



**SUNPOWER GROUP LTD.**  
(Company Registration No. 35230)  
(Incorporated in Bermuda with limited liability)

## NOTICE OF SPECIAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that a Special General Meeting (“SGM”) of the Shareholders of Sunpower Group Ltd. (the “Company”) will be convened and held at 2.00 p.m. (Singapore time) on 28 July 2023 at Ballroom 2, Level 3, The Westin Singapore 12 Marina View Asia Square Tower 2 Singapore 018961 for the purpose of considering and, if thought fit, passing with or without modifications, the following resolution:

*Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 11 July 2023 issued by the Company (the “Circular”).*

### ORDINARY RESOLUTION – THE PROPOSED AMENDMENTS TO THE CONVERTIBLE BOND PURCHASE AGREEMENT AND CB TERMS AND CONDITIONS

That:

- (a) approval be and is hereby given for the Proposed Amendments to the Convertible Bond Purchase Agreement and the CB Terms and Conditions; and
- (b) the Directors and any of them be and are hereby authorised to do all acts and things (including without limitation, executing all such documents and approving any amendments, alterations or modifications to any such documents as may be required in connection with the Proposed Amendments to the Convertible Bond Purchase Agreement and the CB Terms and Conditions) as they or each of them deem necessary, desirable, expedient or in the interests of the Company to give effect to this Ordinary Resolution and/or the Proposed Amendments to the Convertible Bond Purchase Agreement and the CB Terms and Conditions as they or each of them may in their or each of their absolute discretion deem fit in the interests of the Group.

By Order of the Board

Yang Zheng  
Lead Independent Director

11 July 2023

#### Notes:

1. The members of the Company are invited to attend physically at the SGM. **There will be no option for shareholders to participate virtually.**
2. Printed copies of the Circular, this Notice of SGM and the Depositor Proxy Form have been despatched to Shareholders. Electronic copies of this Circular, the Notice of SGM and the Depositor Proxy Form are available on SGXNET and on the Company’s website at the URL <http://sunpower.listedcompany.com>.
3. Please bring along your NRIC/passport so as to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the SGM if the attendee’s identity cannot be verified accurately. Members are advised not to attend the SGM if they are feeling unwell.
4. A member who is unable to attend the SGM and wishes to appoint proxy(ies) to attend, speak and vote at the SGM on his/ her/hits behalf should complete, sign and return the Depositor Proxy Form in accordance with the instructions printed thereon.
5. With the exception of CDP (which may appoint more than two proxies), a member of the Company who is entitled to attend and vote at the SGM and who is the holder of two or more Shares is entitled to appoint no more than two proxies to attend the SGM and vote in his stead. A proxy need not be a member of the Company.
6. All Depositor Proxy Forms must be submitted to the Company’s Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712 **not less than 48 hours before the time appointed for holding the SGM in order for the proxy to be entitled to attend and vote at the SGM**, failing which the Company shall be entitled to regard the Depositor Proxy Form as invalid.
7. The Depositor Proxy Form must be signed by the appointor or his attorney duly authorised in writing. In the case of joint appointor(s), all joint appointor(s) must sign the Depositor Proxy Form. Where the Depositor Proxy Form is executed by a corporation, it must be either under its common seal or signed on its behalf by a duly authorised officer or attorney. Where the Depositor Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney appointing the attorney or other authority, or a notarially certified copy thereof, if any, under which the Depositor Proxy Form is signed must (unless previously registered with the Company) be lodged with the Depositor Proxy Form, failing which the Company shall be entitled to regard the Depositor Proxy Form as invalid.

The Company shall be entitled to reject the Depositor Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Depositor Proxy Form (such as in the case where the appointor submits more than one (1) Depositor Proxy Form).

A Shareholder who wishes to submit the Depositor Proxy Form must first complete and sign the Depositor Proxy Form, before submitting it to the address provided above.

8. In the case of Shareholders of the Company whose Shares are entered against their names in the Depository Register, the Company may, at its discretion, reject any Depositor Proxy Form lodged if such Shareholders are not shown to have Shares entered against their names in the Depository Register (as defined in Part 3AA of the Securities and Futures Act 2001), as at 48 hours before the time appointed for holding the SGM as certified by The Central Depository (Pte) Limited to the Company.
9. Investors who hold their Shares through a relevant intermediary should not use the Depositor Proxy Form and should contact their relevant intermediaries as soon as possible to specify voting instructions.

A “relevant intermediary” means:

- (a) a banking corporation licensed under the Banking Act 1970 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;
  - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 who holds Shares in that capacity; or
  - (c) the Central Provident Fund Board (“CPF Board”) established by the Central Provident Fund Act 1953 (“CPF Act”), in respect of Shares purchased under the subsidiary legislation made under the CPF 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 CPF Board holds those Shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
10. Shareholders may submit questions related to the resolution to be tabled for approval for the SGM at the SGM or in advance of the SGM. For Shareholders who would like to submit questions in advance of the SGM, their questions must be submitted in the following manner no later than 2.00 p.m. on 21 July 2023 (being five (5) Market Days before the SGM) (the “Cut-Off Date”):
    - (a) if submitted electronically, be submitted via email to [ir@sunpowergroup.com.cn](mailto:ir@sunpowergroup.com.cn); or
    - (b) if submitted by post, be lodged at the office of the Company’s Singapore Share Transfer Agent, In.Corp Corporate Services Pte. Ltd., at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712.

Shareholders submitting questions are required to state: (a) the Shareholder’s full name; and (b) the Shareholder’s identification/registration number, failing which the Company shall be entitled to regard the submission as invalid and not respond to the questions submitted.

The Company will endeavour to address all substantial and relevant questions relating to the resolution to be tabled for approval at the SGM as received from Shareholders either before the SGM on SGXNET and the Company’s website at the URL <http://sunpower.listedcompany.com> or during the SGM. The Company will also address any subsequent clarifications sought or follow-up questions received after the above Cut-Off Date at the SGM in respect of substantial and relevant matters. The Company will publish the responses to such questions together with the minutes of the SGM on SGXNET and the Company’s website at <http://sunpower.listedcompany.com> within one (1) month after the date of the SGM.

The SGX-ST assumes no responsibility for the contents of this Notice, including the correctness of any of the statements or opinions made or reports contained in this Notice.

#### Personal Data Privacy

By submitting the Depositor Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the SGM and/or any adjournment thereof, a Shareholder (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 SGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the SGM (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 Shareholder discloses the personal data of the Shareholder’s proxy(ies) and/or representative(s) to the Company (or its agents), the Shareholder 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 Shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the Shareholder’s breach of warranty.