



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

MINUTES OF EXTRAORDINARY GENERAL MEETING

The Extraordinary General Meeting of Sunrise Shares Holdings Ltd. (the “**Company**”) was held at:

PLACE : 51 Cuppage Road, #03-03 (Room Vibrant 1 & 2), Singapore 229469
DATE : Wednesday, 24 April 2024
TIME : 2.12 p.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 : Dato’ Syed Norulzaman bin Syed Kamarulzaman

QUORUM

The Chairman of the Extraordinary General Meeting (the “**EGM**” or “**Meeting**”) sought the confirmation of the Company Secretary that a quorum was present and the Company Secretary confirmed that the quorum necessary for the EGM was present. Therefore, the Chairman declared the EGM open at 2.12 p.m..

INTRODUCTION

The Chairman introduced the Directors, Chief Financial Officer, Group Financial Controller and Company Secretary of the Company present at the EGM.

NOTICE OF EGM

With the consent of the shareholders of the Company (the “**Shareholders**”) present, the notice of the EGM dated 21 March 2024 (the “**Notice**”) convening the Meeting was taken as read.

VOTING BY POLL

The Chairman informed the Shareholders that all resolutions tabled at the EGM shall be voted by poll as required under the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”) in the Meeting.

The Chairman further informed the Shareholders that based on the information provided in the Notice, the Shareholders who wish to exercise their voting rights at the EGM may through submission of the instrument of appointing a proxy(ies) to vote, or vote in person at the EGM. Proxy forms lodged have been checked and found to be in order.

The Chairman informed the Shareholders that In.Corp Corporate Services Pte. Ltd. was appointed as the polling agent and Gong Corporate Services Pte. Ltd. was appointed as the scrutineer for the poll of the EGM.

SUBMISSION OF QUESTIONS FOR THE EGM

The Chairman informed that based on the information provided in the Notice, the Shareholders and investors may submit substantial and relevant textual questions related to the resolutions to be tabled for approval for the EGM in advance of, or in person at the EGM. As at the cut-off date for submission of questions, i.e. 1 April 2024 at 3.30 p.m., the Company did not receive any questions relating to the resolutions to be tabled for approval at the EGM.

The Chairman then proceeded with the business of the Meeting.

ORDINARY BUSINESS:

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

The Meeting proceeded to seek the Shareholders' approval on the proposed acquisition by the Company, as purchaser, of 100.0% of the shareholding interests in Falcon Pace Sdn. Bhd. (the "**Target Company**") from Datuk Wira Boo Kuang Loon (the "**Vendor**") for a consideration of S\$3,500,000, subject to and otherwise in accordance with the terms and conditions of the definitive share sale agreement dated 21 November 2023 entered into by and between the Company and the Vendor (the "**Share Sale Agreement**") in relation to the proposed acquisition (the "**Proposed Acquisition**").

The Chairman informed the Shareholders that the approval of Ordinary Resolution 1 is subject to and contingent upon the passing of Resolutions 2 and 3. The Chairman invited Shareholders to raise any questions on the Ordinary Resolution 1.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

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

- (a) For the purposes of Chapter 9 of the Catalist 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.
- (b) 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."

2. ORDINARY RESOLUTION 2 – THE PROPOSED CONSIDERATION SHARES ISSUE

The Meeting proceeded and the Shareholders were informed that subject to and contingent upon the passing of Resolutions 1 and 3, Ordinary Resolution 2 is to approve the proposed allotment and issuance of 85,714,285 new shares in the issued share capital of the Company (the "**Consideration Shares**") at an issue price of S\$0.035 for each Consideration Share to the Vendor (the "**Proposed Consideration Shares Issue**"), subject to and otherwise in accordance with the terms and conditions of the Share Sale Agreement.

The Chairman invited the Shareholders to raise any questions on the Ordinary Resolution 2.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

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

- (a) Pursuant to Section 161 of the Companies Act 1967 of Singapore and Rule 805(1) and Rule 812 of the Catalist 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.
- (b) 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.”

3. ORDINARY RESOLUTION 3 – THE WHITEWASH RESOLUTION

The Meeting proceeded and the Shareholders were informed that subject to and contingent upon the passing of Ordinary Resolutions 1 and 2 and satisfaction of all SIC Conditions (as detailed in paragraph 5.3 of the circular dated 21 March 2024 to Shareholders (the **“Circular”**)), Ordinary Resolution 3 is to approve the whitewash resolution.

The Chairman invited the Shareholders to raise any questions on the Ordinary Resolution 3.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“THAT, subject to and contingent upon the passing of Ordinary 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 Singapore Code on Take-overs and Mergers, for all the shares of the Company not already owned or controlled by the Vendor and his concert parties as a result of the allotment and issuance of the Consideration Shares (the **“Whitewash Resolution”**).”

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

The Meeting proceeded and the Shareholders were informed that the Special Resolution is to approve the proposed amendments to the existing Constitution of the Company (the **“Proposed Amendments to the Constitution of the Company”**).

The Chairman invited Shareholders to raise any questions on the Special Resolution 4.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“THAT,

- (a) 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
- (b) 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.”

CONDUCT OF POLL

The Chairman briefed the Shareholders on the formalities of conducting the poll. Thereafter, the Chairman invited Shareholders to cast their votes. He then informed the meeting that the polling agent and scrutineer would proceed to count and verify the votes cast on the resolutions. As such, the EGM was adjourned at 2.20 p.m. for the vote counting and verification.

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Chairman resumed the EGM at 2.47 p.m. and announced the results of the poll as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
Ordinary Resolution					
<u>Resolution 1</u>					
The Proposed Acquisition as an interested person transaction	4,462,000	4,452,000	99.78	10,000	0.22
<u>Resolution 2</u>					
The Proposed Consideration Shares Issue	4,462,000	4,452,000	99.78	10,000	0.22
<u>Resolution 3</u>					
The Whitewash Resolution	4,462,000	4,452,000	99.78	10,000	0.22
Special Resolution					
<u>Resolution 4</u>					
The Proposed Amendments to the Constitution of the Company	65,474,815	65,464,815	99.98	10,000	0.02

Based on the voting results tabulated, the Chairman declared Resolutions 1 to 4 tabled at the Meeting carried.

CONCLUSION

There being no other business to transact, the Chairman declared the EGM of the Company closed at 2.49 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

**DATO' SYED NORULZAMAN BIN SYED KAMARULZAMAN
CHAIRMAN OF THE MEETING**