SUNRISE SHARES HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 198201457Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sunrise Shares Holdings Ltd. (the "**Company**") will be held by way of electronic means on Wednesday, 7 December 2022 at 11.00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the resolution as set out below.

*All capitalised terms used in this Notice which are not defined herein shall have the meanings ascribed to them in the circular to the shareholders of the Company dated 22 November 2022 (the "**Circular**").*

ORDINARY RESOLUTION

THE PROPOSED APPOINTMENT OF PKF-CAP LLP AS AUDITORS

That:

(a) Messrs PKF-CAP LLP ("**PKF**") having consented to act, be and are hereby appointed as the Auditors ("**Proposed Appointment of Auditors**"), to hold office until the conclusion of the next AGM for a fee and on such terms as may be agreed by the Directors with Messrs PKF; and

(b) the Directors or any one of them be and are hereby authorised to take such steps, approve all matters, implement, execute, perfect or give effect to complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as they or he may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Appointment of Auditors and/or this Ordinary Resolution.

[See Explanatory note (i)]

By Order of the Board

Shirley Tan Sey Liy
Company Secretary
Singapore, 22 November 2022

Explanatory Notes:

(i) Shareholders should note that in accordance with the requirements of Rule 712(3) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") (the "**Catalist Rules**"):

(a) the Company received a copy of professional clearance letter from Baker Tilly TFW LLP ("**Baker Tilly**") dated 27 October 2022 to PKF-CAP LLP ("**PKF**"), confirming that save for the Disclaimer of Opinion and basis for the Disclaimer of Opinion raised in their audit report dated 20 May 2022, Baker Tilly is not aware of any professional reasons why PKF should not accept appointment as the Company's Auditors;

(b) the Company confirms that save for the Disclaimer of Opinion and basis for the Disclaimer of Opinion raised in the audit report dated 20 May 2022, there were no disagreements with Baker Tilly on accounting treatment within the last twelve (12) months up to 10 May 2022, being the date whereby Baker Tilly indicated to the Company that it will not seek re-appointment as Auditors of the Company at the 2021 AGM;

(c) the Company confirms that it is not aware of any circumstances connected with the Proposed Appointment of Auditors that should be brought to the attention of the Shareholders which has not been disclosed in the Circular;

(d) the Company confirms that the specific reasons for the Proposed Appointment of Auditors are as disclosed in Section 2.1. of the Circular. The Proposed Appointment of Auditors is due to Baker Tilly's retirement as the Company's Auditors at the 2021 AGM. Baker Tilly were not dismissed nor directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and

(e) the Company confirms that it is or will be in compliance with, *inter alia*, Rules 712 and 715 of the Catalist Rules in relation to the proposed appointment of PKF as the Company's Auditors.

Notes relating to measures to minimise the risks of the spread of COVID-19:

1. Pursuant to the COVID-19 (Temporary Measures) Act that was passed by Parliament on 7 April 2020 and 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 (as amended from time to time), provide legal certainty such that issuers are able to make alternative arrangements to hold general meetings where personal attendance is required under written law or legal instruments (such as a company's constitution). A joint statement was also issued by the Monetary Authority of Singapore, the Accounting and Corporate Regulatory Authority and the Singapore Exchange Regulation on 13 April 2020 to provide guidance on the conduct of general meetings during the period when elevated safe distancing measures are in place. As such, the EGM will be convened and held by way of **electronic means and shareholders will NOT be allowed to attend the EGM in person.** Printed copies of this Notice will not be sent to members. Instead, this Notice will be sent to members by electronic means via publication on the Company's corporate website at the http://sunriseshares.com/ and the following URL: https://conveneagm.com/sg/sunrise2022egm . This Notice will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

2. Alternative arrangements are instead put in place to allow shareholders to participate in the EGM by:

(a) watching or listening to the EGM proceedings via a Live Webcast (as defined below). Shareholders who wish to participate as such will have to pre-register in the manner outlined in Note 3 to 7 below;

(b) submitting of questions in advance of or "live" at the EGM. Please refer to Notes 8 to 13 below for further details; and

(c) voting (i) "live" by the Shareholders themselves or their duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or (ii) by appointing the Chairman of the EGM as proxy to vote on their behalf at the EGM. Please refer to Notes 14 to 19 below for further details.

Participation in the EGM via live webcast or live audio feed

3. A shareholder of the Company or their corporate representatives (in the case of a member which is a legal entity) will be able to watch or listen to the proceedings of the EGM through a live webcast via mobile phone, tablet or computer ("**Live Webcast**"). In order to do so, the member must pre-register by 11.00 a.m. on 5 December 2022, being 48 hours before the time appointed for the EGM ("**Registration Cut-Off Time**"), at the following URL: https://conveneagm.com/sg/sunrise2022egm ("**Sunrise EGM Website**"), to create an account.

4. Following authentication of his/her/its status as a shareholder of the Company, such shareholder will receive an email on their authentication status and will be able to access the Live Webcast using the account created.

5. Shareholders who have registered by the Registration Cut-Off Time in accordance with paragraph 3 above but do not receive an email response by 11.00 a.m. on 6 December 2022 may contact the Company by 5.00 p.m. on 6 December 2022 for assistance at the following email address: sunriseshares@126.com,, with the following details included: (1) the shareholder's full name; (2) his/her/its identification/company registration number; and (3) the manner in which the shares are held (e.g. via The Central Depository (Pte) Limited ("**CDP**"), Central Provident Fund ("**CPF**") Investment Scheme, or Supplementary Retirement Scheme ("**SRS**")).

6. Non-CPF/SRS holders whose shares are registered under Depository Agents ("**DAs**") must **also** contact their respective DAs to indicate their interest in order for their respective DAs to make the necessary arrangements for them to participate in the Live Webcast of the EGM proceedings.

7. Corporate shareholders must also submit the Corporate Representative Certificate to Company at sunriseshares@126.com, in addition to the registration procedures as set out in paragraph (3) above, by the Registration Cut-Off Time, for verification purpose.

Submission of questions in advance of or "live" at the EGM

8. Shareholders and Investors may submit substantial and relevant questions related to the resolution to be tabled for approval for the EGM in advance of, or "live" at, the EGM.

How to submit questions in advance of EGM

9. Shareholders and Investors may submit questions in advance of the EGM in the following manner:

   (a) via the Sunrise EGM Website; or
   (b) by post to the Company's registered office at 30 Cecil Street #19-08 Prudential Tower Singapore 049712.

   All questions submitted in advance of the EGM must be received by the Company no later than 30 November 2022 at 11.00 a.m. to be treated as valid.

10. Shareholders and Investors submitting questions are required to state:

    (a) their full name as it appears on his/her/its CDP/CPF/SRS records;
    (b) their identification/registration number; and
    (c) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, or SRS),

    failing which the Company shall be entitled to regard the submission as invalid and not respond to the question(s) submitted.

11. The Company will endeavour to address all substantial and relevant questions relating to the resolution to be tabled for approval at the EGM as received from Shareholders and Investors before the EGM on SGXNET and the Company's website at http://sunriseshares.com/ or during the EGM. Company will also address subsequent clarifications sought or follow-up questions

12. The Company will publish the minutes of the EGM on SGXNet and the Company's website within one month after the date of the EGM and the minutes will include the responses to the questions referred to above.

How to submit questions "live" at the EGM

13. Shareholders and Investors may submit questions "live" at the EGM in the following manner:

    (a) Shareholders or where applicable, their appointed proxy(ies) and Investors who have pre-registered and are verified to attend the EGM can ask questions relating to the ordinary resolution tabled for approval at the EGM "live" at the EGM, by typing in and submitting their questions through the "live" ask-a-question function via the audio-visual webcast platform during the EGM within a certain prescribed time limit.

    (b) Shareholders who wish to appoint a proxy(ies) (other than the Chairman of the EGM) to ask questions "live" at the EGM on their behalf must, in addition to completing and submitting an instrument appointing a proxy(ies), ensure that their proxy(ies) pre-register separately via the registration link that will be sent to the appointed proxy(ies) via email by the EGM service provider, support@conveneagm.com Convene SG , upon verification of the Proxy Form(s).

    (c) Shareholders (including CPF and SRS Investors) or, where applicable, their appointed proxy(ies) must access the EGM proceedings via the "live" audio-visual webcast in order to ask questions "live" at the EGM, and will not be able to do so via the audio-only stream of the EGM proceedings.

    (d) The Company will, during the EGM itself, address as many substantial and relevant questions (which are related to the resolution to be tabled for approval at the EGM) which have not already been addressed prior to the EGM, as well as those received "live" at the EGM itself, as reasonably practicable. Where there are substantially similar questions, the Company will consolidate such questions; consequently, not all questions may be individually addressed.

Voting "live" at the EGM or by proxy

14. A member who is not a Relevant Intermediary*, entitled to attend and vote at the EGM is entitled to appoint not more than two proxies to attend, speak and vote in his/her stead at the EGM of the Company. Where a member appoints more than one proxy, he/she shall specify the proportion of his/her shareholding to be represented by each proxy in the form of proxy. A proxy need not be a member of the Company. The accompanying proxy form for the EGM may be accessed via the Sunrise EGM Website, the Company's corporate website at the URL: http://sunriseshares.com/, and will also be made available on the SGX website at the URL https://www.sgx.com/securities/company-announcements.

15. A member who is a relevant intermediary may appoint one or more 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 member.

16. The instrument appointing a proxy or proxies must be submitted to the Company in the following manner:

(a) in the electronic format accessible on the Sunrise EGM Website;
(b) if submitted by post, be lodged at the Company's registered office of the Company at 30 Cecil Street #19-08 Prudential Tower Singapore 049712 or
(c) if submitted electronically, be submitted via email to the Company at sunriseshares@126.com,

in either case **by no later than the Registration Cut-Off Time**.

In the case of submission of the Proxy Form other than via the Sunrise EGM Website, a member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

Members are strongly encouraged to submit completed proxy forms electronically via email.

17. In the case of submission of the Proxy Form other than via the Sunrise EGM Website, the instrument appointing the proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing the proxy or proxies is executed by a corporation, it must be executed either under its common seal or signed on its behalf by its attorney duly authorised in writing or by an authorised officer of the corporation. Where the instrument appointing the proxy or proxies is executed by an attorney on behalf of the appointor, the letter or power of attorney or a duly certified copy thereof must be lodged with the instrument, failing which the instrument may be treated as invalid.

18. An investor who holds shares under the CPF Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) and wishes to vote, should approach their respective CPF Agent Banks and/or SRS Operators to submit their votes to appoint the Chairman of the EGM as their proxy, at least 7 working days before the EGM.

19. A Depositor's name must appear on the Depository Register maintained by CDP as at 72 hours before the time fixed for holding the EGM in order for the Depositor to be entitled to vote.

*"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 and who holds shares in that capacity; or

(c) 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.

PERSONAL DATA PRIVACY

By pre-registering for the Live Webcast, submitting the Proxy Form appointing the proxy(ies) and/or representative(s) to vote at the EGM and/or any adjournment thereof, and/or submitting questions relating to the resolution to be tabled for approval at the EGM or the Company's businesses and operations, 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, analysis and facilitation by the Company (or its agents or service providers) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), 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 and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy 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 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.

*This Notice has been reviewed by the Company's Sponsor, Asian Corporate Advisors Pte. Ltd.,(the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") and 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.*

The contact person for the Sponsor is Ms. Foo Quee Yin., at 160 Robinson Road, #21-05 SBF Center, Singapore 068914, Telephone number: 6221 0271