



OUHUA ENERGY HOLDINGS LIMITED

(Company Registration No. 37791)
(Incorporated in Bermuda)

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Special General Meeting of OUHUA ENERGY HOLDINGS LIMITED (the "Company") will be held at Tulip Room, Peninsula Tower, Level 5, Peninsula Excelsior Hotel, 5 Coleman Street, Singapore 179805, on Thursday, 20 April 2023 at 10:30 a.m., or immediately after the Annual General Meeting scheduled on the same day at 10:00 a.m. (Singapore time), and at any adjournment thereof (the "Special General Meeting") for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution as Special Resolution:-

"AS SPECIAL RESOLUTION

1(A) AMENDMENTS TO THE COMPANY'S EXISTING BYE-LAWS AND EXISTING MEMORANDUM OF ASSOCIATION

RESOLVED THAT the proposed amendments to the Company's existing Bye-Laws and existing Memorandum of Association, as set out in Appendices A and B of the Circular, be and are hereby approved for adoption as the amendments to the Company's existing Bye-Laws and Memorandum of Association.

1(B) ADOPTION OF THE COMPANY'S NEW BYE-LAWS AND NEW MEMORANDUM

RESOLVED THAT the Company's new Bye-Laws and Memorandum of Association, as set out in Appendices C and D of the Circular, be and are hereby adopted as the Company's new Bye-Laws and Memorandum of Association, in substitution for, and to the exclusion of, all the Company's existing Bye-Laws and Memorandum of Association." **(Resolution 1)**

All capitalised terms in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to the shareholders of the Company dated 29 March 2023 (the "Circular").

BY ORDER OF THE BOARD

Chia Foon Yeow
Company Secretary
Singapore
29 March 2023

IMPORTANT NOTES:

- (i) The Special General Meeting will be held, in a wholly physical format, at Tulip Room, Peninsula Tower, Level 5, Peninsula Excelsior Hotel, 5 Coleman Street, Singapore 179805 on Thursday, 20 April 2023 at 10:30 a.m., or immediately after the Annual General Meeting scheduled on the same day at 10:00 a.m., 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. **There will be no option for shareholders to participate virtually.** Printed copies of this Notice and the accompanying proxy form will not be sent to members of the Company. Instead, these documents will be made available to members on SGX's website at <https://www.sgx.com/securities/company-announcements> and on the Company's corporate website at <http://www.ohwa.com.sg>
- (ii) Arrangements relating to attendance at the Special General Meeting by members, including CPF/SRS investors, submission of questions to the Chairman of the Special General Meeting by members, including CPF/SRS investors, in advance of, or at, the Special General Meeting, addressing of substantial and relevant questions in advance of, or at, the Special General Meeting, and voting at the Special General Meeting by the members, including CPF/SRS investors, or (where applicable) duly appointed proxy(ies), are set out in the accompanying Company's announcement dated 29 March 2023. This announcement may be accessed via the SGX's website at <https://www.sgx.com/securities/company-announcements> and the Company's corporate website at <http://www.ohwa.com.sg>
- (iii) Each of the resolutions to be put to the vote of shareholders at the Special General Meeting (and any adjournment thereof) will be voted on by way of a poll.
- (iv) A proxy need not be a shareholder of the Company.
- (v) A shareholder who is a natural person need not submit the Depositor Proxy Form if he is attending the Special General Meeting in person. Where a shareholder is a corporation and wishes to be represented at the Special General Meeting, it must nominate not more than two persons ("Appointees"), who shall be natural persons, to attend and vote as proxy for The Central Depository (Pte) Limited ("Depository") at the Special General Meeting. Where such shareholder's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
- (vi) Unless the Depository specifies otherwise in a written notice to the Company, the Depository shall be deemed to have appointed as the Depository's proxies to vote on behalf of the Depository at the Special General Meeting each of the Depositors who are individuals and whose names are shown in the records of the Depository as at a time not earlier than 72 hours prior to the time of the Special General Meeting. Therefore, such Depositors (as defined in the Bye-Laws of the Company) who are individuals can attend and vote at the Special General Meeting without the lodgement of any "Depositor Proxy Form", which is the proxy form titled "Special General Meeting – Depositor Proxy Form" despatched to shareholders who are Depositors.
- (vii) A shareholder who is a Depositor may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place as proxy for the Depository in respect of his/her/its shares entered against his/her/its name in the Depository Register, by completing the Depositor Proxy Form in accordance with the instructions stated therein and depositing the duly completed Depositor Proxy Form at the office of the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services, either by hand at 80 Robinson Road, #11-02, Singapore 068898 or by post at 80 Robinson Road, #02-00, Singapore 068898 not less than 72 hours before the time appointed for the Special General Meeting.
- (viii) A shareholder may nominate not more than two Appointees, who shall be natural persons, to attend and vote in his/her/its place in respect of his/her/its shares registered in his/her/its name in the Register of Members of the Company, by completing the proxy form titled "Proxy Form" despatched together with this Annual Report to Depositors ("Shareholder Proxy Form") in accordance with the instructions stated therein and depositing the duly completed Shareholder Proxy Form at the office of the Company's Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services, either by hand at 80 Robinson Road, #11-02, Singapore 068898 or by post at 80 Robinson Road, #02-00, Singapore 068898 not less than 72 hours before the time appointed for the Special General Meeting.
- (ix) Completion and return of the instrument appointing a proxy or proxies by a shareholder will not prevent him/her from attending, speaking and voting at the Special General Meeting if he/she so wishes. The appointment of the proxy(ies) for the Special General Meeting will be deemed to be revoked if the shareholder attends the Special General Meeting in person and in such event, the Company reserves the right to refuse to admit any person or persons appointed under the relevant instrument appointing a proxy or proxies to the Special General Meeting.
- (x) **Shareholders are advised to regularly check SGX's website or the Company's corporate website for updates on the Special General Meeting.**

PERSONAL DATA PRIVACY:

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Special General Meeting of the Company and/or any adjournment thereof, a shareholder of the Company (i) consents to the collection, use and disclosure of the shareholder's personal data by the Company (or its agents) for the purposes of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Special 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 Special 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.