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**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, DC 20549**

**FORM 6-K**

**REPORT OF FOREIGN PRIVATE ISSUER  
PURSUANT TO RULE 13a-16 OR 15d-16 UNDER  
THE SECURITIES EXCHANGE ACT OF 1934**

**For April 2026**

Commission File No. 001-41772

**OIO Group**

**101 Tuas South Avenue 2  
Singapore 637226**  
(Address of principal executive offices)

Indicate by check mark whether the registrant files or will file annual reports under cover Form 20-F or Form 40-F.

Form 20-F  Form 40-F

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## ***Information Contained in this Form 6-K Report***

### **Completion of Business Combination and Change of Control**

On April 24, 2026, OIO Group (the “Company”) completed its previously announced business combination with De Tomaso Automobili Holdings Limited (“De Tomaso”) (the “Business Combination”).

As a result of the Business Combination, De Tomaso became a subsidiary of the Company, and a change of control of the Company occurred.

Following closing, Norman Choi, founder of De Tomaso, became the Company’s largest shareholder and, based on the Company’s post-closing capitalization, beneficially owns approximately 67.6% of the Company’s issued and outstanding ordinary shares.

### **Reverse Stock Split**

In connection with the Business Combination, the Company effected a one-for-three (1-for-3) reverse stock split of its issued and outstanding ordinary shares, effective April 24, 2026.

The reverse stock split was approved by the Company’s shareholders at the extraordinary general meeting held on June 10, 2025, with the final ratio determined by the Company’s board of directors immediately prior to effectiveness.

The Company’s ordinary shares commenced trading on The Nasdaq Capital Market on a split-adjusted basis under the ticker symbol “OIO” on April 24, 2026.

### **Issuance of Consideration Shares and Post-Closing Capitalization**

In connection with the Business Combination, the Company issued an aggregate of 333,333,334 ordinary shares to the shareholders of De Tomaso as consideration for the transaction.

Following the effectiveness of the reverse stock split and the issuance of the consideration shares, the Company has 348,022,108 ordinary shares issued and outstanding.

Based on the Company’s post-closing capitalization, the former shareholders of De Tomaso hold approximately 95.8% of the Company’s issued and outstanding ordinary shares.

The foregoing ownership percentages are based on the Company’s issued and outstanding ordinary shares immediately following the closing of the Business Combination and the effectiveness of the reverse stock split, and do not give effect to the exercise of outstanding warrants, options or other convertible or exercisable securities, unless otherwise stated.

### **Board of Directors and Management**

As of the date of this Report, the Company’s existing board of directors and management team remain in place. The Company intends to reconstitute its board of directors and implement related senior management changes following the filing of its annual report on Form 20-F for the fiscal year ended December 31, 2025. The Company expects such governance transition to align the Company’s leadership structure with its post-combination strategy. Details of such changes will be disclosed in a subsequent Report on Form 6-K and/or press release, as appropriate.

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## Prior Pro Forma Financial Information

The Company previously furnished unaudited pro forma condensed financial information reflecting the Business Combination in a Report on Form 6-K filed with the Securities and Exchange Commission on April 22, 2026. This Report does not include or re-furnish such pro forma financial information.

## Strategic Positioning

Following the completion of the Business Combination, the Company is positioned as a Nasdaq-listed platform focused on building and supporting distinctive operating businesses with strong brand equity, engineering capability and long-term value creation potential.

## Forward-Looking Statements

This Report on Form 6-K contains forward-looking statements within the meaning of the U.S. Private Securities Litigation Reform Act of 1995, including statements regarding the Company's anticipated governance transition, leadership structure and strategic direction. Forward-looking statements are based on current expectations and assumptions and involve risks and uncertainties that could cause actual results to differ materially from those expressed or implied. Such risks and uncertainties include, but are not limited to, risks relating to the Company's post-combination integration, future strategy, liquidity, capital markets conditions, Nasdaq listing compliance, and other risks described in the Company's filings furnished or filed with the U.S. Securities and Exchange Commission. The Company undertakes no obligation to update any forward-looking statements, except as required by law.

## No Incorporation by Reference

The information contained in this Report on Form 6-K, including Exhibit 99.1 hereto, is furnished and shall not be deemed to be "filed" for purposes of Section 18 of the Securities Exchange Act of 1934, as amended, or otherwise subject to the liabilities of that section, nor shall it be deemed incorporated by reference into any filing of the Company under the Securities Act of 1933, as amended, except as expressly set forth by specific reference in such filing.

<b>Exhibit No.</b>	<b>Description</b>
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99.1	<a href="#">Press Release dated April 23, 2026.</a>
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**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

**OIO Group**

By: /s/ Ho Shian Ching

Name: Ho Shian Ching

Title: Chief Financial Officer

Dated: April 27, 2026

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## OIO Group Completes De Tomaso Business Combination, Establishing New Control and Strategic Platform for Growth

SINGAPORE, April 23, 2026 (GLOBE NEWSWIRE) — OIO Group (NASDAQ: OIO) (“OIO” or the “Company”) today announced the completion of its previously announced business combination with De Tomaso Automobili Holdings Limited (“De Tomaso”), resulting in a change of control of the Company.

This milestone represents a transformational step for OIO as it advances its strategy to build a portfolio of distinctive, high-value operating businesses anchored in brand heritage, engineering excellence, and long-term value creation.

As a result of the closing of the transaction, De Tomaso’s founder, Norman Choi, becomes the controlling shareholder of OIO Group, positioning the Company under leadership with deep expertise in luxury performance automotive, brand development, and global market expansion. Mr. Choi is expected to assume the roles of Chief Executive Officer and Chairman following completion of customary post-closing corporate actions.

### A Platform for High-Value Growth

The combination brings together:

- De Tomaso’s globally recognized luxury automotive brand and engineering pedigree, and
- OIO’s Nasdaq-listed platform designed to scale differentiated operating businesses.

With this foundation, OIO is now positioned to expand into premium, engineering-led sectors, leveraging brand equity, disciplined execution, and strategic capital deployment.

The Company believes the transaction significantly enhances its strategic optionality, enabling it to pursue value-accretive opportunities across high-margin, brand-driven industries.

### Reverse Stock Split

In connection with the closing of the transaction, the Company confirms that a **1-for-3** reverse stock split of its ordinary shares will take effect with the commencement of trading on April 24, 2026, aligning its capital structure with Nasdaq listing requirements, following the completion of the business combination.

Further details regarding the transaction and reverse stock split have been disclosed in a Form 6-K filed with the U.S. Securities and Exchange Commission.

### About OIO Group

OIO Group (NASDAQ: OIO), formerly known as ESGL Holdings Limited, is a Singapore-based public company focused on building and supporting distinctive operating businesses with strong heritage, engineering capability, and long-term growth potential. The Company currently operates through its subsidiary, Environmental Solutions (Asia) Pte. Ltd., and is advancing a broader portfolio strategy centered on businesses where brand strength, engineering excellence, and disciplined value creation intersect. Following the completion of the business combination, OIO will continue to evolve as a platform focused on developing and supporting distinctive operating businesses across complementary sectors.

For more information, including the Company’s filings with the U.S. Securities and Exchange Commission, please visit <https://oiogroup.co>.

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## **Forward-Looking Statements**

Certain statements in this press release may be considered to contain “forward-looking statements” within the meaning of the “safe harbor” provisions of the Private Securities Litigation Reform Act of 1995. Forward-looking statements can be identified by words such as “target,” “believe,” “expect,” “will,” “shall,” “may,” “anticipate,” “estimate,” “would,” “positioned,” “future,” “forecast,” “intend,” “plan,” “project,” and other similar expressions that predict or indicate future events or trends or that are not statements of historical matters.

Forward-looking statements are neither historical facts nor assurances of future performance. Instead, they are based only on the current beliefs, expectations, and assumptions of management of OIO Group. Because forward-looking statements relate to the future, they are subject to inherent uncertainties, risks, and changes in circumstances that are difficult to predict and many of which are outside of the Company’s control. Actual results and outcomes may differ materially from those indicated in the forward-looking statements. Therefore, you should not rely on any of these forward-looking statements.

A further list and description of risks and uncertainties can be found in documents filed with the U.S. Securities and Exchange Commission (“SEC”) by the Company and in other documents that the Company may file or furnish with the SEC, which you are encouraged to read. Any forward-looking statement made by the Company in this press release is based only on information currently available and speaks only as of the date on which it is made. The Company undertakes no obligation to publicly update any forward-looking statement, whether written or oral, that may be made from time to time, whether as a result of new information, future developments, or otherwise, except as required by law.

## **Investor Relations Contact**

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