			<b>No of Shares</b> <b>%</b>
<p>or if no proxy is named, the Chairman of the EGM as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the EGM of the Company to be at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233 on 24 February 2025 at 4 p.m., and at any adjournment thereof.</p> <p>I/We* direct my/our* proxy/proxies* to vote for, vote against or abstain from voting on the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies* will vote or abstain from voting at his/her/their* discretion, as he/her/they* will on any other matter arising at the EGM and at any adjournment thereof.</p>			

The resolution put to the vote at the EGM shall be decided by way of poll.

Ordinary Resolution relating to:	No. of Votes For <sup>(1)</sup>	No. of Votes Against <sup>(1)</sup>	No. of Votes Abstain <sup>(1)</sup>
The Proposed Revocation of the General Share Issue Mandate			

(1) Please indicate your vote “For” or “Against” or “Abstain” with a tick [✓] within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing the Chairman of

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## PROXY FORM

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the EGM not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this                      day of                      2025

\_\_\_\_\_  
Signature(s) of Shareholder(s)  
or Common Seal of Corporate Shareholder

Total Number of Shares in:	No. of shares
(a) CDP Register	
(b) Register of Members	

\* Delete where inapplicable

### Notes:

1. If the Shareholder has shares entered against his/her/its name in the Depository Register, he/she/it should insert that number of shares. If the Shareholder has shares registered in his/her/its name in the Register of Members, he/she/it should insert that number of shares. If the Shareholder has shares entered against his/her/its name in the Depository Register and registered in his/her/its name in the Register of Members, he/she/it should insert the aggregate number of shares. If no number is inserted, this Proxy Form will be deemed to relate to all the shares held by the Shareholder.
2. A Shareholder of the Company entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies, to attend and vote on his/her/its behalf, save that no such limit shall be imposed on the number of proxies appointed by Shareholders which are nominee companies.
3. Where a Shareholder appoints two (2) proxies, he/she/it shall specify the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
4. A Shareholder (who is a Relevant Intermediary) is entitled to appoint more than two (2) proxies to attend and vote at the EGM. He/she/it shall specify in the proxy form the proportion of his/her/its shares (expressed as a percentage of the whole) to be represented by each proxy.  
  
"Relevant intermediary" shall have the meaning ascribed to it in Section 181 of the Companies Act.
5. A proxy need not be a Shareholder of the Company. A Shareholder can appoint the Chairman of the EGM as his/her/its proxy, but this is not mandatory.
6. This Proxy Form, duly executed, must be submitted to the Company in the following manner:
  - (a) by post to the registered office of the Company at 47 Scotts Road, #02-03/04 Goldbell Towers, Singapore 228233; or
  - (b) via email to the Company at [proxy@totmtechnologies.com](mailto:proxy@totmtechnologies.com),in either case, by **4 p.m. on 21 February 2025** (not less than 72 hours before the time appointed for holding the EGM).
7. This Proxy Form must be signed by the appointor or his/her attorney duly authorised in writing or, if the appointor is a corporation, it must be executed either under its common seal or signed by its attorney or officer duly authorised.
8. Where this Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney or a notarially certified copy thereof (failing previous registration with the Company) must be lodged with this Proxy Form, failing which this Proxy Form may be treated as invalid.
9. A corporation which is a Shareholder may authorise by a resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM in accordance with Section 179 of the Companies Act.
10. The Company shall be entitled to reject this Proxy Form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on this Proxy Form (such as in the case where the appointor submits more than one (1) Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject this Proxy Form if the Shareholder, being the appointor, is not shown to have Shares entered against his/her/its name in the Depository Register as at 72 hours before the time appointed for holding the EGM as certified by CDP to the Company.

### Personal data privacy:

By submitting this Proxy Form, the Shareholder is deemed to have accepted and agreed to the personal data privacy terms set out in the Notice of EGM of the Company dated 21 January 2025.