



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

MINUTES OF ANNUAL GENERAL MEETING

PLACE : "Live" webcast via <https://conveneagm.com/sg/sunrise2022>

DATE : Saturday, 30 July 2022

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 : Mr. Wong Siu Fai

QUORUM

On behalf of the Chairman, the Company Secretary informed that the quorum necessary for the Annual General Meeting ("**AGM**") was present and declared the AGM open at 10.00 a.m.

INTRODUCTION

The Chairman 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 Chairman briefed that in view of the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020 issued by the Minister of Law on 13 April 2020, shareholders will not be able to vote online at the live webcast AGM. Instead, shareholders that wishes to exercise their votes must submit a proxy form to appoint the chairman of the AGM to vote on their behalf. Proxy forms lodged have been checked and found to be in order.

The Chairman 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**"). All the

motions had been duly voted by the shareholders through the submissions of the Proxy Forms to the Share Registrar and the Scrutineer has verified the counting of all votes casted through the Proxy Forms.

The Chairman informed the meeting that RHT Governance, Risk & Compliance (Singapore) 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 Chairman informed that based on the information provided in the Notice of this AGM and the accompanying announcement dated 15 July 2022, shareholders will not be able to ask questions at the live webcast AGM. As at the cut-off date for submission of questions, there is no question received by the Company prior to the AGM.

ORDINARY BUSINESS:

1. THE AUDITED FINANCIAL STATEMENTS AND DIRECTORS' STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2021 – RESOLUTION 1

The meeting proceeded to receive and consider the Directors' Statement and the Audited Financial Statements for the financial year ended 31 December 2021 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	137,370,252	99.98%
Against the Resolution	25,000	0.02%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman 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 2021 together with the Auditors' Report thereon be received and adopted.”

2. RE-ELECTION OF MR. WONG SIU FAI AS A DIRECTOR – RESOLUTION 2

Mr. Wong Siu Fai (“Mr. Wong”) 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	137,395,252	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

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

“That Mr. Wong, 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. Wong, upon re-election as a Director of the Company, remain as the Executive Director and Chairman of the Board.

3. RE-ELECTION OF MR. ZHENG AIMIN AS A DIRECTOR – RESOLUTION 3

Mr. Zheng Aimin (“Mr. Zheng”) 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	137,370,252	99.98%
Against the Resolution	25,000	0.02%
Abstained from the Resolution	0	0%

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

“That Mr. Zheng, 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. Zheng, upon re-election as a Director of the Company, remain as the Lead Independent Director of the Company, the Chairman of Nominating Committee and Remuneration Committee and a member of the 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 2021 – RESOLUTION 4

The Board had recommended the payment of Directors' fees of S\$90,000 for the financial year ended 31 December 2021.

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

	Total Votes	Percentage of Total Votes
For the Resolution	137,395,252	100%
Against the Resolution	0	0%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman 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 2021, be approved for payment.”

5. RETIREMENT OF MESSRS BAKER TILLY TFW LLP AS THE AUDITORS OF THE COMPANY

Noted that Messrs Baker Tilly TFW LLP, the retiring auditors who will not seek for re-appointment as the auditors of the Company subsequent to the conclusion of financial year 2021 at the Annual General Meeting.

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 5

The Meeting was informed that Resolution 5 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 5 were as follows:

	Total Votes	Percentage of Total Votes
For the Resolution	137,370,252	99.98%
Against the Resolution	25,000	0.02%
Abstained from the Resolution	0	0%

Based on the above result, the Chairman 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 pursuant to 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 Chairman declared the Annual General Meeting of the Company closed at 10.08 a.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

WONG SIU FAI
CHAIRMAN