



OUHUA ENERGY HOLDINGS LIMITED

(Incorporated in Bermuda on 3 January 2006)
(Company Registration Number 37791)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of OUHUA ENERGY HOLDINGS LIMITED (the "Company") will be held via "live" webcast on Thursday, 22 April 2021 at 10 a.m., and at any adjournment thereof (the "Annual General Meeting") for the following purposes:-

AS ORDINARY BUSINESS:-

- To receive and adopt the Audited Financial Statements for the financial year ended 31 December 2020 together with the report of the Auditors and Directors' Statement. **(Resolution 1)**
- To re-elect the following Directors retiring pursuant to the following Bye-Laws of the Company and who, being eligible, offer themselves for re-election:-
Mr Liang Guo Zhan (Bye-Law 104) **(Resolution 2)**
Mr Gerald Yeo @ Yeo Ah Khe (Bye-Law 104) **(Resolution 3)**
[See Explanatory Note 1]
- That, subject to and contingent upon the passing of Resolution 3 and Resolution 5, to approve the continued appointment of Mr Gerald Yeo @ Yeo Ah Khe as an Independent Director, for the purposes of Rule 210(5)(d)(iii)(A) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST") (which will take effect from 1 January 2022), and such authority conferred by this Resolution shall continue in force until the earlier of (i) the retirement or resignation of Mr Gerald Yeo @ Yeo Ah Khe as a Director or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution. **(Resolution 4)**
[See Explanatory Note 2]
- That, subject to and contingent upon the passing of Resolution 3 and Resolution 4, members (excluding the Directors and Chief Executive Officer ("CEO") of the Company, and associates of such Directors and CEO) to approve the continued appointment of Mr Gerald Yeo @ Yeo Ah Khe as an Independent Director, for the purposes of Rule 210(5)(d)(iii)(B) of the Listing Manual of the SGX-ST (which will take effect from 1 January 2022), and such authority conferred by this Resolution shall continue in force until the earlier of (i) the retirement or resignation of Mr Gerald Yeo @ Yeo Ah Khe as a Director or (ii) the conclusion of the third Annual General Meeting of the Company following the passing of this Resolution. **(Resolution 5)**
[See Explanatory Note 2]
- To appoint Mr Zhang Jinming as a Director pursuant to Bye-Law 107(A) of the Company. **(Resolution 6)**
[See Explanatory Note 3]
- To appoint Mr Limjoco Ross Yu as a Director pursuant to Bye-Law 107(A) of the Company. **(Resolution 7)**
[See Explanatory Note 4]
- To approve the payment of Directors' fees of S\$99,000 for the financial year ended 31 December 2020. **(Resolution 8)**
- To re-appoint Messrs Mazars LLP as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 9)**
- To transact any other ordinary business that may be properly transacted at an Annual General Meeting.

AS SPECIAL BUSINESS:-

- To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-
"That authority be and is hereby given to the Directors to:-
(A) (i) issue shares in the capital of the Company whether by way of rights, bonus or otherwise; and/or
(ii) 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, at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and
(B) (notwithstanding that this authority may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this authority was in force,
provided that:-
(1) the aggregate number of shares to be issued pursuant to such authority (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 50% of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares to be issued other than on a pro-rata basis to the existing shareholders of the Company (including shares to be issued in pursuance of Instruments made or granted pursuant to this authority) does not exceed 20% of the issued share capital of the Company (as calculated in accordance with sub-paragraph (2) below);
(2) (subject to such manner of calculation as may be prescribed by the Singapore Exchange Securities Trading Limited ("SGX-ST")) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the percentage of issued share capital shall be based on the issued share capital of the Company at the time this authority is given, after adjusting for:-
(i) new shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time this authority is passed; and
(ii) any subsequent consolidation or sub-division of shares;
(3) in exercising the authority conferred by this authority, the Company shall comply with the provisions of the SGX-ST Listing Manual for the time being in force (unless such compliance has been waived by the SGX-ST) and the Bye-Laws for the time being of the Company; and
(4) (unless revoked or varied by the Company in general meeting) the authority conferred by this authority shall continue in force until the conclusion 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, whichever is the earlier." **(Resolution 10)**
[see Explanatory Note 5]
- To consider and, if thought fit, to pass the following resolution as an Ordinary Resolution:-
"That approval be and is hereby given for the purpose of Chapter 9 of the Listing Manual of the SGX-ST for the Company and its subsidiary to enter into any of the transactions falling within the types of interested person transactions as set out in the Appendix to the Annual Report 2020 (the "Appendix") with the interested persons described in the Appendix, provided that such transactions are transacted on normal commercial terms and will not be prejudicial to the interests of the Company and the minority shareholders of the Company and in accordance with the guidelines and procedures as set out in the Appendix and that such approval (the "Shareholders' 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 the Directors of the Company be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they may consider expedient or necessary to give effect to the Shareholders' Mandate." **(Resolution 11)**
[see Explanatory Note 6]

BY ORDER OF THE BOARD

Chia Foon Yeow
Company Secretary
Singapore
31 March 2021

EXPLANATORY NOTES:

- Mr Liang Guo Zhan will, upon re-election as Director of the Company, remain as a CEO and executive Chairman of the Company.
Mr Gerald Yeo @ Yeo Ah Khe will, upon re-election as Director of the Company, remain as the Lead Independent Director, the Chairman of the Audit Committee, and a member the Nominating Committee and Remuneration Committee respectively. The Board considers Mr Gerald Yeo @ Yeo Ah Khe to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- With effect from 1 January 2022, Rule 210(5)(d)(iii) of the Listing Manual of the SGX-ST requires a Director who has served for an aggregate of more than nine (9) years and is continuing appointment as an Independent Director to be subject to the approval through separate resolutions passed by (a) all shareholders and (b) shareholders, excluding the Directors and CEO of the Company, and associates of such Directors and CEO (the "Two-Tier Voting"). Such resolutions approved by a Two-Tier Voting may remain in force for three (3) years from the conclusion of the Annual General Meeting following the passing of the resolutions or the retirement or resignation of the Director, whichever the earlier.
Mr Gerald Yeo @ Yeo Ah Khe was first appointed on 26 April 2012 and would have served on the Board for an aggregate period of more than nine (9) years by 26 April 2021.
Both the Nominating Committee and the Board are of the view that Mr Gerald Yeo @ Yeo Ah Khe is independent and that there are no individuals or small groups of individuals who dominate the Board's decision-making process.
- Mr Zhang Jinming will, upon appointment, be an executive Director.
- Mr Limjoco Ross Yu will, upon appointment, be a non-executive and independent Director, and be a member of the Audit Committee, and the Chairman of the Nominating Committee and Remuneration Committee respectively. The Board considers Mr Limjoco Ross Yu to be independent for the purpose of Rule 704(8) of the Listing Manual of the SGX-ST.
- Ordinary Resolution 10 proposed in item 10 above, if passed, will empower the Directors of the Company to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities that the Directors may allot and issue under this Resolution would not exceed in aggregate 50% of the issued share capital of the Company. For the allotment and issue of shares and convertible securities otherwise than on a pro rata basis to all shareholders, the aggregate number shall not exceed 20% of the issued share capital of the Company. The percentage of issued capital is based on the Company's issued capital at the time the proposed Ordinary Resolution is passed after adjusting for new shares arising from the conversion or exercise of convertible securities or share options or vesting of share awards which are outstanding or subsisting at the time the proposed Ordinary Resolution is passed and any subsequent consolidation or subdivision of shares. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting or date by which the next Annual General Meeting is required by law to be held, whichever is the earlier.
- Ordinary Resolution 11 proposed in item 11 above is to renew the Shareholders' Mandate for transactions with interested persons and if passed, will empower the Directors of the Company to do all acts necessary to give effect to the Resolution. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.

IMPORTANT NOTES:

- The Annual General Meeting 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 Annual General Meeting will not be sent to shareholders of the Company. Instead, this Notice of Annual General Meeting will be made available on SGX's website at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <http://www.ohwa.com.sg>.
- Shareholders will NOT be able to attend the Annual General Meeting in person. Instead, alternative arrangements have been put in place to allow shareholders to participate in the Annual General Meeting by:
 - observing and listening to the Annual General Meeting proceedings via a live audio-and-visual webcast or live audio-only webcast;
 - submitting questions in advance in relation to any resolution set out in the Notice of Annual General Meeting or asking questions during the Annual General Meeting proceedings; and
 - appointing the Chairman of the Annual General Meeting as proxy to attend, speak and vote on their behalf at the Annual General Meeting.
- Shareholders (whether individual or corporate) who wish to participate in the Annual General Meeting via live audio-and-visual or live audio-only webcast must register by downloading the Webcast Attendance Form (which will be made available on the SGX's website at <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at <http://www.ohwa.com.sg>) and submitting the completed and signed Webcast Attendance Form in the following manner to enable the Company to verify their status as shareholders:
 - by hand or by post to the office of the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898; or
 - by email to sg.is.proxy@sg.tricorglobal.com.
 in either case, by **10:00 a.m. on 20 April 2021**.
Upon successful verification, authenticated shareholders who registered for the live audio-and-visual webcast or live audio-only webcast of the Annual General Meeting proceedings will receive an email no less than 24 hours before the Annual General Meeting from the Company, which will contain instructions to access the live audio-and-visual webcast or the live audio-only webcast of the Annual General Meeting proceedings (the "Confirmation Email").
Shareholders who do not receive the Confirmation Email by **10:00 a.m. on 21 April 2021** but have registered by **10:00 a.m. on 20 April 2021** should contact the Company by email at sr@ohwa.cn by **3:00 p.m. on 21 April 2021**.
Persons who hold the Company's shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) (including CPF/SRS investors) and who wish to participate in the Annual General Meeting should contact the relevant intermediary through which they hold such shares by **10:00 a.m. on 19 April 2021** in order for the necessary arrangements to be made for their participation in the Annual General Meeting.
Shareholders or their corporate representatives must not forward the email to other persons who are not shareholders or their corporate representatives.
- Shareholders may only exercise their voting rights at the Annual General Meeting via proxy voting. Shareholders (where individual or corporate) who wish to vote on any or all of the resolutions to be tabled at the Annual General Meeting must appoint the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting, in accordance with the instructions on the proxy form. Where Shareholders appoint the Chairman as their proxy, they 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 as proxy for that resolution will be treated as invalid. Shareholders who wish to submit a proxy form must first download the proxy form from the SGX's website at <https://www.sgx.com/securities/company-announcements> or the Company's corporate website at <http://www.ohwa.com.sg>, complete and sign the proxy form, before submitting the duly executed proxy form in the manner described in the proxy form.
- Shareholders (whether individual or corporate) will be able to ask questions at the Annual General Meeting. However, it is recommended for shareholders to submit their questions prior to the Annual General Meeting.
Shareholders who wish to submit questions relating to the business of the Annual General Meeting in advance of the Annual General Meeting must do so in the following manner:
 - by email to sg.is.proxy@sg.tricorglobal.com; or
 - by post to Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services at 80 Robinson Road, #11-02 Singapore 068898,
 in either case, by **10:00 a.m. on 19 April 2021**.
When sending in the questions, please provide full name, identification/registration number and the manner in which the shares of the Company are held for verification purposes, failing which, the submission will be treated as invalid.
Shareholders are strongly encouraged to submit questions by email.
The Company will endeavour to answer all relevant and substantial queries (as may be determined by the Company in its sole discretion) received from shareholders prior to or during the Annual General Meeting. However, as there may not be sufficient time to address all such questions during the Annual General Meeting itself, the Company may also publish responses to questions which the Company is unable to address during the Annual General Meeting on the Company's corporate website and on SGX's website prior to the Annual General Meeting.
Persons who hold the Company's shares through relevant intermediaries (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) (including CPF/SRS investors) and who wish to submit questions should contact the relevant intermediary through which they hold such shares by **10:00 a.m. on 19 April 2021**.
The Company will publish the minutes of the Annual General Meeting within one (1) month after the date of the Annual General Meeting on SGX's website at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <http://www.ohwa.com.sg>. The minutes will include the responses to relevant and substantial questions from shareholders which are addressed prior and/or during the Annual General Meeting.
- The Company shall be providing the link to the "live" webcast to each shareholder who submits a valid Webcast Attendance Form. Non-SRS holders whose shares are registered under a Depository Agent must approach their respective Depository Agent to indicate their interest in participating in the "live" webcast and should not submit the Webcast Attendance Form.
- Due to the constantly evolving COVID-19 situation in Singapore, shareholders are advised to regularly check SGX's website for updates on the Annual General Meeting or the Company's corporate website. The Company would like to thank all shareholders for their patience and co-operation in enabling it to hold the Annual General Meeting with the optimum safe management measures amidst the COVID-19 pandemic.**

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting of the Company and/or any adjournment thereof, a shareholder (i) consents to the collection, use and disclosure of the shareholder'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 Annual General Meeting of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (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"), (ii) 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 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 (iii) 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.