



SUNRISE SHARES HOLDINGS LTD.

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

ANNUAL GENERAL MEETING- PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

- Relevant Intermediary may appoint more than two proxies to attend the Annual General Meeting ("AGM") and vote (please see the notes for the definition of "Relevant Intermediary").
- 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. For CPF and SRS investors, who wish to appoint the Chairman of the AGM as their proxy, they 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.
- By submitting this proxy form (the "Proxy Form"), the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 9 April 2024.
- This Proxy Form is not valid for use by CPF investor and SRS investor and shall be ineffective for all intents and purposes if used or purported to be used by them.
- Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the AGM (or any person other than the Chairman) as a shareholder's proxy to vote on his/her/its behalf at the AGM.

I/We, _____ (Name) _____ (NRIC/Passport No./Company Registration No.)

of _____ (Address)

being a member/members of **SUNRISE SHARES HOLDINGS LTD.** ("Company"), hereby appoint:

Name	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
			No. of Shares	%
Address				

*and/or (delete as appropriate)

Name	NRIC/Passport No.	Email Address	Proportion of Shareholdings	
			No. of Shares	%
Address				

or failing whom, the **Chairman of the AGM**, as *my/our proxy/proxies to attend, speak and vote for *me/us on *my/our behalf 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.** and at any adjournment thereof. *I/We direct *my/our proxy/proxies to vote for, against or to abstain from voting in respect of the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and at any adjournment thereof, my/our proxy/proxies will vote or abstain from voting at *his/their discretion on any of the resolutions to be proposed at the AGM and on any other matters arising at the AGM. Where the Chairman of the AGM is appointed as proxy and in the absence of specific directions as to voting, the appointment of the Chairman as my/our proxy* for that resolution will be treated as invalid.

No.	Resolutions:	No. of votes 'For'***	No. of votes 'Against'***	No. of Votes 'Abstain'***
Ordinary Business				
1	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			
2	To approve the payment of Directors' fees of S\$108,900 for the financial year ended 31 December 2023			
3	To approve the payment of Directors' fees of S\$195,600 for the financial year ending 31 December 2024			
4	To re-elect Dato' Syed Norulzaman bin Syed Kamarulzaman as a Director who is retiring pursuant to Regulation 97 of the Constitution of the Company			
5	To re-elect Datuk Tan Eng Eng as a Director who is retiring pursuant to Regulation 97 of the Constitution of the Company			
6	To re-elect Mr. Anthony Ang Meng Huat as a Director who is retiring pursuant to Regulation 97 of the Constitution of the Company			
7	To re-elect Mr. Subramaniam A/L A.V. Sankar as a Director who is retiring pursuant to Regulation 97 of the Constitution of the Company			
8	To re-elect Datuk Lim Tong Lee as a Director who is retiring pursuant to Regulation 97 of the Constitution of the Company			
9	To re-appoint Messrs PKF-CAP LLP as auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration			
Special Business				
10	To approve a one-time gratuity payment of S\$54,000 to the former Independent Directors of the Company			
11	To grant the Directors the authority to allot and issue shares in the capital of the Company			

** If you wish to exercise all your votes 'For', 'Against' or 'Abstain from Voting', please tick (✓) within the box provided. Alternatively, please indicate the number of votes as appropriate. If you mark the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution on a poll and your votes will not be counted in computing the required majority on a poll.

Dated this _____ day of _____ 2024

Total number of Shares in:	No. of Shares
(a) CDP Register	
(b) Register of Members	

Signature of Shareholder(s)
And/or Common Seal of Corporate Shareholder

*Delete where inapplicable

IMPORTANT: PLEASE READ NOTES OVERLEAF

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing the Chairman of the AGM (or any person other than the Chairman) as proxy shall be deemed to relate to all the Shares held by you.
2. 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.
3. A proxy need not to be a member of the Company.
4. 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:
 - (a) 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
 - (b) if submitted by way of electronic means, to be submitted via email in Portable Document Format (PDF) to the Company, at shareregistry@incorp.asia, in either case, by **22 April 2024, 2.00 p.m.**, being 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.
5. **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.**
6. Persons who hold Shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the AGM ("**Relevant Intermediary Participants**") by 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 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.
7. 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.
8. 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.
9. 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.

* A "Relevant Intermediary" is:

- (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 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.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible, or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting as proxy. In addition, in the case of Shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 9 April 2024.