
NOTICE OF EXTRAORDINARY GENERAL MEETING

DLF HOLDINGS LIMITED

(Company Registration Number 201726076W)

(Incorporated in the Republic of Singapore)

All capitalised terms used in this notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular dated 4 June 2020 to the shareholders of the Company (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("EGM") of **DLF Holdings Limited** (the "**Company**") will be held by way of electronic means on 26 June 2020 at 2.00 p.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

Shareholders should note that the passing of Ordinary Resolutions 2 and 4 and Special Resolution 1 are contingent upon the passing of Ordinary Resolution 1. For the avoidance of doubt, this means that if the Ordinary Resolution 1 is not approved, Ordinary Resolutions 2 and 4 and Special Resolution 1 would not be tabled at the EGM.

This notice has been made available on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://dlfholdings.sg/announcements/>. In view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, a printed copy of this notice will NOT be despatched to members.

ORDINARY RESOLUTION 1

THE PROPOSED DIVERSIFICATION

Resolved that:

- (a) approval be and is hereby given for the diversification of the business of the Group to include:
- (i) sales agency services to blockchain companies by acting as an agent for and on behalf of the blockchain companies to sell and market the blockchain-related products and services of the blockchain companies;
 - (ii) software development outsource agency services to blockchain companies by acting as an agent for and on behalf of the blockchain companies to sell and market the software development projects of the blockchain companies and assist the blockchain companies in managing and facilitating the software development projects;
 - (iii) consultancy services to blockchain companies in respect of the strategy, sales and marketing, technology and operation of their blockchain-related businesses, products and services; and
 - (iv) commercialisation of blockchain-related products by developing the blockchain-related products, forming a strategic partnership with blockchain companies to jointly develop the blockchain-related products and/or acquiring the intellectual property rights of the blockchain-related products to sell and/or license to third-party customers,
- (collectively, the "**New Business**").
- (b) the Group 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/interests in any entity that is 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 acts or things as they deem desirable, necessary or expedient or give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments,

NOTICE OF EXTRAORDINARY GENERAL MEETING

alteration or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or any of them may in their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTION 2

THE PROPOSED INTERNAL RESTRUCTURING

Resolved that subject to and contingent upon the passing of Ordinary Resolution 1 as set out in this notice of EGM:

- (a) approval be and is hereby given for the Company to enter into a restructuring exercise with its wholly-owned subsidiary, DLF Engineering Pte. Ltd., to transfer all of its equity interests in each of ACMES-Kings Corporation Pte. Ltd., DLF Pte. Ltd. and DLF Prosper Venture Pte. Ltd. to DLF Engineering Pte. Ltd., a wholly-owned subsidiary of the Company; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments, alteration or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or any of them may in their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTION 3

THE PROPOSED PROVISION OF BLOCKCHAIN AGENCY SERVICES TO INFINITY BLOCKCHAIN HOLDINGS PTE. LTD. PURSUANT TO THE TERMS OF THE R&D AGREEMENT AS AN INTERESTED PERSON TRANSACTION

Resolved that:

- (a) approval be and is hereby given for the Company to provide Blockchain Agency Services to Infinity Blockchain Holdings Pte. Ltd. (“**IBH**”) for the sum of S\$150,000 pursuant to the agreement for research and development of staking pool protocol entered into amongst the Company, IBH and Moonstake Pte. Ltd. (“**MPL**”) on 28 February 2020 (“**R&D Agreement**”), in accordance with the terms of the R&D Agreement; and
- (b) the Non-Interested Directors or any of them be and are hereby authorised to complete and do all acts and things (including without limitation to execute all such documents and to approve any amendments, alteration or modification to any documents) as the Directors or any of them deem desirable, necessary or expedient to give effect to the matters contemplated by this resolution as they or any of them may in their absolute discretion deem fit in the interests of the Company.

ORDINARY RESOLUTION 4

THE PROPOSED ADOPTION OF IPT GENERAL MANDATE

Resolved that subject to and contingent upon the passing of Ordinary Resolution 1 as set out in this notice of EGM:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalist Rules of the SGX-ST (“**Chapter 9**”), for the Company, its subsidiaries and associated companies that are considered to be “entities at risk” under Chapter 9, or any of them, to enter into the Mandated Transactions with the Mandated Interested Person, provided that such transactions are (i) made on normal commercial terms and will not be prejudicial to the interests of the Company and its minority Shareholders and (ii) in accordance with the review procedures for such Mandated Transactions (the “**IPT General Mandate**”);
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in general meeting, continue in force until the conclusion of the next annual general meeting of the Company; and

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (c) the Non-Interested Directors of the Company and each of them be and are hereby authorised to do all acts and things (including without limitation to execute all such documents and to approve any amendments, alteration or modification to any documents) as the Non-Interested Directors or any of them deem desirable, necessary or expedient to give effect to the IPT General Mandate as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

SPECIAL RESOLUTION 1

THE PROPOSED CHANGE OF NAME

Resolved that subject to and contingent upon the passing of Ordinary Resolution 1 as set out in this notice of EGM:

- (a) approval be and is hereby given to the Company to change its name from “DLF Holdings Limited” to “OIO Holdings Limited” and that the name “DLF Holdings Limited” be substituted for “OIO Holdings Limited” wherever the latter name appears in the Company’s Constitution; and
- (b) the Directors and/or each of them be and are hereby authorised and empowered to complete and do all acts and things, enter into all transactions, arrangements and agreements, and approve, execute and deliver all documents as they or each of them deem desirable, necessary or expedient to give effect to the matters referred to in the above paragraphs of this Special Resolution 1 or the transactions contemplated by the Proposed Change of Name as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Company.

BY ORDER OF THE BOARD

Mr. Fan Chee Seng
Executive Chairman
Singapore
Date: 4 June 2020

Notes:

- 1) The Extraordinary General Meeting (“EGM”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of this notice of EGM (the “Notice”), proxy form and Company’s Circular to Shareholders will not be sent to members. Instead, this Notice, proxy form, Question Form and Company’s Circular to Shareholders will be made available solely by electronic means via an announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company’s website at the URL <https://dlfholdings.sg/announcements/>.
- 2) Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions before the deadline to submit the proxy form and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the Company’s announcement accompanying this Notice dated 4 June 2020. This announcement may be accessed at the Company’s website at the URL <https://dlfholdings.sg/announcements/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- 3) Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID19, members will not be able to attend the EGM in person. A member (whether individual or corporate) must submit his/her/its proxy form appointing the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. The accompanying proxy form for the EGM will be announced together with this Notice and may be accessed at the Company’s website at the URL <https://dlfholdings.sg/announcements/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.

Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their SRS Operators to submit their votes at least seven working days before the EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

- 4) The Chairman of the EGM, as proxy, need not be a member of the Company.
- 5) The instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:
 - (a) if sent personally or by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
 - (b) if submitted by email, be received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com,

in either case, at least 72 hours before the time appointed for the EGM.

Printed copies of this Notice and the proxy form will not be sent to members. A member who wishes to submit an instrument of proxy must first download the proxy form, then complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed proxy forms by post, members are strongly encouraged to submit completed proxy forms electronically via email.

- 6) A member who wishes to watch the "live" webcast or listen to the "live" audio feed must pre-register no later than 1 p.m. on 23 June 2020, at URL <http://DLFHoldings.availeasemgdwebinar.com>. Following authentication of his/her/its status as members, authenticated members will receive email instructions on how to access the webcast and audio feed of the proceedings of the EGM by 3:00 p.m. on 25 June 2020. Shareholders who do not receive an email by 3:00 p.m. on 25 June 2020, but who have registered by the 1 p.m. on 23 June 2020 deadline, should contact the Company via email at investor.relations@dlfholdings.sg, with the following details included: (1) the full name of the shareholder; and (2) his/her/its identification/registration number.
- 7) Members will not be able to ask questions during the live audio-visual webcast or audio-only stream of the EGM. Members who wish to ask questions relating to the resolutions to be tabled at the EGM must submit the questions for the EGM, which will be announced together with this Notice and may be accessed at the Company's website at the URL <https://dlfholdings.sg/announcements/> and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
- 8) All questions must be submitted no later than 5.00 p.m. on 19 June 2020 via any of the following means:
 - (a) via submitting at the URL <http://DLFHoldings.availeasemgdwebinar.com> when pre-registering; and
 - (b) via the following email address at investor.relations@dlfholdings.sg, with your full name, number of shares held and manner in which you hold shares (via CDP or SRS); and
 - (c) in hard copy by sending personally or by post and lodging the same at the office of the Company's principal place of business at 140, Paya Lebar Road, #08-07, AZ @ Paya Lebar, Singapore 409015.

Printed copy of the question form will not be sent to members. A member who wishes to submit the question form can download, complete and sign the questions form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for shareholders to submit completed questions forms by post, shareholders are strongly encouraged to submit completed questions forms electronically via email.

- 9) The Management and the Board of Directors of the Company will endeavour to address all substantial and relevant questions received from members and publish the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://dlfholdings.sg/announcements/> before the deadline to submit the proxy forms.

Where substantial and relevant questions are submitted by members after the deadline to submit the proxy forms, the Company will publish the responses to those questions on SGXNET at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://dlfholdings.sg/announcements/> after the EGM.

Personal Data Privacy

By submitting an instrument appointing the Chairman of the EGM as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company 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 and administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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.

PROXY FORM

DLF HOLDINGS LIMITED

Company Registration Number 201726076W
(Incorporated in the Republic of Singapore)

IMPORTANT:

1. The Extraordinary General Meeting (“EGM”) is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. Printed copies of the Notice of EGM, Proxy Form, Question Form and Company’s Circular to Shareholders will not be sent to members. This Notice of EGM, Proxy Form, Question Form and Company’s Circular to Shareholders will be made available solely by electronic means via announcement on the SGX website at the URL <https://www.sgx.com/securities/company-announcements> and may be accessed at the Company’s website at the URL <https://dlfholdings.sg/announcements/>.
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions before the deadline to submit proxy forms for the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM are set out in the Company’s announcement dated 4 June 2020 accompanying the Notice of EGM. The aforesaid announcement may be accessed at the Company’s website at the URL <https://dlfholdings.sg/announcements/>, and on the SGX website at the URL <https://www.sgx.com/securities/company-announcements>.
3. Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, members will not be able to attend the EGM in person. A member (whether individual or corporate) must appoint the Chairman of the EGM as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM.
4. SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their SRS Operators to submit their votes at least seven working days before the EGM.
5. By submitting an instrument appointing the Chairman of the EGM as proxy, the member accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 4 June 2020.
6. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the EGM as a member’s proxy to attend, speak and vote on his/her/its behalf at the EGM.

PROXY FORM

I/We _____ (Name) NRIC/Passport No. _____

of _____ (Address)

being a member/members of **DLF Holdings Limited** (the “Company”) hereby appoint the Chairman of the EGM of the Company as *my/our *proxy to vote for *me/us on *my/our behalf at the EGM of the Company to be held by way of electronic means on 26 June 2020 at 2.00 p.m. and at any adjournment thereof in the following manner:

No.	Ordinary Resolutions	For **	Against **	Abstain **
1	To approve the Proposed Diversification			
3	To approve the Proposed Internal Restructuring			
3	To approve the Proposed Provision of Blockchain Agency Services			
4	To approve the Proposed Adoption of IPT General Mandate			
No.	Special Resolution			
5	To approve the Proposed Change of Name			

* Please delete as appropriate.

** Voting will be conducted by poll. If you wish the Chairman of the EGM as your proxy to cast all your votes “For” or “Against” a resolution, please indicate with an “X” in the “For” or “Against” box provided in respect of that resolution. Alternatively, please indicate the number of votes for or against in the “For” or “Against” box in respect of that resolution. If you wish the Chairman of the EGM as your proxy to abstain from voting on a resolution, please indicate with an “X” in the “Abstain From Voting” box provided in respect of that resolution. Alternatively, please indicate the number of shares that the Chairman of the EGM as your proxy is directed to abstain from voting in the “Abstain From Voting” box in respect of that resolution. In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the EGM as your proxy for that resolution will be treated as invalid.

PROXY FORM

Dated this ____ day of _____ 2020.

Total No. of Shares	No. of Shares
In CDP Register	
In Register of Members	

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

All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the Company's Circular to Shareholders dated 4 June 2020 (including supplements and modifications thereto).



PROXY FORM

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, (Cap. 289), you should insert that number. If you have shares registered in your name in the Register of Members of the Company, you should insert that number. 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. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. Due to the various control and safe distancing measures put in place in Singapore to prevent the spread of COVID-19, members will not be able to attend the EGM in person. A member (whether individual or corporate) must submit his/her/its Proxy Form appointing the Chairman of the EGM as his/her/ its proxy to attend, speak and vote on his/her/its behalf at the EGM if such member wishes to exercise his/her/its voting rights at the EGM. Where a member (whether individual or corporate) appoints the Chairman of the EGM as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. The Proxy Form for the EGM will be announced together with the Notice of EGM and may be accessed at the Company's website at the URL <https://dlfholdings.sg/announcements/> and the SGX website at the URL <https://www.sgx.com/securities/company-announcements>

SRS investors who wish to appoint the Chairman of the EGM as proxy should approach their SRS Operators to submit their votes at least seven working days before the EGM.
3. A Chairman of the EGM, as proxy, need not be a member of the Company.
4. The instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or a duly certified copy thereof, must:
 - (a) if sent personally or by post, be lodged at the office of the Company's Share Registrar, Tricor Barbinder Share Registration Services at 80 Robinson Road #11-02, Singapore 068898; or
 - (b) if submitted by email, be received by the Company's Share Registrar, Tricor Barbinder Share Registration Services at sg.is.proxy@sg.tricorglobal.com,in either case, at least 72 hours before the time appointed for the EGM.
5. Printed copies of this proxy form will not be sent to members. A member who wishes to submit an instrument of proxy can download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.
6. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer.
7. Where an instrument appointing a proxy 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 the instrument of proxy, failing which the instrument may be treated as invalid.
8. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act (Cap. 50) of Singapore.
9. The Company shall be entitled to reject an instrument of proxy 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 instrument of proxy. In addition, in the case of shares entered in the Depository Register, the Company may reject an instrument of proxy if the member, being the appointor, is not shown to have shares against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the meeting, as certified by The Central Depository (Pte) Limited to the Company.

PROXY FORM

Fold along this line

**Affix
Postage
Stamp
Here**

DLF HOLDINGS LIMITED
Company's Share Registrar
Tricor Barbinder Share Registration Services
80 Robinson Road
#11-02
Singapore 068898

Fold along this line