

NOTICE OF SPECIAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that a Special General Meeting (the “**SGM**”) of the Shareholders of Sunpower Group Ltd. (the “**Company**”) will be convened and held on 27 May 2022 at 10.00 a.m. (Singapore time) by way of electronic means 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 6 May 2022 issued by the Company.

ORDINARY RESOLUTION – THE PROPOSED RENEWAL OF THE INTERESTED PERSON TRANSACTIONS (“**IPT**”) GENERAL MANDATE

That:

- (a) approval be and is hereby given, for the purpose of Chapter 9 of the Listing Manual, for the Company and/or its subsidiaries, to enter into any of the transactions falling within the categories of the Mandated Transactions described in the Circular with the Mandated Interested Persons, provided that such transactions are made on normal commercial terms and in accordance with the review procedures for the Mandated Transactions as set out in the Circular;
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the next annual general meeting is held or is required by law to be held, whichever is earlier;
- (c) the Independent Committee be and is hereby authorised to take such actions as it deems proper in respect of the review procedures for the Mandated Transactions and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Listing Manual which may be prescribed by the SGX-ST from time to time; and
- (d) the Directors be and are hereby authorised to take such steps, approve all matters and enter into all such transactions, arrangements and agreements and execute all such documents and notices as may be necessary or expedient for the purpose of giving effect to the proposed renewal of the IPT General Mandate as such Directors or any of them may deem fit or expedient or to give effect to this ordinary resolution.

By Order of the Board

Yang Zheng

Lead Independent Director

6 May 2022

Notes:

1. The SGM will be convened and held by way of electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Notice of SGM will be published on the Company’s website at <http://www.sunpowergroup.com.cn/> and on SGXNET.
2. **Due to the current COVID-19 situation in Singapore, Shareholders will not be able to attend the SGM in person.** Alternative arrangements relating to attendance at the SGM via electronic means (including arrangements by which, submission of questions to the Chairman of the SGM (“**Chairman**”) in advance of or “live” at the SGM, addressing of substantial and relevant questions either before or at the SGM, and voting by electronic means “live” at the SGM or by appointing the Chairman as proxy at the SGM), are set out below. Any reference to a time of day is made by reference to Singapore time.
3. The proceedings of the SGM will be broadcasted “live” through an audio-and-video webcast and an audio-only stream. Shareholders who wish to follow the proceedings through a “live” audio-and-video webcast or listen to the proceedings through a “live” audio-only stream via their mobile phones, tables or computers must **pre-register at the Company’s pre-registration website at <https://conveneagm.sg/sunpowergroupegm> no later than 10.00 a.m. on 25 May 2022** (the “**Registration Deadline**”). Shareholders who have pre-registered by the Registration Deadline but do not receive any email by 10.00 a.m. on 26 May 2022 should contact the Company at ir@sunpowergroup.com.cn stating: (a) the Shareholder’s full name; and (b) the Shareholder’s identification/registration number.
4. **Shareholders (except relevant intermediaries (as defined under Section 181 of the Companies Act 1967 of Singapore) may cast their votes for the ordinary resolution “live” at the SGM. Unique access details for “live” voting will be provided to Shareholders who pre-registered and are verified to attend the SGM. As an alternative to voting “live” at the SGM, a Shareholder (whether individual or corporate) may appoint the Chairman as his/her/its proxy to attend, speak and vote on his/her/its behalf at the SGM.** Depositor Proxy Forms appointing such person other than the Chairman shall be deemed to appoint the Chairman as proxy. The Chairman, as proxy, need not be a member of the Company. The instrument for the appointment of proxy in respect of the SGM (the “**Depositor Proxy Form**”) may be accessed at the Company’s website at <http://www.sunpowergroup.com.cn/> and on SGXNET. The Depositor Proxy Form is circulated with the Circular, of which this Notice of SGM forms part. Printed copies of the Depositor Proxy Form will also be sent to Shareholders. Where a Shareholder (whether individual or corporate) appoints the Chairman as his/her/its proxy, he/she/it must give specific instructions as to voting or abstentions from voting in respect of the ordinary resolution in the Depositor Proxy Form. If no specific direction as to voting is given, the appointment of the Chairman as proxy will be treated as invalid.
5. The completed and signed Depositor Proxy Form appointing the Chairman as proxy must be submitted to the Company in the following manner:
 - (a) if submitted electronically, be submitted via email to ir@sunpowergroup.com.cn; or
 - (b) if submitted by post, be deposited 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,in either case, **by 10.00 a.m. on 25 May 2022** (being 48 hours before the time appointed for holding the SGM), in accordance with the instructions stated in this Notice of SGM and the Depositor Proxy Form, failing which the Company shall be entitled to regard the Depositor Proxy Form as invalid.
Due to the current COVID-19 situation in Singapore and the related safe distancing measures, Shareholders are strongly encouraged to submit completed Depositor Proxy Forms electronically via email. 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).
6. In the case of Shareholders of the Company whose Shares are entered against their names in the Depositor 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 Depositor Register (as defined in Part IIIAA of the Securities and Futures Act 2001 of Singapore), as at 48 hours before the time appointed for holding the SGM as certified by The Central Depository (Pte) Limited to the Company.
7. The Company has put in place arrangements to allow Shareholders to be able to communicate with each other and the Board electronically during the course of the SGM. Shareholders may submit questions related to the resolutions to be tabled for approval for the SGM in advance of or live at the SGM. Shareholders can submit questions in advance of the SGM in the following manner no later than **10.00 a.m. on 20 May 2022**:
 - (a) via the pre-registration website at the URL <https://conveneagm.sg/sunpowergroupegm>;
 - (b) by email to ir@sunpowergroup.com.cn; or
 - (c) by post to 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.
Due to the current COVID-19 situation in Singapore and the related safe distancing measures, Shareholders are strongly encouraged to submit their questions via the pre-registration website or by email. Shareholders who have pre-registered and are verified to attend the SGM will be able to ask questions relating to the agenda of the SGM “live” at the SGM, by submitting text-based questions during the SGM within a certain prescribed time limit. The Company will endeavour to respond to questions as far as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed. The Company will endeavour to address all substantial and relevant questions relating to the resolutions 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://www.sunpowergroup.com.cn/> or during the SGM.
8. 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 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;
 - (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore who holds Shares in that capacity; or
 - (c) the Central Provident Fund Board (“**CPF Board**”) established by the Central Provident Fund Act 1953 of Singapore (“**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.
9. All documents (including the Depositor Proxy Form and this Notice of SGM) or information relating to the business of the SGM have been, or will be, published on SGXNET and/or the Company’s website at <http://www.sunpowergroup.com.cn/>.

Important Notice on COVID-19:

As the COVID-19 situation continues to evolve, the Company is closely monitoring the situation, including any precautionary measures which may be required or recommended by government agencies to minimise the risk of community spread of COVID-19. **Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the SGM at short notice. Shareholders are advised to regularly check the Company’s website at the URL <http://www.sunpowergroup.com.cn/> or announcements released by the Company on SGXNET for updates on the status of the SGM.**

PERSONAL DATA PRIVACY:

By pre-registering for the “live” audio-and-video webcast or the “live” audio-only stream of the SGM, submitting the Depositor Proxy Form appointing the Chairman to attend, speak and vote at the SGM and/or any adjournment thereof, voting “live” at the SGM, and/or submitting questions relating to the resolution to be tabled for approval at the SGM or the Company’s businesses and operations, a Shareholder consents to the collection, use and disclosure of the Shareholder’s personal data by the Company (or its agents or service providers) for the purpose of (i) administering the “live” audio-and-video webcast or the “live” audio-only stream (including but not limited to, verifying his identity and shareholding status, registering an account for him to access the “live” audio-and-video webcast and/or the “live” audio-only stream, facilitating and administering the “live” audio-and-video webcast and/or the “live” audio-only stream and disclosing his personal data to the Company’s agents or third-party service provider for any such purposes), (ii) the processing of any questions submitted by the Company, (iii) the processing, administration and analysis by the Company (or its agents or its service providers) of the appointment of the Chairman as proxy 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 (iv) enabling the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulations and/or guidelines.