

## NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an extraordinary general meeting (“**EGM**” or the “**Meeting**”) of TOTM Technologies Limited (the “**Company**”) will be held at 39 Scotts Road, Level 2, Topaz & Opal Room, Sheraton Towers Hotel, Singapore 228230 on Thursday, 12 March 2026 at 3.00 p.m. for the purpose of considering, and if thought fit, passing (with or without any modification) the following ordinary resolution as set out below:

Unless otherwise defined, all capitalised terms used in this notice of EGM shall bear the same meanings as ascribed to them in the circular to shareholders of the Company dated 25 February 2026 (the “**Circular**”).

### ORDINARY RESOLUTION:

#### **RESOLUTION 1: PROPOSED DIVERSIFICATION OF THE GROUP’S EXISTING CORE BUSINESS TO INCLUDE THE NEW BUSINESS**

That:

- (a) approval be and is hereby given for the diversification by the Group of its Existing Core Business to include the development, commercialisation, investment, and operation of businesses and solutions relating to emerging technology sectors (the “**New Business**”), and any other activities related to the New Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is engaged in or with plans to engage in the New Business on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

#### **RESOLUTION 2: PROPOSED PARTICIPATION BY AND GRANT OF UP TO 25,000,000 AWARDS UNDER THE EMPLOYEE SHARE INCENTIVE SCHEME NAMED THE TOTM TECHNOLOGIES PERFORMANCE SHARE PLAN 2021 (“PSP 2021”) TO MR. CHAN WEI JIE**

That:

- (a) the proposed grant of Awards to Mr. Chan Wei Jie, pursuant to and in accordance with the provisions of the PSP 2021, on the following terms, be and is hereby approved:

Proposed date of grant of Award : 12 March 2026

Aggregate number of Awards granted : Up to 25,000,000 Awards, split into two (2) tranches:

- (i) Tranche A: 12,500,000 Awards

- (ii) Tranche B: 12,500,000 Awards
- Performance Period : 1 October 2025 to 30 September 2027, which may be mutually extended for another twelve (12) months, subject to the Committee and the Board's approval.
- Performance Conditions : Applicable in relation to Tranche B, the Participant shall have achieved the performance targets set by the Board in relation to the strategic architecture and capability build, product and technology development, strategic growth and commercial targets.
- Vesting Period : Subject to the Performance Period and/or PSP Rules, and the satisfaction of the Performance Conditions (where applicable), the Awards shall be vested as follows:
- Tranche A
- The Award vest on a straight-line monthly basis from 1 October 2025 to 30 September 2026 as follows:
- (i) 1 October 2025 to 31 August 2026: 1,041,667 ordinary shares per month
- (ii) 1 September 2026 to 30 September 2026: 1,041,663 ordinary shares
- Tranche B
- Based on the Performance Conditions within the Performance Period.
- Delivery (includes allotment and issuance) : Tranche A
- Notwithstanding the Vesting Period, ordinary shares shall be delivered on:
- (i) 30 April 2026; and
- (ii) 30 October 2026,
- subject to Awards being Vested and Released.
- Tranche B
- Notwithstanding the Vesting Period, ordinary shares shall be delivered on:
- (i) 30 April 2026;
- (ii) 30 October 2026;
- (iii) 30 April 2027; and
- (iv) 29 October 2027,
- subject to Awards being Vested and Released.
- Moratorium : The ordinary shares delivered shall not be subject to moratorium.

- (b) any Director be and is hereby authorised to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this resolution.

**RESOLUTION 3: PROPOSED PARTICIPATION BY AND GRANT OF UP TO 25,000,000 AWARDS UNDER THE PSP 2021 TO MR. MOHIT KAPADIYA**

That:

- (a) the proposed grant of Awards to Mr. Mohit Kapadiya, pursuant to and in accordance with the provisions of the PSP 2021, on the following terms, be and is hereby approved:

Proposed date of grant of Award	:	12 March 2026
Aggregate number of Awards granted	:	Up to 25,000,000 Awards, split into two (2) tranches: (i) Tranche A: 12,500,000 Awards (ii) Tranche B: 12,500,000 Awards
Performance Period	:	1 October 2025 to 30 September 2027, which may be mutually extended for another twelve (12) months, subject to the Committee and the Board's approval.
Performance Conditions	:	Applicable in relation to Tranche B, the Participant shall have achieved the performance targets set by the Board in relation to the strategic architecture and capability build, product and technology development, strategic growth and commercial targets.
Vesting Period	:	Subject to the Performance Period and/or PSP Rules, and the satisfaction of the Performance Conditions (where applicable), the Awards shall be vested as follows:  <u>Tranche A</u> The Award vest on a straight-line monthly basis from 1 October 2025 to 30 September 2026 as follows: (i) 1 October 2025 to 31 August 2026: 1,041,667 ordinary shares per month (ii) 1 September 2026 to 30 September 2026: 1,041,663 ordinary shares  <u>Tranche B</u> Based on the Performance Conditions within the Performance Period.
Delivery (includes allotment and issuance)	:	<u>Tranche A</u> Notwithstanding the Vesting Period, ordinary shares shall be delivered on: (i) 30 April 2026; and (ii) 30 October 2026,  subject to Awards being Vested and Released.

Tranche B

Notwithstanding the Vesting Period, ordinary shares shall be delivered on:

- (i) 30 April 2026;
- (ii) 30 October 2026;
- (iii) 30 April 2027; and
- (iv) 29 October 2027,

subject to Awards being Vested and Released.

Moratorium : The ordinary shares delivered shall not be subject to moratorium.

- (b) any Director be and is hereby authorised to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this resolution.

**RESOLUTION 4: PROPOSED PARTICIPATION BY AND GRANT OF UP TO 25,000,000 AWARDS UNDER THE PSP 2021 TO MR. ONG KOK CHUNG**

That:

- (a) the proposed grant of Awards to Mr. Ong Kok Chung, pursuant to and in accordance with the provisions of the PSP 2021, on the following terms, be and is hereby approved:

Proposed date of grant of Award : 12 March 2026

Aggregate number of Awards granted : Up to 25,000,000 Awards, split into two (2) tranches:

- (i) Tranche A: 12,500,000 Awards
- (ii) Tranche B: 12,500,000 Awards

Performance Period : 1 October 2025 to 30 September 2027, which may be mutually extended for another twelve (12) months, subject to the Committee and the Board's approval.

Performance Conditions : Applicable in relation to Tranche B, the Participant shall have achieved the performance targets set by the Board in relation to the strategic architecture and capability build, product and technology development, strategic growth and commercial targets.

Vesting Period : Subject to the Performance Period and/or PSP Rules, and the satisfaction of the Performance Conditions (where applicable), the Awards shall be vested as follows:

Tranche A

The Award vest on a straight-line monthly basis from 1 October 2025 to 30 September 2026 as follows:

- (i) 1 October 2025 to 31 August 2026: 1,041,667 ordinary shares per month
- (ii) 1 September 2026 to 30 September 2026: 1,041,663 ordinary shares

Tranche B

Based on the Performance Conditions within the Performance Period.

Delivery (includes allotment and issuance)

: Tranche A

Notwithstanding the Vesting Period, ordinary shares shall be delivered on:

(i) 30 April 2026; and

(ii) 30 October 2026,

subject to Awards being Vested and Released.

Tranche B

Notwithstanding the Vesting Period, ordinary shares shall be delivered on:

(i) 30 April 2026;

(ii) 30 October 2026;

(iii) 30 April 2027; and

(iv) 29 October 2027,

subject to Awards being Vested and Released.

Moratorium

: The ordinary shares delivered shall not be subject to moratorium.

- (b) any Director be and is hereby authorised to complete and to do all such acts and things, and to approve, modify, ratify and execute such documents, acts and things as they may consider necessary, desirable or expedient to give effect to this resolution.

**BY ORDER OF THE BOARD**

Ms. Sim Yoke Teng  
Company Secretary

25 February 2026

## 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, the Proxy Form and Request 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 5 March 2026:
  - (a) by post to the registered office of the Company at 47 Scotts Road, #17-04 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, #17-04 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 Wednesday, 4 March 2026 at 3.00 p.m..

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 by Saturday, 7 March 2026 at 3.00 p.m. (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 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 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 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, #17-04 Goldbell Towers, Singapore 228233; or
  - (b) via email to the Company at [proxy@totmtechnologies.com](mailto:proxy@totmtechnologies.com),

in either case, by Monday, 9 March 2026 at 3.00 p.m. (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 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 7 Business Days before the EGM (i.e. by 3 March 2026 at 3.00 p.m.), 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 Monday, 9 March 2026 at 3.00 p.m. (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 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.