

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2020 Annual General Meeting ("2020 AGM") of the Company will be held at Linggi Hall, Corus Paradise Resort Port Dickson, 3.5 km, Jalan Pantai, 71000 Port Dickson, Negeri Sembilan, on Wednesday, 26 August, 2020 at 9.00 a.m., for the following purposes:

As Ordinary Business:

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| 1. To receive the Audited Financial Statements for the financial year ended 31 December 2019 together with the Reports of the Directors and the Auditors thereon. | [Please refer to Explanatory Note 1] |
| 2. To approve the payment of Directors' fees for an amount not exceeding RM150,000.00 for the financial year ending 31 December 2020. | Resolution 1 |
| 3. To approve the payment of Directors' benefits for an amount not exceeding RM17,000.00 from 26 June 2019 until the next Annual General Meeting of the Company. | Resolution 2 |
| 4. To re-elect Dato' Zhang, Li, retiring pursuant to Clause 107 of the Constitution of the Company. | Resolution 3 |
| 5. To re-elect Low Chin Guan, retiring pursuant to Clause 117 of the Constitution of the Company. | Resolution 4 |
| 6. To re-elect Saw Mei Ling, retiring pursuant to Clause 117 of the Constitution of the Company. | Resolution 5 |
| 7. To re-appoint Messrs UHY Lee Seng Chan & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration. | Resolution 6 |

As Special Business:

To consider and if thought fit, to pass with or without modifications, the following ordinary resolution:

8. Ordinary Resolution

Authority to issue and allot new ordinary shares pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore ("the Act") **Resolution 7**

"THAT, pursuant to Section 161 of the Act and the Constitution of the Company and subject to the approvals from Bursa Malaysia Securities Berhad and other relevant government/regulatory authorities, where such approval is necessary, the Directors of the Company be and are hereby empowered pursuant to Section 161 of the Act to issue shares in the capital of the Company at any time 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, and upon such terms and conditions and for such purposes and to such persons as the Board of Directors may, in their absolute discretion, deem fit, provided that the aggregate number of shares to be issued does not exceed 10% of the issued and paid-up share capital (excluding treasury shares) of the Company for the time being AND THAT the Board of Directors be and is also empowered to obtain approval for the listing of and quotation for the additional shares so issued on Bursa Malaysia Securities Berhad."

9. To transact any other business of which due notice shall have been given.

By Order of the Board

Yang Bin (ISCA 818941)

Company Secretary
30 June 2020

Notes:

1. IMPORTANT NOTICE

The Board of Directors ("Board") is cognisant of the Covid-19 pandemic as declared by the World Health Organisation which, to-date, is still subsisting. The health and safety of the Company's shareholders, Directors, staff and other stakeholders is of paramount concern for the Company. In view of the foregoing, the Company wishes to advise shareholders that necessary steps and measures will be undertaken in holding the Company's 2020 AGM.

In view of the Covid-19 pandemic and further to the "Guidance and FAQs on the Conduct of General Meetings for Listed Issuers" issued by the Securities Commission, members/proxies/corporate representatives who wish to attend the 2020 AGM in person **ARE REQUIRED TO PRE-REGISTER ("RSVP")** with the Company's share registrar, Tricor Investor & Issuing House Services Sdn Bhd (Share Registrar), "Tricor", or "TIH"), via the **TIH Online** website at <https://tih.online> no later than **Monday, 24 August 2020 at 9.00 a.m.** Please follow the RSVP Procedures in the Administrative Details for the 2020 AGM.

2. A member of a Company shall be entitled to appoint another person as his proxy to exercise all or any of his rights to attend, participate, speak and vote at meeting of members of the Company. A member may appoint more than one proxy in relation to a meeting, provided that the member specifies the proportion of the member's shareholdings to be represented by each proxy. A proxy may but need not be a member of the Company.

3. Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991 ("SICDA"), it may appoint not more than two (2) proxies in respect of each securities account it holds with ordinary shares of the Company standing to the credit of the said securities account.

4. For a member of the Company who is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one (1) securities account ("omnibus account"), there is no limit to the number of proxies which the exempt authorised nominee may appoint in respect of each omnibus account it holds. An exempt authorised nominee refers to an authorised nominee defined under SICDA which is exempted from compliance with the provisions of subsection 25A(1) of SICDA.

5. Where a member or the authorised nominee appoints more than two (2) proxies, or where an exempt authorised nominee appoints more than one (1) proxy in respect of each omnibus account to attend and vote at the same meeting, the appointments shall be invalid unless the proportion of shareholdings to be represented by each proxy is specified in the instrument appointing the proxies.

6. The instrument appointing a proxy shall be in writing signed by the appointor or by his attorney who is authorised in writing. In the case of a corporation, the instrument appointing proxy(ies) must be made either under its common seal or signed by an officer or an attorney duly authorised.

7. A member who has appointed a proxy or attorney or corporate representative to attend and vote at the 2020 AGM must request his/her proxy or attorney or corporate representative to submit their RSVP at **TIH Online** website at <https://tih.online> no later than **Monday, 24 August 2020 at 9.00 a.m.** Please follow the RSVP Procedures in the Administrative Details for the 2020 AGM.

8. The appointment of a proxy may be made in a hard copy form or by electronic means in the following manner and must be received by the Company not less than forty-eight (48) hours before the time appointed for holding the 2020 AGM or adjourned general meeting at which the person named in the appointment proposes to vote:

(i) **In hard copy form**

In the case of an appointment made in hard copy form, the Proxy Form must be deposited at the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia, or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia.

(ii) **By electronic form**

The Proxy Form can be electronically lodged via **TIH Online** website at <https://tih.online> (applicable to individual member only). Kindly refer to the Administrative Details on the procedure for electronic lodgement of proxy form via TIH Online.

9. Please ensure ALL the particulars as required in the Proxy Form are completed, signed and dated accordingly.

10. Last date and time for lodging the form of proxy is **Monday, 24 August 2020 at 9.00 a.m.**

11. Any authority pursuant to which such an appointment is made by a power of attorney must be deposited with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia not less than forty-eight (48) hours before the time appointed for holding the 2020 AGM or adjourned general meeting at which the person named in the appointment proposes to vote. A copy of the power of attorney may be accepted provided that it is certified notarially and/or in accordance with the applicable legal requirements in the relevant jurisdiction in which it is executed.

12. For a corporate member who has appointed an authorised representative, please deposit the **ORIGINAL** certificate of appointment of authorised representative with the Company's Share Registrar at Tricor Investor & Issuing House Services Sdn. Bhd., Unit 32-01, Level 32, Tower A, Vertical Business Suite, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia or alternatively, the Customer Service Centre at Unit G-3, Ground Floor, Vertical Podium, Avenue 3, Bangsar South, No. 8, Jalan Kerinchi, 59200 Kuala Lumpur, Malaysia. The certificate of appointment of authorised representative should be executed in the following manner:

(i) If the corporate member has a common seal, the certificate of appointment should be executed under seal in accordance with the constitution of the corporate member.

(ii) If the corporate member does not have a common seal, the certificate of appointment should be affixed with the rubber stamp of the corporate member (if any) and executed by:

- (a) at least two (2) authorised officers, of whom one shall be a director; or
(b) any director and/or authorised officers in accordance with the laws of the country under which the corporate member is incorporated.

13. For the purpose of determining who shall be entitled to participate in this 2020 AGM, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd to make available to the Company, the **Record of Depositors as at 17 August 2020**. Only a member whose name appears on this Record of Depositors shall be entitled to participate in this 2020 AGM or appoint proxies to attend and vote in his stead.

14. Members are advised to check the Company's website at www.ouhuawine.com.my and announcements from time to time for any changes to the administration of the 2020 AGM that may be necessitated by changes to the directives, safety and precautionary requirements and guidelines prescribed by the Government of Malaysia, the Ministry of Health, the Malaysian National Security Council, Securities Commission Malaysia and/or other relevant authorities.

(i) PERSONAL DATA PRIVACY

By submitting a proxy form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual 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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, and damages as a result of the member's breach of warranty.

(ii) EXPLANATORY NOTES ON ORDINARY BUSINESS:

1. Item 1 of the Agenda

This Agenda item is meant for discussion only as the provision of Section 203(1) of the Companies Act (Chapter 50) of Singapore does not require a formal approval of the shareholders for the Audited Financial Statements. Hence, this item is not put forward to shareholders for voting.

2. Items 2 and 3 of the Agenda

Proposed Resolutions 1 and 2 – Approval of Directors' Fees and Benefits
The Directors' fees proposed for the financial year ending 31 December 2020 are calculated based on the assumption that all Directors will hold office until the end of the financial year. This resolution is to facilitate payment of Directors' fees on current financial year basis. In the event the Directors' fees proposed is insufficient (e.g. due to the enlarged Board size), approval will be sought at the next Annual General Meeting for additional fees to meet the shortfall.

The Directors' benefits are meeting allowances payable to Directors. Meeting allowances are calculated based on the Board size and the number of scheduled Board and Committee meetings for the period from 26 June 2019 up to the next AGM. In the event the proposed amount is insufficient (e.g. due to more meetings or enlarged Board size), approval will be sought at the next AGM for the shortfall.

3. Items 4, 5 and 6 of the Agenda

Proposed Resolutions 3, 4, and 5 – Re-election of Directors
Dato' Zhang, Li is standing for re-election as Director of the Company pursuant to Clause 107 of the Constitution of the Company and being eligible, has offered herself for re-election at the 2020 Annual General Meeting.
Low Chin Guan and Saw Mei Ling are standing for re-election as Directors of the Company pursuant to Clause 117 of the Constitution of the Company and being eligible, have offered themselves for re-election as directors at the 2020 Annual General Meeting.

The Board has through the Nomination Committee, considered the assessment of the Directors and agreed that they meet the criteria as prescribed by Paragraph 2.20A of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad ("Bursa Securities") on character, experience, integrity, competence and time to effectively discharge their roles as Directors.

Yap Chi Keong is standing for re-election as Director of the Company pursuant to Clause 117 of the Constitution of the Company and he had indicated to the Company that he would not be seeking for re-election at the 2020 Annual General Meeting. Therefore, Yap Chi Keong shall retire as a Director at the conclusion of the 2020 Annual General Meeting. Subsequent to his retirement, he shall also cease to be the Chairman of the Nomination Committee as well as a member of the Audit Committee.

(iii) EXPLANATORY NOTE ON SPECIAL BUSINESS:

4. Item 8 of the Agenda

Proposed Resolution 7 - Approval for Issuance of new ordinary shares pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore ("the Act").
The Proposed Resolution 7 is the renewal of the mandate obtained from the members at the last Annual General Meeting ("the previous mandate"). The previous mandate was not utilized and accordingly no proceeds were raised.

The Proposed Resolution 7, if passed, will give the Directors of the Company, from the date of the above Meeting, the authority to issue and allot ordinary shares from the unissued share capital of the Company up to an amount not exceeding in total ten per centum (10%) of the issued and paid up Share Capital (excluding treasury shares) of the Company for such purposes as the Directors consider would be in the interest of the Company.

This authority, unless revoked or varied by the Company at a general meeting, 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.

The General Mandate is to provide flexibility to the Company to issue new securities without the need to convene separate general meeting to obtain its shareholders' approval so as to avoid incurring additional cost and time. The purpose of this general mandate is for possible fund raising exercise including but not limited to further placement of shares for purpose of funding current and/or future investment projects, working capital, repayment of bank borrowings, acquisitions and/or issuance of shares as settlement of purchase consideration.

As at the date of this Notice, the Company did not issue shares pursuant to the mandate granted to the Directors at the last Annual General Meeting held on 25 June 2019.