

# NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be convened and held by way of electronic means on Friday, 29 April 2022, at 11.30 a.m. to transact the following businesses:

## AS ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2021, together with the Independent Auditor's Report thereon. **[Resolution 1]**

2. To re-elect the following Directors of the Company who are retiring pursuant to the following regulations of the Company's Constitution, and, being eligible, offer themselves for re-election:

Dr Zhang Jian *(pursuant to Regulations 87 and 89)* **[Resolution 2]**

Mr Yap Koon Loong *(pursuant to Regulations 87 and 89)* **[Resolution 3]**

Dr Zhang Jian will, upon re-election as a Director of the Company, remain as the Chairman and Executive Director.

Mr Yap Koon Loong will, upon re-election as a Director of the Company, remain as an Independent Director, the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. He will be considered independent for the purposes of Rule 704(7) of the Listing Manual Section B: Rules of Catalyst of the Singapore Exchange Securities Trading Limited.

3. To approve the payment of Directors' fees of S\$180,000 for the financial year ending 31 December 2022, to be paid quarterly in arrears (FY2021: S\$180,000). **[Resolution 4]**

4. To re-appoint PKF-CAP LLP as auditors of the Company to hold office until the conclusion of the next annual general meeting of the Company and to authorise the Directors of the Company to fix their remuneration. **[Resolution 5]**

5. To transact any other business which may be properly transacted at an Annual General Meeting.

## AS SPECIAL BUSINESS

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

### 6. AUTHORITY TO ALLOT AND ISSUE SHARES AND CONVERTIBLE SECURITIES

That pursuant to Section 161 of the Companies Act, Chapter 50 (the "Act") of Singapore (the "**Companies Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst (the "**Catalist Rules**"), the Directors of the Company be authorised and empowered to:

- (a) (i) issue shares in the Company ("**Shares**") whether by way of rights, bonus or otherwise; and/or

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- (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) options, 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 of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares pursuant to any Instruments made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including Shares to be issued pursuant of the Instruments made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares (including Shares to be issued pursuant of the Instruments made or granted pursuant to this Resolution) to be issued other than on a *pro-rata* basis to shareholders of the Company shall not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the 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 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 Shares shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:
  - (a) new Shares arising from the conversion or exercise of any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of passing of this Resolution, provided the share options or share awards (as the case may be) were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of Shares.
- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution of the Company; and

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- (4) unless revoked or varied by the Company in a general meeting, such 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 earlier.

[See Explanatory Note (i)] **[Resolution 6]**

On Behalf of the Board

Zhao Xin  
Chief Executive Officer and Executive Director

Singapore, 14 April 2022

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## Explanatory Notes on Resolutions to be passed:

- (i) The Ordinary Resolution 6 proposed in item 6 above, if passed, will empower the Directors of the Company, effective 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 or such authority is varied or revoked by the Company in a general meeting, whichever is the earlier, to issue Shares, make or grant Instruments convertible into Shares and to issue Shares pursuant to such Instruments, up to a number not exceeding, in total, one hundred per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company, of which up to fifty per centum (50%) may be issued other than on a *pro-rata* basis to shareholders of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of issued Shares in the capital of the Company shall be calculated based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) in the capital of the Company at the time this Ordinary Resolution 6 is passed after adjusting for new Shares arising from the conversion or exercise of any convertible securities, or share options or vesting of share awards which were issued and outstanding or subsisting at the time Ordinary Resolution 6 is passed and any subsequent bonus issue, consolidation or subdivision of Shares.

## IMPORTANT NOTES FOR SHAREHOLDERS:

### **HOLDING OF THE ANNUAL GENERAL MEETING OF THE COMPANY ON 29 APRIL 2022 (THE “AGM”) THROUGH ELECTRONIC MEANS**

In view of the ongoing COVID-19 situation, the Company’s AGM is being convened, and will be held, by way of electronic means pursuant to the provision of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Company will not accept any physical attendance by shareholders of the Company (“**Shareholders**”).

#### **1. Alternative Arrangements for Participation in the AGM**

Shareholders may participate in the AGM by:

- (a) observing and/or listening to the proceedings of the AGM via “live” audio-visual webcast of the AGM (“**Live Webcast**”) or “live” audio-only stream (via telephone) of the AGM (“**Audio-Only Means**”);
- (b) submitting questions in relation to any agenda item in this notice of AGM in advance of the AGM; and/or
- (c) appointing the Chairman of the AGM as proxy to vote on their behalf in accordance with their instructions.

Details of the steps for pre-registration, submission of questions in advance of the AGM and voting by appointing the Chairman of the Meeting as proxy are set out below.

#### **2. Pre-registration for participation via Live Webcast or Audio-Only Means (collectively, “Electronic Means”)**

Please see below for information on the pre-registration process for participating in the AGM through the Live Webcast or Audio-Only Means:

- (a) Shareholders including investors who hold shares through the Central Provident Fund (“**CPF**”) and/or Supplementary Retirement Scheme (“**SRS**”) who wish to follow the proceedings of the AGM must pre-register online at <https://complete-corp.com/oel-agm/> no later than **26 April 2022, 11.30 a.m.** (“**Pre-Registration Deadline**”) for verification purposes; and
- (b) following successful verification, an email with instructions on how to join the Live Webcast or audio feed of the AGM proceedings will be sent to the registered shareholders via email by **28 April 2022, 11.30 a.m.** Shareholders must not forward the email instruction to other persons who are not shareholders and who are not entitled to attend the AGM proceedings. This is also to avoid any technical disruptions or overload in respect of the AGM proceedings.

A person holding shares through Relevant Intermediaries (as defined below) (other than CPF/SRS investors) will not be able to pre-register for the Live Webcast of the AGM, and should approach his/her Relevant Intermediary (as defined below) as soon as possible in order to make the necessary arrangements if he/she/it wishes to participate in the Live Webcast. The Relevant Intermediary (as defined below) is required to submit a consolidated list of participants (setting out in respect of each participant, his/her name, email address and NRIC/Passport number), via email to the Company at [oel-agm@complete-corp.com](mailto:oel-agm@complete-corp.com) no later than **26 April 2022, 11.30 a.m.**

Shareholders who have registered by the Pre-Registration Deadline but did not receive the aforementioned email by **28 April 2022, 11.30 a.m.** should contact the Company by email at [oel-agm@complete-corp.com](mailto:oel-agm@complete-corp.com).

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### 3. Submission of Questions prior to the AGM

Shareholders will not be able to ask questions during the AGM proceedings.

Shareholders who have questions in relation to any agenda item in this notice of AGM can submit their questions to the Company in advance, by **23 April 2022, 11.30 a.m.**, through any of the following means:

- (a) by email to [oel-agm@complete-corp.com](mailto:oel-agm@complete-corp.com); or
- (b) by post, to be deposited with Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

Shareholders must identify themselves when posting questions through email or mail by providing the following details:

- (a) Full Name;
- (b) Contact Telephone Number;
- (c) Email Address; and
- (d) The manner in which you hold shares (if you hold shares directly, please provide your CDP account number; otherwise, please state whether you hold your shares through CPF or SRS, or a Relevant Intermediary (as defined below)).

In view of the current COVID-19 situation, members are strongly encouraged to submit their questions via email. The Company will respond to all substantial and relevant questions prior to the AGM (via an announcement on SGXNet at the URL <https://www2.sgx.com/securities/company-announcements> and the Company's website at the URL <https://www.ohldg.com/announcement>).

### 4. Voting at the AGM by appointing the Chairman of the AGM as Proxy

For persons who hold shares through a Relevant Intermediary (as defined below), please refer to paragraph 5 below for information on the procedures for voting at the AGM.

As shareholders will not be able to vote live at the AGM through electronic means and voting is only through submission of proxy form appointing the Chairman of the Meeting as proxy, the duly completed proxy form must be submitted through any of the following means not later than **27 April 2022, 11.30 a.m.** (being no later than forty-eight (48) hours before the time appointed for holding the AGM):

- (a) by email to [oel-agm@complete-corp.com](mailto:oel-agm@complete-corp.com); or
- (b) by post, to be deposited with Complete Corporate Services Pte Ltd at 10 Anson Road, #29-07 International Plaza, Singapore 079903.

The proxy form has been made available on SGXNet and the Company's corporate website and may be accessed at the URLs <https://www2.sgx.com/securities/company-announcements> and <https://www.ohldg.com/announcement>.

In appointing the Chairman of the Meeting as proxy, the Shareholder (whether individual or corporate) 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 of the Meeting as proxy for that resolution will be treated as invalid.

Please refer to the detailed instructions set out in the proxy form.

### 5. Voting at the AGM by persons holding shares through a Relevant Intermediary and CPF/SRS Investors

A person who holds their shares through Relevant Intermediaries (as defined below) (including CPF/SRS investors) who wish to appoint the Chairman as their proxy to vote at the AGM should not make use of the proxy form and should instead approach their respective Relevant Intermediaries (as defined below) as soon as possible to specify voting instructions. CPF/SRS investors who wish to vote should approach their respective CPF agent banks or SRS approved banks or depository agents to submit their votes by **19 April 2022, 11.30 a.m.** being at least seven (7) working days before the AGM, in order to allow sufficient time for their respective CPF agent banks or SRS approved banks or depository agents to in turn submit a proxy form to appoint the Chairman to vote on their behalf no later than **27 April 2022, 11.30 a.m.**

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A “**Relevant Intermediary**” is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19 of Singapore) or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289 of Singapore) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36 of Singapore), in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

## FY2021 ANNUAL REPORT

Copies of the documents and information relating to the AGM (including the Annual Report for FY2021, Notice of AGM and the accompanying Proxy Form) have been made available on SGXNet and the Company’s corporate website and may be accessed at the following URLs:

- (a) <https://www2.sgx.com/securities/company-announcements>; or
- (b) the Company’s corporate website at <https://www.ohldg.com/announcement>.

**Important Reminder: In view of the constantly evolving COVID-19 situation, the Company may be required to change its AGM arrangements at short notice. Shareholders are advised to regularly check the Company’s website or announcements released on SGXNet for updates on the AGM.**

## PERSONAL DATA PRIVACY

“**Personal data**” in this notice of AGM has the same meaning as “personal data” in the Personal Data Protection Act 2012, which includes your name, address and NRIC/Passport number. By submitting (a) an application to pre-register for participation in the AGM via the Live Webcast; (b) questions relating to the resolutions to be tabled for approval at the AGM; and/or (c) an instrument appointing Chairman of the meeting as proxy to vote at the AGM and/or any adjournment thereof, a member of the Company hereby consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) for the purposes of, (i) verifying the member’s information and processing of the member’s application to pre-register to participate in the AGM via the Live Webcast and providing the member with any technical assistance where possible; (ii) addressing any selected questions submitted by the member and following up with the member where necessary, and responding to, handling, and processing queries and requests from the member; (iii) the processing and administration by the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) of proxy forms appointing Chairman of the meeting for the AGM (including any adjournment thereof); and (iv) the preparation, compilation and disclosure (as application) of the attendance lists, minutes, questions from members and other documents relating to the AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers including any organisations the Company has engaged to perform any function related to the AGM) to comply with any applicable laws, listing rules, regulations and/or guidelines.

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*This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, Evolve Capital Advisory Private Limited (“**Sponsor**”), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).*

*This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.*

*The details of the contact person for the Sponsor are:–*

Name : Mr Jerry Chua (Registered Professional, Evolve Capital Advisory Private Limited)  
 Address : 138 Robinson Road, Oxley Tower, #13-02, Singapore 068906  
 Tel : (65) 6241 662