SUNRISE SHARES HOLDINGS LTD.
(Company Registration No. 198201457Z)
(Incorporated in Singapore)

MINUTES OF ANNUAL GENERAL MEETING

PLACE	:	"Live" webcast via https://conveneagm.com/sg/sunrise2023
DATE	:	Wednesday, 28 June 2023
TIME	:	10.00 a.m.
PRESENT	:	As set out in the attendance records maintained by the Company.
IN ATTENDANCE	:	As set out in the attendance records maintained by the Company.
CHAIRMAN OF THE MEETING	:	Mr. Zheng Aimin

QUORUM

The Chairman of the meeting, Mr. Zheng Aimin had requested the Company Secretary to read the proceedings of the Annual General Meeting ("**AGM**") on his behalf and the Company Secretary informed that the quorum necessary for the AGM was present and declared the AGM open at 10.00 a.m.

INTRODUCTION

The Company Secretary introduced the Directors present.

NOTICE OF AGM

With the consent of the shareholders present, the notice of the AGM ("**Notice**") convening the meeting was taken as read.

VOTING BY POLL

The Company Secretary informed that all resolutions to be tabled at the AGM would be voted upon by way of poll as required under the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**").

The Company Secretary further informed the meeting that BDO Corporate Services Pte. Ltd. was appointed as Scrutineers for the poll and In.Corp Corporate Services Pte. Ltd. was appointed as the Polling Agent.

SUBMISSION OF QUESTIONS FOR THE AGM

The Company Secretary informed that based on the information provided in the Notice dated 13 June 2023, shareholders may raise any questions relating to the resolutions to be tabled for approval at the AGM in advance, or through the "live" at the AGM. As at the cut-off date for submission of questions, there was no question received from the shareholders by the Company prior to the AGM.

ORDINARY BUSINESS:

1. THE AUDITED FINANCIAL STATEMENTS AND DIRECTORS' STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 – RESOLUTION 1

The meeting proceeded to receive and consider the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2022 and the Auditors' Report thereon.

The voting results of the poll for Resolution 1 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	114,364,352	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Company Secretary declared the motion carried and it was **RESOLVED**:

"That the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditors' Report thereon be received and adopted."

2. RE-ELECTION OF MR. TANG AN AS A DIRECTOR – RESOLUTION 2

Mr. Tang An ("**Mr. Tang**") who was retiring as a Director of the Company in accordance with Regulation 91 of the Company's Constitution, had signified his consent to continue in office.

The voting results of the poll for Resolution 2 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	114,364,352	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Company Secretary declared the motion carried and it was **RESOLVED**:

"That Mr. Tang, who retired from office in accordance with Regulation 91 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.

Mr. Tang, upon re-election as a Director of the Company, remain as the Chairman of Audit Committee and a member of the Nominating Committee and Remuneration Committee of the Company, and will be considered independent pursuant to Rule 704(7) of the Catalist Rules."

3. RE-ELECTION OF MR. WANG ZIQUAN AS A DIRECTOR – RESOLUTION 3

Mr. Wang Ziquan ("**Mr. Wang**") who was retiring as a Director of the Company in accordance with Regulation 91 of the Company's Constitution, had signified his consent to continue in office.

The voting results of the poll for Resolution 3 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	114,364,352	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Company Secretary declared the motion carried and it was **RESOLVED**:

"That Mr. Wang, who retired from office in accordance with Regulation 91 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.

Mr. Wang, upon re-election as a Director of the Company, remain as the member of Nominating Committee, Remuneration Committee and Audit Committee of the Company, and will be considered independent pursuant to Rule 704(7) of the Catalist Rules."

4. DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022 – RESOLUTION 4

The Board had recommended the payment of Directors' fees of S$90,000 for the financial year ended 31 December 2022.

The voting results of the poll for Resolution 4 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	114,364,352	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Company Secretary declared the motion carried and it was **RESOLVED**:

"That the payment of the Directors' fees of S$90,000 for the financial year ended 31 December 2022, be approved for payment."

5. RE-APPOINTMENT OF MESSRS PKF-CAP LLP AS THE AUDITORS OF THE COMPANY – RESOLUTION 5

The AGM proceeded to re-appoint Messrs PKF-CAP LLP, who had expressed their willingness to continue in office, as the auditors of the Company and to authorise the Board to fix their remuneration.

The voting results of the poll for Resolution 5 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	114,364,352	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Company Secretary declared the motion carried and it was **RESOLVED**:

"That Messrs PKF-CAP LLP, who have expressed their willingness to continue in office, be and are hereby re-appointed as Auditors of the Company until the conclusion of the next AGM at a fee to be agreed between the Directors and Messrs PKF-CAP LLP be approved."

ANY OTHER ORDINARY BUSINESS

As there was no notice of any other ordinary business to be transacted at the meeting received by the Secretary, the meeting proceeded to deal with the special business outlined in the Notice convening the meeting.

SPECIAL BUSINESS:

6. AUTHORITY TO ALLOT AND ISSUE SHARES PURSUANT TO SECTION 161 OF THE COMPANIES ACT 1967 OF SINGAPORE AND RULE 806 OF THE CATALIST RULES – RESOLUTION 6

The Meeting was informed that Resolution 6 on the agenda was to authorise the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Catalist Rules.

The voting results of the poll for Resolution 6 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	114,364,352	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Company Secretary declared the motion carried and it was **RESOLVED**:

"That, pursuant to Section 161 of the Companies Act 1967 of Singapore ("Companies Act") and subject to Rule 806 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") ("**Catalist Rules**"), authority be and is hereby given to the Directors of the Company to:

(a) (i) allot and issue shares in the capital of the Company ("**Shares**") 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) options, warrants, debentures, convertible securities or other instruments convertible into shares,

at any time during the continuance of this authority or thereafter 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 in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

("**Share Issue Mandate**")

provided that:

(i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred percent

(100%) of the of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (iii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;

(ii) the aggregate number of shares to be issued other than on a pro-rata basis to existing shareholders of the Company shall not be more than fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) (as calculated in accordance with sub-paragraph (iii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;

(iii) (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-para (i) and (ii) above, the percentage of the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the date this Resolution is passed after adjusting for: -

(a) new shares arising from the conversion or exercise of any convertible securities outstanding and/or subsisting at the time this authority is given;
(b) new shares arising from the exercise of share options or vesting of share awards 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 the Company's shares;

Adjustments in accordance with Catalist Rule 806(3)(a) or Catalist Rule 806(3)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

(iv) 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), all applicable legal requirements under the Companies Act and otherwise, and the Constitution for the time being of the Company; and

(v) (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier."

CONCLUSION

There being no other business, the Company Secretary declared the Annual General Meeting of the Company closed at 10.16 a.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

ZHENG AIMIN
LEAD INDEPENDENT DIRECTOR