

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Forty-Second Annual General Meeting (“Meeting” or “42nd AGM”) of Sunright Limited (the “Company”), will be convened and held by way of electronic means, on Monday, 23 November 2020 at 9.30 a.m. (Singapore Time), for the following purposes: -

Ordinary Business

1. To receive and adopt the Directors’ Statement and Audited Financial Statements for the financial year ended 31 July 2020 and the Auditor’s Report thereon. **Resolution 1**
2. To declare a tax exempt one-tier final dividend of 0.3 Singapore cent per ordinary share, for the financial year ended 31 July 2020 (“Final Dividend”). **Resolution 2**
3. To re-elect the following directors retiring by rotation under Article 87 of the Company’s Constitution and who, being eligible, offer themselves for re-election as a Director of the Company:
 - (a) Mr Francis Lee Choon Hui **Resolution 3**
 - (b) Mr Timothy Brooks Smith **Resolution 4***[See Explanatory Note (i)]*
4. That contingent upon the passing of Ordinary Resolution 3 above, members to approve the continued appointment of Mr Francis Lee Choon Hui, as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX LM”), that will take effect on 1 January 2022.
[See Explanatory Note (ii)] **Resolution 5**
5. That contingent upon the passing of Ordinary Resolution 5 above, members (excluding the Directors and Chief Executive Officer (“CEO”) of the Company, and associates of such Directors and CEO), to approve Mr Lee’s continued appointment as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the SGX LM.
[See Explanatory Note (ii)] **Resolution 6**
6. That contingent upon the passing of Ordinary Resolution 4 above, members to approve the continued appointment of Mr Timothy Brooks Smith, as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the SGX LM, that will take effect on 1 January 2022.
[See Explanatory Note (ii)] **Resolution 7**
7. That contingent upon the passing of Ordinary Resolution 7 above, members (excluding the Directors and CEO of the Company, and associates of such Directors and CEO), to approve Mr Smith’s continued appointment as an Independent Director, pursuant to Rule 210(5)(d)(iii) of the SGX LM.
[See Explanatory Note (ii)] **Resolution 8**
8. To approve the payment of Directors’ fees of S\$230,000 (2019: S\$215,000), in respect of the financial year ended 31 July 2020. **Resolution 9**
9. To re-appoint Messrs Ernst & Young LLP as Auditor of the Company and to authorise the Directors to fix their remuneration. **Resolution 10**

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10. To transact any other business which may properly be transacted at an annual general meeting.

By Order of the Board

Adeline Lim Kim Swan
Company Secretary
27 October 2020

Explanatory Notes:

- (i) Ordinary Resolutions 3 and 4 – Detailed information on these directors can be found in the “Board of Directors”, “Corporate Governance Report” and “Supplemental Information on Directors Seeking Re-Election” sections in the Company’s Annual Report 2020.

Upon re-election, Mr Francis Lee Choon Hui will remain as the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit and Risk Committee, whereas Mr Timothy Brooks Smith will remain as a member of the Audit and Risk Committee, Nominating Committee and Remuneration Committee. They are considered independent for the purpose of Rule 704(8) of the SGX LM.

- (ii) Ordinary Resolutions 5 to 8 – On 6 August 2018, the Singapore Exchange Securities Trading Limited (“SGX-ST”) amended the SGX LM following the publication of the Code of Corporate Governance 2018 (“CG Code 2018”) by the Monetary Authority of Singapore. As part of the amendments to the CG Code 2018, certain guidelines from the CG Code 2018 were shifted into the SGX LM for mandatory compliance. On 28 November 2018, the SGX-ST issued the Transitional Practice Note 3 to establish transitional arrangements for certain guidelines shifted into the SGX LM. Pursuant thereto and notwithstanding Rule 210(5)(d)(iii) of the SGX LM has yet to take effect, to ensure that the independence designation of a director who has served for more than 9 years, as at and from 1 January 2022, is not affected, the Company is seeking to obtain members’ approvals for the continued appointment of Messrs. Francis Lee Choon Hui and Timothy Brooks Smith as Independent Directors prior to 1 January 2022, as they have served for more than 9 years on the Board of the Company.

Rule 210(5)(d)(iii) provides that the continued appointment as independent director, after an aggregate period of more than 9 years on the Board, must be sought and approved in separate resolutions by (a) all members and (b) members excluding Directors, CEO, and their associates. Consequently, upon the passing of Ordinary Resolutions 3 and 4 for Mr Lee and Mr Smith respectively and subject to the passing of Ordinary Resolutions 5 and 6 (for Mr Lee) and Ordinary Resolutions 7 and 8 (for Mr Smith), they will continue to serve as Independent Directors, until the earlier of their retirement or resignation; or the conclusion of the third annual general meeting following the passing of Ordinary Resolutions 5 to 8.

Notes:

1. The AGM is being convened, and will be held, by 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 will accordingly be sent to members by electronic means via publication on the Company’s website, at the URL https://www.sunright.com/eng/investor_relations.htm and will also be made available on SGXNet, at the URL <https://www.sgx.com/securities/company-announcements>. For your convenience, printed copies of this Notice will also be sent by post to members.
2. Alternative arrangements relating to attendance at the AGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Meeting in advance of the AGM, addressing of substantial and relevant questions at, or prior to, the AGM and voting by appointing the Chairman of the Meeting as proxy at the AGM, are set out in the accompanying Company’s announcement dated 27 October 2020. This announcement may be accessed at the Company’s website, at the URL https://www.sunright.com/eng/investor_relations.htm and will also be made available on SGXNet, at the URL <https://www.sgx.com/securities/company-announcements>. For your convenience, printed copies of this announcement will also be sent by post to members.
3. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf, at the AGM if such member wishes to exercise his/her/its voting rights at the AGM. The proxy form may be accessed at the Company’s website, at the URL https://www.sunright.com/eng/investor_relations.htm and will also be made available on SGXNet, at the URL <https://www.sgx.com/securities/company-announcements>. For your convenience, printed copies of the proxy form will also be sent by post to members.

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4. Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the proxy form, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

A member who is relevant intermediary (including CPF and SRS investors) who wish to appoint the Chairman of the Meeting as proxy should approach their respective (i) relevant intermediary to submit their votes as soon as possible; or (ii) CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 11 November 2020.

5. The Chairman of the Meeting, as proxy, need not be a member of the Company.
6. The instrument appointing the Chairman of the Meeting as proxy must be completed, signed and submitted to the Company in the following manner:

- (i) by posting to c/o Complete Corporate Services Pte Ltd, 10 Anson Road, #29-07 International Plaza, Singapore 079903; or
- (ii) by sending a scanned PDF copy via email to sunright-agm@complete-corp.com.sg;

in either case not less than 72 hours before the time appointed for holding the 42nd AGM.

7. The Company's Annual Report 2020 has been published and may be accessed on the Company's website, at the URL https://www.sunright.com/eng/investor_relations.htm and also be made available on SGXNet, at the URL <https://www.sgx.com/securities/company-announcements>. For members who still wish to receive a printed copy of the Annual Report 2020, he/she/it may submit his/her/its request(s) by downloading the Request Form from the Company's website, at the URL https://www.sunright.com/eng/investor_relations.htm, complete and submit it to the Company as mentioned in Note 6 above.

8. "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Singapore Companies Act, Chapter 50.

Personal Data Privacy:

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company accepts and agrees that all personal data provided to the Company (or its agents or service providers) is subject to its Privacy Policy, which is available at www.sunright.com.

BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

NOTICE IS HEREBY GIVEN that subject to the approval of the members for the Final Dividend being obtained at the 42nd AGM, the Register of Members and the Transfer Books of the Company will be closed from 5.00 p.m. on 26 November 2020 for the purpose of determining members' entitlements to the Final Dividend.

Duly completed registrable transfers of the ordinary shares of the Company received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01, Singapore Land Tower, Singapore 048623 up to 5.00 p.m. on 26 November 2020 will be registered before entitlements to the Final Dividend are determined.

Members whose Securities Account with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at 5.00 p.m. on 26 November 2020 will be entitled to the Final Dividend.

The Final Dividend, if approved by members at the 42nd AGM, will be paid on 11 December 2020.

By Order of the Board

Adeline Lim Kim Swan
Company Secretary
27 October 2020