

## SUNRISE SHARES HOLDINGS LTD.

(Company Registration No. 198201457Z)  
(Incorporated in the Republic of Singapore)

### NOTICE OF ANNUAL GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that the Annual General Meeting (“AGM”) of Sunrise Shares Holdings Ltd. (“Company”) will be convened and held at 51 Cuppage Road, #03-03 (Room Vibrant 1 & 2), Singapore 229469 on **Wednesday, 24 April 2024 at 2.00 p.m.** for the following purposes.

#### ORDINARY BUSINESS

- To receive and adopt the Audited Financial Statements of the Company and the Group and Directors' Statement for the financial year ended 31 December 2023 together with the Independent Auditors' Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$108,900 for the financial year ended 31 December 2023. (FY2022: S\$90,000) **(Resolution 2)**
- To approve the payment of Directors' fees of S\$195,600 for the financial year ending 31 December 2024. (FY2023: S\$108,900) **(Resolution 3)**
- To re-elect the following Directors of the Company who are retiring pursuant to Regulation 97 of the Constitution of the Company:  
Dato' Syed Norulzaman bin Syed Kamarulzaman (Regulation 97) **(Resolution 4)**  
Datuk Tan Eng Eng (Regulation 97) **(Resolution 5)**  
Mr. Anthony Ang Meng Huat (Regulation 97) **(Resolution 6)**  
Mr. Subramaniam A/L A.V. Sankar (Regulation 97) **(Resolution 7)**  
Datuk Lim Tong Lee (Regulation 97) **(Resolution 8)**  
[See Explanatory note (i)]
- To re-appoint Messrs PKF-CAP LLP as the auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration. **(Resolution 9)**
- To transact any other ordinary business which may properly be transacted at an AGM.

#### SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- To approve a one-time gratuity payment of S\$54,000 to the former Independent Directors of the Company. **(Resolution 10)**  
[See Explanatory note (ii)]
- Authority to issue shares in the capital of the Company**

That, pursuant to Section 161 of the Companies Act 1967 of Singapore (“Companies Act”) and subject to Rule 806 of the Listing Manual Section B: Rules of Catalyst (“Catalist Rules”) of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors to:

- (i) allot and issue shares in the capital of the Company (“Shares”) (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively “Instruments”) that might or would require Shares to be allotted and issued, including but not limited to the creation, allotment and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding that the authority conferred by this Resolution may have ceased to be in force) allot and issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution is in force, provided that:

- the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued pursuant to the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred percent. (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph 8(b)(iii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- the aggregate number of Shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) shall not be more than fifty percent. (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph 8(b)(iii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
- (subject to such manner of calculation and adjustments as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-para 8(b)(i) and 8(b)(ii) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the date this Resolution is passed, after adjusting for:-
  - new Shares arising from the conversion or exercise of any Instruments or any convertible securities;
  - new Shares arising from the exercising of share options or vesting of share awards, provided the share options or share awards (as the case may be), were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - any subsequent bonus issue, consolidation or subdivision of the Shares.

Adjustments made in accordance with sub paragraph 8(iii)(a) or 8(iii)(b) above are only to be made in respect of new Shares arising from convertible securities, Instruments, share options or share awards which were issued and outstanding and/or subsisting at the time of the passing this Resolution;

- in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Company's Constitution for the time being; and
- (unless revoked or varied by the Company in general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM or the date by which the next AGM is required by law to be held, whichever is the earlier.

[See Explanatory note (iii)]

**(Resolution 11)**

#### By Order of the Board

Chan Ai Ling  
Company Secretary  
Singapore, 9 April 2024

#### Explanatory Notes:

- Dato' Syed Norulzaman bin Syed Kamarulzaman will, upon re-election as Director, remain as the Independent Non-Executive Chairman of the Company, a member of the Audit Committee, Nominating Committee and Remuneration Committee. The Board considers Dato' Syed Norulzaman bin Syed Kamarulzaman to be considered independent for the purpose of Rule 704(7) of the Catalist Rules.  
Datuk Tan Eng Eng will, upon re-election as Director, remain as the Executive Director and Chief Executive Officer of the Company.  
Mr. Anthony Ang Meng Huat will, upon re-election as Director, remain as the Executive Director of the Company.  
Mr. Subramaniam A/L A.V. Sankar will, upon re-election as Director, remain as the Independent Non-Executive Director of the Company, the Chairman of the Audit Committee and a member of the Nominating Committee and Remuneration Committee. The Board considers Mr. Subramaniam A/L A.V. Sankar to be independent for the purpose of Rule 704(7) of the Catalist Rules.  
Datuk Lim Tong Lee will, upon re-election as Director, remain as the Independent Non-Executive Director of the Company, the Chairman of the Nominating Committee and Remuneration Committee and a member of the Audit Committee. The Board considers Datuk Lim Tong Lee to be independent for the purpose of Rule 704(7) of the Catalist Rules.

The detailed information pursuant to Rule 720(5) of the Catalist Rules for the abovementioned Directors can be found on pages 96 to 113 of the Company's Annual Report for the financial year ended 31 December 2023.

- The proposed one-time gratuity payment of S\$54,000 to the former Independent Directors of the Company, namely, Mr. Zheng Aimin, Mr. Tang An and Mr. Wang Ziquan, in appreciation of their past services and contribution to the Company.
- Resolution 11, if passed, will authorise and empower the Directors of the Company from the date of the above AGM until the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in general meeting, whichever is earlier, to allot and issue Shares and/or convertible securities and/or Instruments. The aggregate number of Shares which the Directors may allot and issue under this Resolution (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed one hundred per cent. (100%) of the total issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares other than on a *pro-rata* basis to existing shareholders of the Company issued (including Shares to be issued in pursuance of Instruments made or granted) shall not exceed fifty percent (50%) of the total issued Shares (excluding treasury shares and subsidiary holdings) at the time the Resolution is passed, for such purposes as they consider would be in the interests of the Company. For determining the aggregate number of Shares that may be issued, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the time Resolution 11 is passed after adjusting for (a) new Shares arising from the conversion or exercise of any Instruments or any convertible securities, (b) new Shares arising from the exercising of share options or the vesting of share awards outstanding and/or subsisting at the time when Resolution 11 is passed, and any subsequent bonus issue, consolidation or subdivision of the Shares.

#### Notes relating to conduct of meeting:

##### No Virtual Attendance

- Shareholders are invited to **attend physically only** at the AGM to be held at 51 Cuppage Road, #03-03 (Room Vibrant 1 & 2), Singapore 229469 on **Wednesday, 24 April 2024 at 2.00 p.m.** There will be no option for Shareholders to participate virtually.

##### Voting at the AGM and voting by proxy

- Shareholders may cast their votes for each resolution at the AGM or appoint proxy or proxies (other than the Chairman of the AGM) to vote on their behalf at the AGM.
- A proxy need not to be a member of the Company.
- In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a member (whether individual or corporate) appointing his/her/its proxy(ies) should give specific instructions as to his/her/its manner of voting, or abstentions from voting, in respect of a resolution in the instrument of proxy (the “Proxy Form”). If no specific instruction as to voting are given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
- As an alternative to voting at the AGM in the foregoing manner, Shareholders who wish to vote on any or all of the resolutions at the AGM may appoint the Chairman of the AGM to act as their proxy to vote on their behalf at the AGM.
- If a Shareholder wishes to appoint a proxy or proxies (other than the Chairman of the AGM) to vote on their behalf at the AGM or to appoint the Chairman as proxy to vote on their behalf at the AGM, duly executed Proxy Forms, must be submitted in hard copy form or electronically via email:
  - if submitted by post, to be deposited at the share registrar office of the Company at 30 Cecil Street, #19-08 Prudential Tower, Singapore 049712; or
  - if submitted by way of electronic means, to be submitted via email in Portable Document Format (PDF) to the Company, at [shareregistry@incorp.asia](mailto:shareregistry@incorp.asia).

**in either case, by 22 April 2024, 2.00 p.m., not less than forty-eight (48) hours before the time appointed for the holding of the AGM and/or any adjournment thereof and in default the instrument of proxy shall not be treated as valid.**

A Shareholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the AGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

In appointing the Chairman of the AGM as proxy, Shareholders should specifically indicate in the Proxy Form how they wish to vote for or vote against (or abstain from voting on) the resolution set out in the Notice of AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.

- Shareholders are strongly encouraged to submit the completed and signed Proxy Forms by way of electronic means via email. Any incomplete Proxy Form will be rejected by the Company.**
  - The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a Proxy Form is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
  - A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
  - A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid.
  - A Shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.
  - Printed copies of this Notice of AGM and the attached Proxy Form will be despatched together with Company's Annual Report for the financial year ended 31 December 2023 to Shareholders by post. The accompanying Proxy Form to the Notice of AGM may also be downloaded from the Company's announcement on the SGX website accessible at the URL <https://www.sgx.com/securities/company-announcements> and the Company's website accessible at the URL <https://sunrise-shares.com/investorrelations>. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.
- #### Shareholders' Questions and Answers
- Shareholders and duly appointed proxy or proxies will be able to ask questions relating to the resolutions to be tabled for approval at the AGM. The Company will endeavor to respond to and address substantial and relevant questions as far as reasonably practicable during the AGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.
  - Alternatively, Shareholders can submit their questions in advance relating to the resolutions to be tabled for approval at the AGM no later than **2.00 p.m. on 16 April 2024**:
    - if submitted by post, to be deposited at the registered office of the Company at 52 Bendemeer Road, Bendemeer Industrial Estate, Singapore 339934; or
    - if submitted by way of electronic means, to be submitted via email to the Company, at [ir@sunrise-shares.com](mailto:ir@sunrise-shares.com).Shareholders who submit questions in advance of the AGM should identify themselves by stating his/her/its full name as it appears on his/her/its Central Depository (Pte) Limited (“CDP”)/ Central Provident Fund (“CPF”)/ Supplementary Retirement Scheme (“SRS”)/ scrip-based share records, contact number and NRIC/Passport/UEN number and state the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP, CPF, SRS and/or physical scrip) for verification purposes, failing which the Company shall be entitled to regard the submission as invalid and not respond to the question(s) submitted.
  - Shareholders are encouraged to submit their questions via one of the foregoing means as soon as possible so that they may have the benefit of the answers to their questions (where substantial and relevant to the agenda of the AGM) prior to submitting their Proxy Forms. Please note that substantial and relevant questions (as may be determined by the Company at its sole discretion) from Shareholders submitted in advance and received by the Company would be addressed by the Company and published on the SGX website and the Company's website before **2.00 p.m. on 20 April 2024**, being no later than 48 hours before the closing date and time for the lodgment of the Proxy Forms. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on the SGX website and the minutes will include the responses to the questions referred to above.

#### CPF and SRS investors

- Persons who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the AGM by: (a) submitting questions in advance of the AGM in the manner provided above; and/or (b) voting at the AGM if they are appointed as proxies by their respective CPF agent banks and SRS operators or appointing the Chairman of the AGM as proxy to attend speak and vote on their behalf at the AGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF agent banks and SRS operators) through which they hold such Shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.
- CPF and SRS investors may attend and vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies. CPF and SRS investors who wish to appoint the Chairman of the AGM as their proxy, should approach their respective CPF agent banks and SRS operators to submit their votes by **12 April 2024**, being at least **seven (7) working days** before the AGM.
- A “Relevant Intermediary” is:
  - 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; or
  - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
  - 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 submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, and/or submitting any questions to the Company in advance of the AGM in accordance with this Notice, 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 and administration by the Company (or its agents or service providers) of proxies and representatives appointed for the AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM (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 and (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member 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 or service providers) of the personal data of such proxy(ies) 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 of AGM has been prepared by the Company and reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the “Sponsor”), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalist.*

*This Notice of AGM has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made, or reports contained in this announcement.*

*The contact person for the Sponsor is Ms. Lau Sze Mei, Associate Director, at 7 Temasek Boulevard #18-03B, Suntec Tower 1 Singapore 039897, telephone (65) 6950 2188.*