

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 via “live” webcast, on Wednesday, 28 June 2023 at 10:30 a.m. (the “**Special General Meeting**”) for the purposes of considering and, if thought fit, passing (with or without modifications) the following resolution as Ordinary Resolution:-

AS SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolution as Ordinary Resolution, with or without any modifications:

Proposed Share Buy-Back Mandate

“That:

- (A) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary share capital of the Company (“Shares”) not exceeding in aggregate the Prescribed Limit (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:
- (i) on-market Share purchases (“**On-Market Share Purchase**”), transacted on the SGX-ST through the SGX-ST’s trading system or, as the case may be, any other stock exchange on which the Shares may for the time being listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purchase or acquisition; and/or
 - (ii) off-market Share acquisitions (“**Off-Market Share Acquisition**”) (if effected otherwise than on the SGX-ST) in accordance with an equal access scheme(s) as may be determined or formulated by the Directors as they may consider fit,
- and otherwise in accordance with all other laws and regulations, including but not limited to, the provisions of the Companies Act, the SGX-ST Listing Manual, the Take-Over Code, the Bermuda Companies Act and the Share Buy-Laws as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (“**Share Buy-Back Mandate**”);
- (B) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the Share Buy-Back Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Ordinary Resolution and the expiring on the earlier of:
- (i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;
 - (ii) the date on which the purchases or acquisitions of Shares by the Company pursuant to the Share Buy-Back Mandate are carried out to the full extent mandated; or
 - (iii) the date on which the authority contained in the Share Buy-Back Mandate is varied or revoked by the Shareholders in a general meeting,

whichever is the earlier;

- (C) for the purposes of this Ordinary Resolution:

“**Prescribed Limit**” means ten per cent. (10.0%) of the total issued ordinary share capital of the Company (excluding any Treasury Shares and subsidiary holdings) as at the date of passing of this Ordinary Resolution, unless the Company has effected a reduction of the share capital of the Company in accordance with the Bermuda Companies Act and such other laws and regulations as may for the time being be applicable, at any time during the Relevant Period (as hereinafter defined), in which event the total number of Shares of the Company shall be taken to be the total number of Shares of the Company as altered after such capital reduction (excluding any Treasury Shares and subsidiary holdings);

“**Relevant Period**” means the period commencing from the date on which the last annual general meeting was held and expiring on the date on which the next annual general meeting is held or is required by law to be held, or the date on which the purchases of Shares under a Share Buy-Back Mandate are carried out to the full extent mandated, whichever is earlier, unless prior to that, it is varied or revoked by resolution of the Shareholders of the Company in general meeting;

“**Maximum Price**” in relation to a Share to be purchased, means an amount not exceeding:

- (i) in the case of an On-Market Share Purchase, 105% of the Average Closing Price (as defined below) of the Shares; and
 - (ii) in the case of an Off-Market Share Acquisition, 105% of the Average Closing Price of the Shares,
- in either case, excluding brokerage, stamp duties, and services tax and other related expenses of the On-Market Share Purchase or Off-Market Share Acquisition (as the case may be),

where:

“**Average Closing Price**” means:

- (i) the average of the closing market prices of a Share over the last five (5) Market Days, on which transactions in the Shares were recorded, immediately preceding (as the case may be):
 - (A) the date of marking the On-Market Share Purchase; or
 - (B) the day of the making of the offer pursuant to the Off-Market Share Acquisition; and
- (ii) shall be deemed to be adjusted for any corporate action that occurs during:
 - (A) the relevant five (5) day period; and
 - (B) the day on which (as the case may be):
 - (I) the On-Market Share Purchase; or
 - (II) the offer pursuant to the Off-Market Share Acquisition, is made; and

“**day of the making of the offer**” means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Share Acquisition.

“**Market Day**” means the day on which the SGX-ST is open for trading in securities.

- (D) the Directors and/or any of them be and are hereby authorised to complete and do all such acts and things (including, without limitation, executing such documents as may be required and to approve any amendments, alterations or modifications to any documents), as they and/or he may consider desirable, expedient or necessary to give effect to the transactions contemplated by this Ordinary Resolution.”

By Order of the Board

Chia Foon Yeow
Company Secretary
Singapore
13 June 2023

Notes:

- (1) The Special General Meeting (“SGM”) is being convened, and will be held, by way of 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. A printed copy of the Circular will NOT be sent to members. This Notice may be accessed at the Company’s website at the URL <http://ohwa.cn> and is also available on the SGXNET at the URL <https://www.sgx.com/securities/company-announcements>.

- (2) Alternative arrangements have been put in place to allow Shareholders to participate in the SGM by:

- (a) observing and listening to the SGM proceedings via a live audio-and-visual webcast or live audio-only webcast;
- (b) submitting questions in advance in relation to any resolution set out in the Notice of SGM or asking questions during the SGM proceedings; and
- (c) voting at the SGM live by the Shareholders themselves via electronic means or by appointing his/his/their duly appointed proxy/proxies or the Chairman as proxy to attend, speak and vote on their behalf at the SGM.

- (3) The Company will arrange for a live webcast, which allows Shareholders to view the proceedings of the SGM via a “live” audio and video feed (“**Webcast**”). In addition, Shareholders will be able to observe and participate in the SGM proceedings by audio only means (“**Audio Link**”). Shareholders who wish to observe the SGM proceedings by Webcast or Audio Link must pre-register at <https://conveneagm.com/sg/Ouhua2023/> (the “**Registration Link**”) by 10:30 a.m. on Sunday, 25 June 2023 (the “**Registration Deadline**”) to enable the Company to verify their status.

Upon successful verification, authenticated Shareholders who have registered for the Webcast or Audio Link of the SGM proceedings will receive an email no less than 24 hours before the SGM, which will contain instructions to access the Webcast or Audio Link of the SGM proceedings (the “**Confirmation Email**”).

Shareholders who do not receive the Confirmation Email by 10:30 a.m. on 26 June 2023 but have registered by 10:30 a.m. on 25 June 2023 should contact the Company by email at sr@ohwa.cn by 3:30 p.m. on 26 June 2023.

- (4) The Company has put in place arrangements to allow Shareholders to submit questions in advance of, or ask questions live, at the SGM. However, it is strongly recommended for Shareholders to submit their questions prior to the SGM. Shareholders who wish to submit questions relating to the business of the SGM in advance of the general meeting may do so in any of the following manner:

- (a) through the Registration Link at <https://conveneagm.com/sg/Ouhua2023/>; or
- (b) by email to sr@ohwa.cn.sg.is.proxy@sg.tricorglobal.com

in either case, by 10:30 a.m. on 19 June 2023.

Shareholders submitting questions are required to state (a) their full name; (b) their identification/registration number; and (c) the manner in which their shares of the Company are held for verification purposes, failing which, the Company shall be entitled to treat the submission as invalid.

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 SGM. The Company may also publish responses to questions which the Company is unable to address during the SGM on the Company’s corporate website at <http://ohwa.cn>, and on SGX’s website at <https://www.sgx.com/securities/company-announcements> prior to the SGM.

- (5) Shareholders may only exercise their voting rights live at the SGM by themselves or by voting through his/his/their duly appointed proxy/proxies. Shareholders who wish to vote by proxy on any or all of the resolutions to be tabled at the SGM may also appoint the Chairman or such other person as his/her/its proxy to attend, speak and vote on his/her/its behalf at the SGM, 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 Depositor 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 Depositor Proxy Form must first download the Depositor Proxy Form from the SGX’s website at <https://www.sgx.com/securities/company-announcements> or the Company’s corporate website at <http://ohwa.cn>, complete and sign the Depositor Proxy Form, before submitting the duly executed Depositor Proxy Form in the manner described in the Depositor Proxy Form.

To be valid and effective, the Depositor Proxy Form must be:

- (a) sent by e-mail to sg.is.proxy@sg.tricorglobal.com; or
- (b) deposited at the office of the Company’s Singapore Share Transfer Agent, Tricor Barbinder Share Registration Services, either by hand or by post at 80 Robinson Road, #11-02 Singapore 068898,

not less than 72 hours before the time appointed for holding the SGM, failing which the Company shall be entitled to regard the Depositor Proxy Form as invalid.

The Depositor Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Depositor Proxy Form is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney. Where the Depositor Proxy Form is signed on behalf of, or under by, an attorney, the power of attorney appointing the attorney or other authority, or a notarially certified copy thereof, if any, under which the Depositor Proxy Form is signed must (unless previously registered with the Company) be lodged with the Depositor Proxy Form, failing which the Company shall be entitled to regard the Depositor Proxy Form as invalid.

The Company shall be entitled to reject the Depositor Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Depositor Proxy Form (such as in the case where the appointor submits more than one (1) Depositor Proxy Form).

In the case of a Shareholder whose Shares are entered against his/her name in the Depository Register, the Company may reject any Depositor Proxy Form lodged if such Shareholder, being the appointor, is not shown to have Shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the SGM, as certified by CDP to the Company. Shareholders who hold their Shares through a Relevant Intermediary (as defined in Section 181 of the Companies Act 1967 of Singapore) should not use the Depositor Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions.

- (6) CPFIS and SRS investors should note that they may vote live via electric means at the SGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Agent Banks, and should contact their respective CPF Agent Banks or SRS Agent Banks if they have any queries regarding their appointment as proxies; or may appoint the Chairman of the SGM as proxy to attend, speak and vote on their behalf at the SGM.

CPFIS Investors or SRS Investors who wish to appoint the Chairman of the SGM as proxy should approach their respective CPF Agent Banks or SRS Agent Banks to submit their votes by 10:30 a.m. on 19 June 2023.

- (7) All documents relating to the business of the SGM will be published on SGXNet and the Company’s website at URL <http://ohwa.cn>.

Personal Data Privacy:

By pre-registering for the Webcast and/or the Audio Link, submitting a Depositor Proxy Form, and/or submitting questions relating to the resolution to be tabled for approval at the SGM or the Company’s businesses and operations, you consent to the collection, use and disclosure of your personal data by the Company (or its agents or service providers) for the purposes of (i) administering the Webcast and the Audio Link (including, but not limited to, verifying your identity and shareholding status, registering an account for you to access the Webcast and/or the Audio Link, facilitating and administering the Webcast and Audio Link and disclosing your personal data to the Company’s agents or third-party service provider for any such purposes), (ii) the processing of any questions submitted to the Company, (iii) the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of a proxy for the SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other instruments relating to the SGM (including any adjournment thereof), and (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.