



## CHINA OUHUA WINERY HOLDINGS LIMITED

(Incorporated in Singapore under the Companies Act (Chapter 50) of Singapore)  
(Company Registration Number 200900709K)

(Registered as a foreign company in Malaysia under the Companies Act 1965 of Malaysia)  
(Malaysian Branch Registration Number 995226 U)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN THAT** the 2019 Annual General Meeting of the Company will be held at Cahaya 4 Meeting Room, 5<sup>th</sup> Floor Best Western Hotel Petaling Jaya, No. 1, Jalan 13/1, Seksyen 13, 46100 Petaling Jaya, Selangor Darul Ehsan, Malaysia, on Tuesday, 25 June, 2019 at 10.00 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 2018 together with the Reports of the Directors and the Auditors thereon. | <b>[Please refer to Explanatory Note 1]</b> |
| 2. To approve the payment of Directors' fees for an amount not exceeding RM90,000.00 for the financial year ending 31 December 2019.                              | <b>Resolution 1</b>                         |
| 3. To approve the remuneration of Executive Director for an amount not exceeding RM120,000 for the financial year ending 31 December 2019.                        | <b>Resolution 2</b>                         |
| 4. To re-elect Mr Sun Hui Feng, retiring pursuant to Article 107 of the Articles of Association of the Company.   | <b>Resolution 3</b>                         |
| 5. To re-elect Mr Zhang, FuWei, retiring pursuant to Article 107 of the Articles of Association of the Company.   | <b>Resolution 4</b>                         |
| 6. To re-appoint Messrs UHY Lee Seng Chan & Co. as Auditors of the Company and to authorise the Directors to fix their remuneration.                              | <b>Resolution 5</b>                         |

#### As Special Business:

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

7. **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 6**
- "THAT, pursuant to Section 161 of the Act and the Articles of Association 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."
8. **SPECIAL RESOLUTION**  
**Proposed Alteration of the Existing Memorandum and Articles of Association by replacing with a New Constitution ("Proposed Alteration")** **(Special Resolution)**
- "THAT the existing Memorandum and Articles of Association of the Company be hereby altered by replacing with a new Constitution as set out in the Appendix I attached to the Annual Report 2018 with effect from the date of passing this special resolution.
- AND THAT the Directors of the Company be hereby authorised to do all such acts and things and to take all such steps as they deem fit, necessary, expedient and/or appropriate in order to complete and give full effect to the Proposed Alteration with full powers to assent to any condition, modification, variation and/or amendment as may be required or imposed by the relevant authorities."

By Order of the Board

**Yang Bin (ISCA 818941)**  
Company Secretary

30 April 2019

#### Notes:

##### (i) NOTES ON APPOINTMENT OF PROXY

- A Member shall not be entitled to appoint more than two (2) proxies to attend and vote at the same General Meeting. In case where a form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. Where a member of the Company is an exempt authorised nominee which holds ordinary shares in the Company for multiple beneficial owners in one 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 instrument appointing a proxy shall be in writing in any usual or common form (including the form approved from time to time by the Depository) or in any other form which the Directors may approve and in the case of an individual, shall be signed by the appointor or his attorney. In the case of a corporation or Limited Liability Partnership, shall be either given under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
- The signature on such instrument need not be witnessed. Where an instrument appointing a proxy is signed on behalf of the appointor by an attorney, the letter or power of attorney or a duly certified copy thereof must (falling previous registration with the Company) be lodged with the instrument of proxy in accordance with item 5 below, failing which the instrument may be treated as invalid.
- An instrument appointing a proxy whether executed in the States of Malaysia or outside the States of Malaysia shall be attested by a solicitor, commissioner for oaths, notary public, consul or magistrate, but the Directors may from time to time waive or modify this requirement either generally or in a particular case.
- An instrument appointing a proxy must be deposited at the Malaysia Registered Office of the Company situated at Unit 30-01, Level 30, Tower A, Vertical Business Suite, 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 meeting or any adjournment thereof.
- Where a member of the Company is an authorised nominee as defined under the Securities Industry (Central Depositories) Act, 1991, 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.
- For the purpose of determining a member who shall be entitled to attend the 2019 Annual General Meeting, the Company shall be requesting Bursa Malaysia Depository Sdn Bhd, in accordance with Article 74A.2 of the Company's Articles of Association and Section 34(1) of the Securities Industry (Central Depositories) Act, 1991 to issue a General Meeting Record of Depositor as at 18 June 2019. Only a depositor whose name appears therein shall be entitled to attend, vote and speak at the meeting or appoint a proxy to attend, vote and speak on his stead.

##### (ii) 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, losses and damages as a result of the member's breach of warranty.

##### (iii) EXPLANATORY NOTES ON ORDINARY BUSINESS:

- 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.
- Item 2 of the Agenda**  
Proposed Resolution 1 – Approval for Directors' Fees  
The Directors' fees proposed for the financial year ending 31 December 2019 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.
- Item 3 of the Agenda**  
Proposed Resolution 2 – Approval for Remuneration of Executive Director, Dato' Zhang, Li.  
The Proposed Resolution 2 is to facilitate the payment of remuneration of the Executive Director, namely Dato' Zhang, Li on a current financial year basis, calculated based on the assumption that Dato' Zhang, Li will hold office as an Executive Director until the end of the financial year.
- Items 4 and 5 of the Agenda**  
Proposed Resolutions 3 and 4 – Re-election of Directors  
Sun Hui Feng and Zhang, FuWei are standing for re-election as Directors of the Company and being eligible, have offered themselves for re-election at the 2019 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.

##### (iv) EXPLANATORY NOTE ON SPECIAL BUSINESS:

- Item 7 of the Agenda**  
Proposed Resolution 6 - Approval for Issuance of new ordinary shares pursuant to Section 161 of the Companies Act (Chapter 50) of Singapore ("the Act").  
The Proposed Resolution 6 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 6, 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 for 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 26 June 2018.

##### (v) EXPLANATORY NOTE ON SPECIAL RESOLUTION:

- Item 8 of the Agenda**  
This proposed Special Resolution, if passed, will enable the Company to alter its existing Memorandum and Articles of Association by replacing with a new Constitution which is drafted in accordance with the relevant provisions of the Companies Act (Chapter 50) of Singapore, relevant amendments of Chapter 7 and other Chapters of the Main Market Listing Requirements of Bursa Malaysia Securities Berhad and other provisions of laws and regulations that are applicable to the Company.  
For further information on the Proposed Alteration, please refer to the Appendix I attached to the Annual Report 2018.