
OUHUA ENERGY HOLDINGS LIMITED
(Company Registration No. 37791)
(Incorporated in Bermuda)
(the "Company")

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	Lotus Room, Peninsula Tower, Level 5 Peninsula Excelsior Hotel, 5 Coleman Street Singapore 179805
DATE	:	25 April 2024
TIME	:	10:00 a.m.
PRESENT	:	As per attendance list maintained by the Company
CHAIRMAN OF THE MEETING	:	Mr Liang Guo Zhan (the "Chairman")

QUORUM

As a quorum was present, the Chairman declared the Annual General Meeting open at 10:00 a.m. The Chairman introduced the Directors of the Company present at the Annual General Meeting, then invited Mr Gerald Yeo, the Lead Independent Director, to conduct the proceedings of the Annual General Meeting in English on his behalf.

NOTICE

The notice dated 3 April 2024 convening the Annual General Meeting had been circulated to all shareholders via publication on the SGXNet and the Company's corporate website and was, with the permission of the meeting, taken as read.

POLLING PROCESS

It was noted that all resolutions are to be voted by poll at general meetings in line with requirements of the Listing Rules. The votes at this meeting are conducted by way of poll. All the proxy forms received by the Share Registrar, Tricor Barbinder Share Registration Services via post and email by the cut-off date have been verified by the Scrutineers, Entrust Advisory Pte. Ltd..

QUESTIONS FROM SHAREHOLDERS

There were no questions submitted by the shareholders prior to the Annual General Meeting.

ORDINARY BUSINESS

1. RECEIPT AND ADOPTION OF AUDITED FINANCIAL STATEMENTS FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023 TOGETHER WITH THE DIRECTORS' STATEMENT AND AUDITORS' REPORT

Resolution 1 was to receive and adopt the audited financial statements of the Company for the financial year ended 31 December 2023 together with the Directors' Statement and Auditors' Report thereon.

As there were no questions from shareholders on Resolution 1, on the proposal of Mr Gerald Yeo, as seconded by Mr Cai Enxia, and by unanimous vote (by way of poll) and with there being no vote of objection to the proposed Resolution 1, it was RESOLVED:

“That the Audited Financial Statements, together with the Directors’ Statement and Auditors’ Report, for the financial year ended 31 December 2023, be received and adopted.”

2. RE-ELECTION OF DIRECTORS

Re-election of Mr Liang Guo Zhan

Mr Liang Guo Zhan was retiring pursuant to Bye-Law 104 of the Company’s Bye-Laws and had indicated his consent to continue in office. He would, upon re-election, remain as the Executive Chairman and Chief Executive Officer of the Company.

As there were no questions from shareholders on Resolution 2, on the proposal of Mr Gerald Yeo, as seconded by Mr Cai Enxia, and by majority vote (by way of poll) and with there being no vote of objection to the proposed Resolution 2, it was RESOLVED:

“That Mr Liang Guo Zhan be re-elected as a Director of the Company.”

Appointment of Ms Kang Shwu Huey, Agnes

The Board had recommended for the appointment of Ms Kang Shwu Huey, Agnes as a Director pursuant to Bye-Law 107 (A) of the Company. Ms Kang Shwu Huey, Agnes, will upon appointment, be a Non-Executive and Independent Director, Chairman of the Audit Committee, a member of the Nominating Committee and Remuneration Committee respectively.

Responding to Mr Naresh Nanubhai Desai’s (“Mr Naresh”) query on the remuneration of the directors, Mr Gerald Yeo (“Mr Yeo”) responded that the Company has issued a Response to SGX Queries announcement yesterday pertaining to the figures and the figures can be found on page 26 of the Annual Report. Mr Naresh further queried if the shareholders are permitted to vote on the Directors’ fees. Mr Yeo responded in the affirmative.

On the proposal of Mr Gerald Yeo, as seconded by Mr Cai Enxia, and by majority vote (by way of poll) and with there being no vote of objection to the proposed Resolution 3, it was RESOLVED:

“That Ms Kang Shwu Huey, Agnes be re-elected as a Director of the Company.”

3. DIRECTORS’ FEES

The Board had recommended the payment of Directors’ fees of S\$99,000 for the financial year ended 31 December 2023.

Responding to Mr Naresh’s query on the number of directors which amount to a Directors’ fees of S\$99,000, Mr Yeo responded that there are 3 directors.

Mr Naresh further queried about the frequency of meetings held by the Board annually. Mr Yeo responded that there are 6 meetings and further details can be found on page 18 of the Annual Report.

Mr Leow Shak Chung (“Mr Leow”) queried about Mr Yeo’s tenure on the Board, Mr Yeo responded that he had served on the Board for 12 years and he would be stepping down from the Board. The Board has proposed for Ms Kang Shwu Huey, Agnes to replace him.

On the proposal of Mr Gerald Yeo, as seconded by Mr Cai Enxia, and by majority vote (by way of poll) and with there being no vote of objection to the proposed Resolution 4, it was RESOLVED:

“That the payment of Directors’ fees of S\$99,000 for the financial year ended 31 December 2023 be approved.”

4. APPOINTMENT OF AUDITORS

The retiring auditors, Mazars LLP, had expressed their willingness to continue in office.

Responding to Mr Naresh's query on whether a change in auditors would take place every 5 years, a representative from Mazars responded in the affirmative.

On the proposal of Mr Gerald Yeo, as seconded by Mr Cai Enxia, and by majority vote (by way of poll) and with there being no vote of objection to the proposed Resolution 5, it was RESOLVED:

"That Mazars LLP be re-appointed as Auditors of the Company until the next Annual General Meeting at a remuneration to be fixed by the Directors."

SPECIAL BUSINESS

5. AUTHORITY TO ALLOT AND ISSUE NEW SHARES

As there were no questions from shareholders on Resolution 6, on the proposal of Mr Gerald Yeo, as seconded by Mr Cai Enxia, and by majority vote (by way of poll) and with there being no vote of objection to the proposed Resolution 6, it was RESOLVED:

"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;

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- (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."

6. INTERESTED PERSON TRANSACTIONS

Mr Leow highlighted that the distribution channel for the products is managed by the Liang family instead of a third party. Mr Leow acknowledged that the relevant interested person transactions have been disclosed. Nonetheless, he queried about the necessity of transacting with the Liang family. He further expressed concern about the performance of the Company.

Mr Yeo responded that as the Company is foreign owned, it is not permitted to own the terminal.

Mr Ross Yu Limjoco ("Mr Limjoco") highlighted that the relevant interested person transactions have been disclosed on pages 33-34 of the Annual Report and one of the related parties includes the lease of storage facilities. Mr Limjoco elaborated that storage facilities and ports are not permitted to be held by foreign companies and this is coupled with the lack of ports within proximity of the Company's factory in Chaozhou.

Mr Limjoco also highlighted that the Group acquired a subsidiary in September 2023 to diversify into provision of electricity. From date of acquisition to 31 December 2023, the provision for electricity contributed approximately RMB1.1 million as disclosed on page 67.

Mr Koh Han Meng ("Mr Koh") queried about the source of the electricity in relation to the project. Mr Yeo responded that this is a new solar energy project. Mr Koh queried about the projected profit margin of the Company. Mr Yeo responded that the profit margin is very small, and the projects are taking place in Shantou and Liuzhou. Mr Yeo further explained that a subsidiary, i.e. Chaozhou Ouhua New Energy Holdings Limited, for this new energy business has been set up.

Mr Leow expressed his concern about the maximum output of the solar panel given that the solar panel was bought from a third party. He further expressed the view that the solar energy business requires a big scale of economy, and this, in his opinion, appears as a trial-and-error business.

Mr Limjoco responded that the Company provided electricity in September 2023 and between September 2023 to December 2023, the Company generated RMB 1m revenue and the revenue figures can be found on page 67 of the Annual Report. Mr Limjoco further informed the shareholders that the electricity is supplied to the industrial park.

Mr Leow noted that the Company recorded a gross profit of RMB 139.5 million based on FY 2023 and he queried about the projection of the solar energy business's contribution to the overall business. Mr Limjoco responded that the Company is not permitted to provide projections.

Mr Leow further noted that the revenue of the Company decreased between FY 2023 and FY 2022. Mr Yeo attributed the decrease in revenue to the decrease in oil prices. Mr Leow further highlighted the

Company may not be attractive to foreign investors due to the falling revenue and profit. Mr Yeo responded that the Company has set up a subsidiary for the renewable energy business.

Mr Leow further queried the status of excess solar energy. Mr Yeo responded that any excess would be sold to the State Grid.

Mr Koh queried about the operating status of the vessel which is owned by the Company and the revenue of the vessel. Mr Yeo responded that the vessel is still in operation and the revenue is very small.

Mr Limjoco elaborated that the vessel is used for shipment outside Guang Zhou, and it will be leased out to parties whenever it is not in operation. He drew reference to page 69 of the Annual Report.

Mr Koh further queried the utilization rate of the vessel. Mr Limjoco responded that he would revert to this. Mr Yeo reiterated the importance of the vessel.

Mr Leow raised a query about the expansion plans of the Company given that the Company has accumulated a profit of RMB 100m during the past 4 years. Mr Koh highlighted that the Company has not declared dividends for the shareholders for many years.

Mr Yeo responded that there is no long-term debt policy in China. He further stated that the directors are obliged to ensure that the Company has an adequate cash flow.

Mr Leow referred to page 93 of the Annual Report where he highlighted that the cash and cash equivalents is RMB 6,457 million. Mr Yeo reiterated the importance of having adequate cash flow under all circumstances including a share buy-back exercise. Mr Yeo further highlighted that the shareholders should pay attention to the other financial ratio.

Mr Limjoco expressed the sentiments of Mr Yeo. He attributed the negative figures of the operating cash flow on page 46 of the Annual Report to the inventory cost for sale of Liquefied Petroleum Gas (LPG).

On the proposal of Mr Gerald Yeo, as seconded by Mr Cai Enxia, and by majority vote (by way of poll) and with there being no vote of objection to the proposed Resolution 7, it was RESOLVED:

“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 2023 (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 “Interested Person Transaction 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 Interested Person Transaction Mandate.”

7. SHARE BUY-BACK MANDATE

Mr Leow expressed his concern for a hypothetical scenario whereby the Company could strike off the shares and classify them as treasury shares. This would in turn increase the executive members and the Liang’s family shareholdings in the Company, resulting in the dilution of the public shareholding.

Consequently, Mr Leow raised the possibility that the majority shareholder could declare an exit offer as he noted that numerous foreign-based companies have delisted previously.

Mr Yeo responded that the current Board will not approve any capital reduction exercise which is not in the interest of the Company. Further, shareholders' approval through an Extraordinary General Meeting will be required.

On the proposal of Mr Gerald Yeo, as seconded by Mr Cai Enxia, and by unanimous vote (by way of poll) and with there being no vote of objection to the proposed Resolution 8, it was RESOLVED:

"That approval be and is hereby given for

(A) the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued ordinary shares in the 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 Bye-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 Shares 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 (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses of the On-Market Share Purchase or Off-Market Share Acquisition (as the case may be)) 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,

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 making 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; and

- (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.”

POLL RESULTS

The poll results in respect of each of the Resolutions proposed at the Annual General Meeting are as follows:

No.	Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
			Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Business						
1.	Receipt and adoption of the Audited Financial Statements for the financial year ended 31 December 2023 together with the report of the Auditors and Directors' Statement	264,091,100	264,089,100	100	2000	0
2.	Re-election of Mr Liang Guo Zhan as a Director of the Company	20,191,100	19,683,900	97.49	507,200	2.51
3.	Appointment of Ms Kang Shwu Huey, Agnes as a Director of the Company	264,079,100	263,581,900	99.81	497,200	0.19
4.	Approval of the payment of Directors' fees for the financial year ended 31 December 2023	264,141,100	263,642,900	99.81	498,200	0.19
5.	Re-appointment of Messrs Mazars LLP as Auditors of the Company and authorising the Directors to fix their remuneration	264,150,100	263,652,900	99.81	497,200	0.19
Special Business						
6.	Authorising the Directors to issue shares, or to grant	264,140,100	263,571,900	99.78	568,200	0.22

	offers, agreements or options that might or would require shares to be issued					
7.	Authorising the Company and its subsidiaries to enter into certain interested person transactions	20,191,100	19,683,900	97.49	507,200	2.51
8.	Renewal of the share buy-back mandate	264,039,100	264,029,100	100	10,000	0

CONCLUSION

There being no other business to transact, the Chairman declared the Annual General Meeting of the Company closed at 11.59am and thanked everyone for their attendance.

Confirmed as True Record



Liang Guo Zhan
Chairman of the Meeting
8 May 2024