
**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

Information Contained in this Form 6-K Report

Business Combination

On April 21, 2026, OIO Group (formerly known as ESGI Holdings Limited) (the “Company”) received an approval letter from The Nasdaq Stock Market LLC (the “Nasdaq Letter”) in connection with the anticipated closing of its previously announced business combination with De Tomaso Automobili Holdings Limited (the “Business Combination”) and the listing of the combined company on The Nasdaq Capital Market, subject to the satisfaction of the conditions set forth therein.

The Company expects to consummate the Business Combination on or about April 24, 2026, subject to the satisfaction or waiver of customary closing conditions, including applicable regulatory approvals and the satisfaction of the remaining conditions set forth in the Nasdaq Letter.

In connection with the closing of the Business Combination, the combined company is expected to commence trading on The Nasdaq Capital Market under the ticker symbol “OIO.”

The Company expects to satisfy all applicable Nasdaq initial listing requirements before the closing of the Business Combination and commencement of trading, including the applicable conditions referenced in the Nasdaq Letter.

Reverse Stock Split

The Company expects to effect a 1-for-3 reverse stock split (the “Reverse Stock Split”) on April 24, 2026, immediately prior to, and in connection with, the effectiveness of the closing of the Business Combination, such that each three issued and outstanding ordinary shares of the Company will be combined into one ordinary share.

The Reverse Stock Split forms an integral part of the Company’s transaction and listing structuring and is intended to position the combined company to meet Nasdaq’s initial listing requirements at the time of effectiveness, including the minimum bid price requirement under Nasdaq Listing Rule 5550(a)(2).

The Company expects to provide public disclosure of the Reverse Stock Split in accordance with applicable Nasdaq requirements.

Shareholder Distribution

The Company expects that its shareholder distribution will continue to satisfy applicable Nasdaq initial listing requirements upon completion of the Business Combination and the Reverse Stock Split.

Unaudited Pro Forma Condensed Combined Financial Information

Included as Exhibit 99.1 to this Report on Form 6-K is the Company’s unaudited pro forma condensed combined financial information reflecting the Business Combination.

The unaudited pro forma condensed combined financial information reflects:

- the most recent available financial information of the Company and De Tomaso Automobili Holdings Limited; and
- the final structure of the Business Combination, including the effects of the Reverse Stock Split and related transactions.

The unaudited pro forma condensed combined financial information has been prepared in accordance with applicable requirements under U.S. securities laws and is intended to present the financial position and results of operations of the combined company as if the Business Combination had occurred at an earlier date.

Attached hereto as Exhibit 99.2 is a press release dated April 22, 2026 relating to the foregoing disclosures.

Forward-Looking Statements

This Report on Form 6-K contains forward-looking statements within the meaning of applicable securities laws, including statements regarding the expected timing and completion of the Business Combination, the Reverse Stock Split, and the combined company's anticipated Nasdaq listing.

These forward-looking statements are based on current expectations and assumptions and involve risks and uncertainties that could cause actual results to differ materially. Such risks and uncertainties include, but are not limited to, the failure to satisfy the conditions to the consummation of the Business Combination, delays in obtaining regulatory approvals or Nasdaq listing approval, the Company's ability to meet Nasdaq initial listing requirements at the time of listing, changes in market conditions, 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.

Exhibits

| Exhibit No. | Description |
|--------------------|--------------------|
|--------------------|--------------------|

| | |
|------|---|
| 99.1 | Unaudited Pro Forma Condensed Combined Financial Information of OIO Group and De Tomaso Automobili Holdings Limited |
| 99.2 | Press Release dated April 22, 2026 |

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 22, 2026

OIO GROUP f.k.a. ESGL HOLDINGS LIMITED

Consolidated Statement of Profit or Loss and Other Comprehensive Income

For the period
ended December
31, 2025

| | December 31, 2025 | | Scenario 1 | | Scenario 3* | | Scenario 4 | |
|--|--------------------|--------------------|----------------------------------|---------------------|----------------------------------|---------------------|----------------------------------|---------------------|
| | ESGL | DT | Transaction | Pro Forma | Transaction | Pro Forma | Transaction | Pro Forma |
| | US\$ | US\$ | Accounting Adjustment US\$ | Combined US\$ | Accounting Adjustment US\$ | Combined US\$ | Accounting Adjustment US\$ | Combined US\$ |
| Revenue | 5,831,650 | - | - | 5,831,650 | - | 5,831,650 | - | 5,831,650 |
| Other income | 326,637 | 35,008 | - | 361,645 | - | 361,645 | - | 361,645 |
| Cost of inventory | (590,514) | - | - | (590,514) | - | (590,514) | - | (590,514) |
| Logistics costs | (916,472) | - | - | (916,472) | - | (916,472) | - | (916,472) |
| Depreciation of property, plant and equipment | (1,622,290) | - | - | (1,622,290) | - | (1,622,290) | - | (1,622,290) |
| Amortization of intangible assets | (1,633,856) | - | - | (1,633,856) | - | (1,633,856) | - | (1,633,856) |
| Employee benefits expense | (3,326,183) | - | - | (3,326,183) | - | (3,326,183) | - | (3,326,183) |
| Finance expense | (292,656) | (754,633) | - | (1,047,289) | - | (1,047,289) | - | (1,047,289) |
| Other operating expenses | (2,693,000) | (7,115,925) | (215,000) [B] | (10,023,925) | (215,000) [B] | (10,023,925) | (215,000) [B] | (10,023,925) |
| Loss before income tax | (4,916,684) | (7,835,550) | - | (12,967,234) | - | (12,967,234) | - | (12,967,234) |
| Income tax credit/(expense) | 155,165 | (19,127) | - | 136,038 | - | 136,038 | - | 136,038 |
| Net loss | (4,761,519) | (7,854,677) | | (12,831,196) | | (12,831,196) | | (12,831,196) |
| Other comprehensive (loss)/income : | | | | | | | | |
| <i>Items that will not be reclassified subsequently to profit or loss:</i> | | | | | | | | |
| Net (loss)/surplus on revaluation of leasehold land and buildings | 960,116 | - | | 960,116 | - | 960,116 | - | 960,116 |
| <i>Items that may be reclassified subsequently to profit or loss:</i> | | | | | | | | |
| Movements in translation reserve | (431,635) | - | | (431,635) | - | (431,635) | - | (431,635) |
| Total comprehensive (loss)/income | (4,233,038) | (7,854,677) | | (12,302,715) | | (12,302,715) | | (12,302,715) |

*The previous Scenario 2 is no longer considered as FY2025 performance targets not met

[B] an adjustment to accrue \$215,000 Business Combination transaction costs.

OIO GROUP f.k.a. ESGL HOLDINGS LIMITED
Consolidated Statement of Financial Position

| As at December 31, 2025 | December 31, 2025 | | Scenario 1 | | | Scenario 3* | | | Scenario 4 | | |
|------------------------------------|-------------------|--------------------|--------------------------|------|--------------------|--------------------------|------|--------------------|--------------------------|------|--------------------|
| | ESGL | DT | Transaction | Note | Pro Forma | Transaction | Note | Pro Forma | Transaction | Note | Pro Forma |
| | | | Accounting Adjustment | | Combined | Accounting Adjustment | | Combined | Accounting Adjustment | | Combined |
| | US\$ | US\$ | US\$ | US\$ | US\$ | US\$ | US\$ | US\$ | US\$ | US\$ | |
| ASSETS | | | | | | | | | | | |
| Cash and cash equivalents | 533,609 | 717,202 | - | | 1,250,811 | - | | 1,250,811 | - | | 1,250,811 |
| Trade and other receivables | 1,140,120 | 394,483 | - | | 1,534,603 | - | | 1,534,603 | - | | 1,534,603 |
| Inventories | 300,258 | 8,835,820 | - | | 9,136,078 | - | | 9,136,078 | - | | 9,136,078 |
| Total current assets | <u>1,973,987</u> | <u>9,947,505</u> | - | | <u>11,921,492</u> | - | | <u>11,921,492</u> | - | | <u>11,921,492</u> |
| Property, plant and equipment, net | 21,471,539 | 4,099,788 | - | | 25,571,327 | - | | 25,571,327 | - | | 25,571,327 |
| Goodwill | - | - | 29,675,239 | | 29,675,239 | 27,596,046 | | 27,596,046 | 25,705,874 | | 25,705,874 |
| Intangible assets, net | 2,434,455 | 99,212,253 | - | | 101,646,708 | - | | 101,646,708 | - | | 101,646,708 |
| Total non-current assets | <u>23,905,994</u> | <u>103,312,041</u> | - | | <u>156,893,274</u> | - | | <u>154,814,081</u> | - | | <u>152,923,909</u> |
| Total assets | <u>25,879,981</u> | <u>113,259,546</u> | - | | <u>168,814,766</u> | - | | <u>166,735,573</u> | - | | <u>164,845,401</u> |
| LIABILITIES | | | | | | | | | | | |
| Trade and other payables | 4,439,616 | 7,756,214 | 215,000 | [B] | 12,410,830 | 215,000 | [B] | 12,410,830 | 215,000 | [B] | 12,410,830 |
| Contract liabilities | 785,991 | 79,606,019 | - | | 80,392,010 | - | | 80,392,010 | - | | 80,392,010 |
| Lease liabilities | 301,143 | - | - | | 301,143 | - | | 301,143 | - | | 301,143 |
| Amounts due to related parties | 1,140,809 | 16,543,827 | - | | 17,684,636 | - | | 17,684,636 | - | | 17,684,636 |
| Amounts due to a member | 134,980 | 5,009,000 | - | | 5,143,980 | - | | 5,143,980 | - | | 5,143,980 |
| Borrowings | 3,499,706 | 5,548,532 | - | | 9,048,238 | - | | 9,048,238 | - | | 9,048,238 |
| Tax liabilities | 54,423 | - | - | | 54,423 | - | | 54,423 | - | | 54,423 |
| Total current liabilities | <u>10,356,668</u> | <u>114,463,592</u> | - | | <u>125,035,260</u> | - | | <u>125,035,260</u> | - | | <u>125,035,260</u> |
| Non-current liabilities | | | - | | | - | | | - | | |
| Lease liabilities (non-current) | 1,831,126 | - | - | | 1,831,126 | - | | 1,831,126 | - | | 1,831,126 |
| Deferred tax liabilities | 15,000 | - | - | | 15,000 | - | | 15,000 | - | | 15,000 |
| Total non-current liabilities | <u>1,846,126</u> | <u>-</u> | - | | <u>1,846,126</u> | - | | <u>1,846,126</u> | - | | <u>1,846,126</u> |
| Total liabilities | <u>12,202,794</u> | <u>114,463,592</u> | - | | <u>126,881,386</u> | - | | <u>126,881,386</u> | - | | <u>126,881,386</u> |
| Net assets | <u>13,677,187</u> | <u>(1,204,046)</u> | - | | <u>41,933,380</u> | - | | <u>39,854,187</u> | - | | <u>37,964,015</u> |
| EQUITY | | | | | | | | | | | |
| Share Capital | 13,832 | 52,201,000 | (52,110,748) | | 104,084 | (52,105,748) | | 109,084 | (52,100,748) | | 114,084 |
| Accumulated losses | (105,380,700) | (53,899,718) | 105,165,700 | [B] | (54,114,718) | 105,165,700 | [B] | (54,114,718) | 105,165,700 | [B] | (54,114,718) |

| | | | | | | | | |
|---------------------------|-------------------|--------------------|--------------|-------------------|--------------|-------------------|--------------|-------------------|
| Other reserves | 3,422,799 | - | (3,422,799) | - | (3,422,799) | - | (3,422,799) | - |
| Share premium reserve | 99,004,833 | - | (3,555,491) | 95,449,342 | (5,639,684) | 93,365,149 | (7,534,856) | 91,469,977 |
| Share application reserve | 1,240,000 | - | (1,240,000) | - | (1,240,000) | (1,240,000) | (1,240,000) | (1,240,000) |
| Exchange Reserves | (554,833) | 494,672 | 554,833 | 494,672 | 554,833 | 494,672 | 554,833 | 494,672 |
| Revaluation Surplus | 15,931,256 | - | (15,931,256) | - | (15,931,256) | - | (15,931,256) | - |
| Total equity | <u>13,677,187</u> | <u>(1,204,046)</u> | - | <u>41,933,380</u> | - | <u>38,614,187</u> | - | <u>36,724,015</u> |

**The previous Scenario 2 is no longer considered as FY2025 performance targets not met*

[B] an adjustment to accrue \$215,000 Business Combination transaction costs.

OIO Group Announces Reverse Stock Split Ahead of Nasdaq Listing and De Tomaso Business Combination

Singapore, April 22, 2026 — OIO Group (the “Company”) today announced that its Board of Directors has approved a reverse stock split of the Company’s issued and outstanding ordinary shares at a ratio of 1-for-3 (the “Reverse Stock Split”), which will become effective at 12:01 a.m. Eastern Time on April 24, 2026 (the “Effective Time”).

The Reverse Stock Split will be effected in connection with, and immediately prior to, the concurrent closing of the Company’s previously announced business combination with De Tomaso Automobili Holdings Limited (“De Tomaso”) and the commencement of trading of the Company’s ordinary shares on The Nasdaq Capital Market on a split-adjusted basis under the symbol “OIO”.

At the Effective Time, every three (3) issued and outstanding ordinary shares of the Company will be automatically combined into one (1) ordinary share. No fractional shares will be issued in connection with the Reverse Stock Split, and any fractional entitlements will be rounded up to the nearest whole share.

The Company’s ordinary shares are expected to begin trading on a split-adjusted basis on April 24, 2026. The post-split CUSIP number for the Company’s ordinary shares will be G3R95P124.

The Reverse Stock Split is being implemented in connection with the Company’s planned Nasdaq listing and is intended to support compliance with the minimum bid price requirement under Nasdaq Listing Rule 5550(a)(2) in connection with the effectiveness of its listing and the concurrent closing of the business combination.

Upon effectiveness of the Reverse Stock Split and closing of the business combination, OIO Group expects to commence trading on Nasdaq as the combined company, marking a significant milestone in the Company’s strategic development and public market positioning.

The Reverse Stock Split will proportionately reduce the number of issued and outstanding ordinary shares of the Company and will apply proportionately to the Company’s outstanding equity awards and other convertible securities, subject to their terms. The Reverse Stock Split will not affect the proportionate ownership interests of shareholders, except for minor adjustments resulting from the treatment of fractional shares.

In connection with the closing of the business combination, the consideration shares to be issued to De Tomaso shareholders will be adjusted on a proportionate basis to reflect the Reverse Stock Split, with no change to the overall economic value of the transaction.

Following effectiveness, the Company will have a reduced number of issued and outstanding shares and a share capital structure aligned with its Nasdaq listing.

Continental Stock Transfer & Trust Company will act as the exchange agent for the Reverse Stock Split. Shareholders holding shares in book-entry form or through a broker will not be required to take any action.

Additional information regarding the Reverse Stock Split and the business combination will be included in the Company’s reports furnished to 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 evolving its strategy toward developing a portfolio of companies where brand, engineering excellence, and disciplined value creation intersect.

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

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** (formerly known as **ESGL Holdings Limited**). 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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