

ENTRY INTO A LOAN AGREEMENT WITH A CONTROLLING SHAREHOLDER

1. INTRODUCTION

The Board of Directors (the “**Board**”) of OEL (Holdings) Limited (the “**Company**”) wishes to announce that the Company had on 1 April 2023 entered into a loan agreement (the “**Loan Agreement**”) with Dr Zhang Jian (the “**Lender**”) pursuant to which the Lender has agreed to extend to the Company an interest-free loan of S\$1,400,000 (the “**Loan**”) subject to the terms and conditions of the Loan Agreement.

2. THE LENDER

The Lender is a controlling shareholder of the Company. As at the date of this announcement, the Lender has a direct interest in an aggregate of 138,331,000 ordinary shares in the capital of the Company representing 14.81% of the entire issued share capital of the Company.

3. SALIENT TERMS OF THE LOAN AGREEMENT

The salient terms of the Loan Agreement are as follows:

Principal Amount : S\$1,400,000 to be disbursed in four (4) tranches as follows:

- (a) the sum of S\$400,000.00 on the date of the Loan Agreement;
- (b) the sum of S\$200,000.00 on or before 3 April 2023; and
- (c) the sum of S\$200,000.00 on or before 5 April 2023; and
- (d) the sum of S\$600,000.00 on or before 10 April 2023.

Repayment : Subject to clause 2.3 of the Loan Agreement whereby the Lender may demand repayment of the Loan in advance when the Company and the Lender determine that the Company has sufficient cash flow to meet such repayment without adversely affecting the Company’s ability to fulfil its other payment obligations and/or disruptions to its operations, the Loan shall be repaid by the Company not later than three hundred and ninety-nine (399) days from the date of disbursement by the Lender.

4. USE OF PROCEEDS

The Company intends to use the Loan for the Company’s working capital, business expansion, and cash flow needs, which encompass the essential resources for the operation and growth of their business.

5. PROVISION OF LOAN AS AN INTERESTED PERSON TRANSACTION

As the Lender is a controlling shareholder and director of the Company, he is regarded as an “*interested person*” within the meaning defined in Chapter 9 of Singapore Exchange Securities Trading Limited’s Listing Manual Section B: The Rules of Catalyst (the “**Catalist**”

Rules”). Accordingly, the entry into the Loan Agreement with the Company is regarded as an “interested person transaction” within the meaning defined in Chapter 9 of the Catalist Rules.

Pursuant to Rule 909 of the Catalist Rules, in the case of borrowing of funds from an interested person, the value of the transaction is the interest payable on the borrowing. As the Loan is interest-free, the value of the transaction is zero. Therefore, the Company is not required to seek shareholders’ approval or to make an announcement pursuant to Rule 906 of the Catalist Rules.

Notwithstanding the above, the Company is disclosing the Loan pursuant to Catalist Rules 703 read with paragraph 9 of Appendix 7A. Other than the Loan and the Lender’s associated company using the Company’s registered office address, which ceased by 31 December 2022, there are no other interested person transactions entered into by the Company with the Lender or its associates for the financial year ending 31 December 2022 and up to the date of this announcement.

6. STATEMENT OF THE AUDIT COMMITTEE

The Audit Committee of the Company had reviewed the terms of the Loan and is of the view that the Loan is not prejudicial to the interests of the Company and its minority shareholders.

7. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER

Saved as disclosed herein, none of the other Directors or controlling shareholder(s) of the Company has any interest, direct or indirect (other than through their respective shareholdings in the Company), in the Loan.

By Order of the Board

Zhao Xin
Chief Executive Officer and Executive Director
02 April 2023

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

The details of the contact person for the Sponsor are: -

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