

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “EGM”) of Sunrise Shares Holdings Ltd. (the “Company”) will be held at 51 Cuppage Road, #03-03 (Room Vibrant 1 & 2), Singapore 229469 on 24 April 2024, at 3.30 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. on the same day), for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary and special resolution(s) as set out below. All capitalised terms in the ordinary and special resolution(s) below shall, unless otherwise defined herein, have their respective meanings ascribed to them in the Company’s circular dated 21 March 2024 (the “Circular”) issued to the Shareholders of the Company.

Note on inter-conditionality of resolutions: Shareholders should note that Resolution 1 (in respect of the Proposed Acquisition as an interested person transaction), Resolution 2 (in respect of the Proposed Consideration Shares Issue), and Resolution 3 (in respect of the Whitewash Resolution) are conditional on each other. This means that if any of Resolution 1, Resolution 2 or Resolution 3 is not approved, none of the foregoing Resolutions 1, 2 or 3 will be passed. Resolution 4 (in respect of the Proposed Amendments to the Constitution of the Company) is not conditional on the passing of Resolutions 1, 2 and 3.

ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITION AS AN INTERESTED PERSON TRANSACTION

RESOLVED THAT, subject to and contingent upon the passing of Resolutions 2 and 3:

- For the purposes of Chapter 9 of the Catalyst Rules, approval be and is hereby given for the proposed acquisition by the Company, as purchaser, of 100.0% of the shareholding interests in the Target Company from the Vendor for a consideration of S\$3,500,000, subject to and otherwise in accordance with the terms and conditions of the Share Sale Agreement (the “Proposed Acquisition”).
- The Directors, and each and any of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation finalising, approving and executing all such documents as may be required) as they and/or he may in their absolute discretion consider necessary, desirable or expedient in order to implement, complete or give effect to all matters and transactions as contemplated in this resolution.

Notes to Resolution 1:

- Interested Person Transaction:** As the Vendor is a Controlling Shareholder of the Company, the Proposed Acquisition constitutes an interested person transaction for the purposes of Chapter 9 of the Catalyst Rules.
- Abstention from voting:** In accordance with Rule 919 and Rule 921(7) of the Catalyst Rules, the Vendor shall, and shall procure that his associates shall (a) abstain from voting on this Resolution 1 in respect of their respective shareholdings in the Company, and (b) not accept appointments as proxies unless specific instructions as to voting have been given in the Shareholder’s Proxy Form(s) by the Shareholder(s) appointing them on how he / she / they wish(es) his / her / their vote(s) to be cast.

ORDINARY RESOLUTION 2 – THE PROPOSED CONSIDERATION SHARES ISSUE

RESOLVED THAT, subject to and contingent upon the passing of Resolutions 1 and 3:

- Pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 805(1) and Rule 812 of the Catalyst Rules, approval be and is hereby given for the proposed allotment and issuance of 85,714,285 Consideration Shares at an issue price of S\$0.035 for each Consideration Share to the Vendor, subject to and otherwise in accordance with the terms and conditions of the Share Sale Agreement.
- The Directors and each and any of them be and are hereby authorised to take any and all steps and to do and/or procure to be done any and all acts and things (including without limitation finalising, approving and executing all such documents as may be required) as they and/or he may in their absolute discretion consider necessary, desirable or expedient in order to implement, complete or give effect to all matters and transactions as contemplated in this resolution.

Notes to Resolution 2:

- Vendor:** Subject to completion of the Proposed Acquisition, 85,714,285 Consideration Shares will be allotted and issued to the Vendor (a Controlling Shareholder of the Company) at the issue price of S\$0.035 per Consideration Share.
- Abstention from voting:** In accordance with Rule 812(2), Rule 919 and Rule 921(7) of the Catalyst Rules, the Vendor shall, and shall procure that his associates shall (a) abstain from voting on this Resolution 2 in respect of their respective shareholdings in the Company, and (b) not accept appointments as proxies, unless specific instructions as to voting have been given in the Shareholder’s Proxy Form(s) by the Shareholder(s) appointing them on how he / she / they wish(es) his / her / their vote(s) to be cast.

ORDINARY RESOLUTION 3 – THE WHITEWASH RESOLUTION

RESOLVED THAT, subject to and contingent upon the passing of Resolutions 1 and 2 and satisfaction of all SIC Conditions (as detailed in paragraph 5.3 of the Circular), the Independent Shareholders do hereby, on a poll taken, unconditionally and irrevocably waive their rights to receive a mandatory general offer from the Vendor, in accordance with Rule 14 of the Code, for all the Shares not already owned or controlled by the Vendor and his concert parties as a result of the allotment and issuance of the Consideration Shares.

Notes to Resolution 3:

- Independent Shareholders:** Independent Shareholders are Shareholders who are deemed to be independent for the purpose of this Whitewash Resolution, being the Shareholders other than the persons comprising the Vendor as well as parties not independent of him.
- Abstention from voting:** Pursuant to the SIC Conditions, the Vendor as well as parties not independent of him are required to abstain from voting on this Resolution 3. For details on the parties acting in concert with the Vendor, please refer to paragraph 5.2.3 of the Circular.

SPECIAL RESOLUTION 4 – THE PROPOSED AMENDMENTS TO THE CONSTITUTION OF THE COMPANY

RESOLVED THAT,

- The Proposed Amendments to the Constitution of the Company in the manner and to the extent set out in the Circular be and is hereby approved; and
- The Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including executing such documents as may be required, approving and making any subsequent amendment, alteration, or modification to the Amended Constitution to comply with the requirements of the Companies Act, and sign and file and/or submit any notices, forms, and documents with or to the relevant authorities) as they and/or he may consider expedient or necessary to give effect to this Special Resolution.

BY ORDER OF THE BOARD

CHAN AI LING
Company Secretary
21 March 2024

IMPORTANT NOTICE
No Virtual Attendance

- Shareholders are invited to **attend physically only** at the EGM at 51 Cuppage Road, #03-03 (Room Vibrant 1 & 2), Singapore 229469 on 24 April 2024, at 3.30 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. on the same day). **There will be no option for Shareholders to participate virtually.**

Voting at the EGM and voting by proxy

- Shareholders may cast their votes for each resolution at the EGM or appoint proxy or proxies (other than the Chairman of the EGM) to vote on their behalf at the EGM.
- As an alternative to voting at the EGM in the foregoing manner, Shareholders who wish to vote on any or all of the resolutions at the EGM may appoint the Chairman of the EGM to act as their proxy to vote on their behalf at the EGM.
- If a Shareholder wishes to appoint a proxy or proxies (other than the Chairman of the EGM) to vote on their behalf at the EGM or to appoint the Chairman as proxy to vote on their behalf at the EGM, duly executed Proxy Forms, must be submitted in hard copy form or electronically via email:
 - if submitted by post, to be deposited at the share registrar office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
 - if submitted by way of electronic means, to be submitted via email in Portable Document Format (PDF) to the Company, at shareregistry@incorp.asia.

in either case, by 22 April 2024, 3.30 p.m., not less than 48 hours before the time appointed for the holding of the EGM and/or any adjournment thereof and in default of the instrument of proxy shall not be treated as valid. A Shareholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

- In appointing the Chairman of the EGM as proxy, Shareholders should specifically indicate in the Proxy Form how they wish to vote for or vote against (or abstain from voting on) the resolution set out in the Notice of EGM, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. Proxy or proxies (other than the Chairman of the EGM) appointed to vote on their behalf at the EGM and the Chairman of the EGM as proxy, need not be a member or members of the Company. Printed copies of the Company’s circular dated 21 March 2024, which contains this Notice of EGM and the attached Proxy Form, will be despatched to Shareholders by post. The accompanying Proxy Form to the Notice of EGM may also be downloaded from the Company’s announcement on the SGX website accessible at the URL <https://www.sgx.com/securities/company-announcements> and the Company’s website accessible at the URL <https://sunrise-shares.com/investorrelations>. An internet browser and PDF reader are required to view these documents on SGXNET or the Company’s website.
- Shareholders are strongly encouraged to submit the completed and signed Proxy Forms by way of electronic means via email. Any incomplete Proxy Form will be rejected by the Company.**
- The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

- A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
- A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder’s Proxy Form appoints more than one (1) proxy, the proportion of his/her/ its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company’s option to treat this Proxy Form as invalid.
- A Shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder’s Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

Shareholders’ Questions and Answers

- Shareholders and duly appointed proxy or proxies will be able to ask questions relating to the resolutions to be tabled for approval at the EGM. The Company will endeavor to respond to and address substantial and relevant questions as far as reasonably practicable during the EGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.
- Alternatively, Shareholders can submit their questions in advance relating to the resolutions to be tabled for approval at the EGM:
 - if submitted by post, to be deposited at the registered office of the Company at 52 Bendemeer Road, Bendemeer Industrial Estate, Singapore 339934; or
 - if submitted by way of electronic means, to be submitted via email to the Company, at ir@sunrise-shares.com.

Please refer to the section below entitled “Key dates / deadlines” for the deadline for submission of questions prior to the EGM. Shareholders who submit questions in advance of the EGM should identify themselves by stating his/her/its full name as it appears on his/her/its Central Depository (Pte) Limited (“CDP”) / Central Provident Fund (“CPF”) / Supplementary Retirement Scheme (“SRS”) / scrip-based share records, contact number and NRIC/Passport/UEN number and state the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP, CPF, SRS and/or physical scrip) for verification purposes, failing which the Company shall be entitled to regard the submission as invalid and not respond to the question(s) submitted.
- Shareholders are encouraged to submit their questions via one of the foregoing means as soon as possible so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the EGM) prior to submitting their Proxy Forms. Please note that substantial and relevant questions (as may be determined by the Company at its sole discretion) from Shareholders submitted in advance and received by the Company would be addressed by the Company and published on the SGX website and the Company’s website before 3.30 p.m. 20 April 2024, being no later than 48 hours before the closing date and time for the lodgment of the Proxy Forms. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters. The Company will, within one month after the date of the EGM, publish the minutes of the EGM on the Company’s website and the SGX website and the minutes will include the responses to the questions referred to above.

CPF and SRS investors

- Persons who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the EGM by: (a) submitting questions in advance of the EGM in the manner provided above; and/or (b) voting at the EGM if they are appointed as proxies by their respective CPF agent banks and SRS operators or appointing the Chairman of the EGM as proxy to attend speak and vote on their behalf at the EGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF agent banks and SRS operators) through which they hold such Shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the EGM.
- CPF and SRS investors may attend and vote at the EGM if they are appointed as proxies by their respective CPF agent banks or SRS operators and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies. CPF and SRS investors who wish to appoint the Chairman of the EGM as their proxy, should approach their respective CPF agent banks and SRS operators to submit their votes by 12 April 2024, 3.30 p.m., being at least **seven (7) working days** before the EGM.
- A “Relevant Intermediary” is:
 - a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

EGM Documents

- The Circular, this Notice of EGM and the Proxy Form will be despatched to Shareholders by post and published on the SGX website accessible at the URL <https://www.sgx.com/securities/company-announcements> and on the Company’s website accessible at the URL <https://sunrise-shares.com/investorrelations>. An internet browser and PDF reader are required to view these documents on SGXNET or the Company’s website. Shareholders are advised to check the SGX website and/or the Company’s website regularly for updates.

KEY DATES/ DEADLINES

Key Dates/ Deadlines	Event/ Action to be taken
3.30 p.m. on 1 April 2024	Deadline for Shareholders to submit questions. Shareholders who wish to submit questions related to the resolution to be tabled for approval at the EGM in advance of the EGM should submit their questions to the Company by the stated date and time (being seven (7) calendar days from publication of the Notice of EGM) via any one of the means specified in paragraph 12 under the section entitled “Important Notice” of this Notice of EGM.
3.30 p.m. on 12 April 2024	Deadline for CPF and SRS investors. CPF investors and SRS investors who wish to vote must approach their respective CPF agent banks or SRS operators to submit their votes at least seven (7) working days before the EGM.
3.30 p.m. on 20 April 2024	Addressing questions received in advance of EGM. The Company will address all substantial and relevant questions received from Shareholders relating to the Resolutions set out in the Notice of EGM by the stated date (being not less than forty-eight (48) hours prior to the closing date and time for the lodgement of the Proxy Forms) which will be published on the SGX website accessible at the URL https://www.sgx.com/securities/company-announcements and on the Company’s website accessible at the URL https://sunrise-shares.com/ .
3.30 p.m. on 22 April 2024	Deadline for submission of Proxy Forms. Shareholders who wish to appoint the Chairman of the EGM (or a person other than the Chairman) to act as their proxy to vote on their behalf at the EGM must submit their completed and signed proxy forms by the stated date and time (being not less than forty-eight (48) hours before the time appointed for holding the EGM) via either of the means specified in paragraph 4 under the section entitled “Important Notice” of this Notice of EGM. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.
3.30 p.m. (or immediately after the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. on the same day) on 24 April 2024	EGM.

PERSONAL DATA PRIVACY

“Personal data” in this Notice has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the EGM, (b) an instrument appointing the Chairman of the EGM (or any person other than the Chairman) as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (c) any questions prior to the EGM in accordance with this Notice of EGM, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman (or any person other than the Chairman) as proxy for the EGM, processing the registration for purpose of granting access to members (or their appointed proxies) to observe and participate in the proceedings of the EGM, addressing relevant and substantial questions from members received before the EGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

Photographic, sound and/or video recordings at the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second may be recorded by the Company for such purpose.

This Notice of EGM has been prepared by the Company and reviewed by the Company’s sponsor, Novus Corporate Finance Pte. Ltd. (the “Sponsor”), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalyst.

This Notice of EGM has not been examined or approved 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 contact person for the Sponsor is Ms. Lau Sze Mei, Associate Director, at 7 Temasek Boulevard #18-03B, Suntec Tower 1 Singapore 038987, telephone (65) 6950 2188.