



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 held at Six Battery Road #10-01 Singapore 049909 on Tuesday, 30 April 2018 at 4.00 p.m. for the following purposes:

ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2018 together with the Independent Auditors' Report thereon. (Resolution 1)
- To re-elect the following Directors of the Company retiring pursuant to Regulation 91 and Regulation 97 of the Constitution of the Company, and who, being eligible, offer themselves for re-election, as Directors of the Company:
Mr Ng Clarence Kar Lung (Regulation 91) (Resolution 2)
Mr Tang An (Regulation 91) (Resolution 3)
Ms Huang Anna Yi (Regulation 97) (Resolution 4)
Mr Wang Ziquan (Regulation 97) (Resolution 5)
[See Explanatory Note (i)]
- To approve the payment of Directors' fees of S\$160,000 for the financial year ended 31 December 2018 (FY2017: S\$115,000). (Resolution 6)
- To appoint Messrs Baker Tilly TFW LLP as Auditors of the Company in place of the retiring Auditors of the Company, Messrs KPMG LLP, to hold office until the conclusion of the next AGM and to authorise the Directors of the Company to fix their remuneration. [See Explanatory Note (ii)] (Resolution 7)
- 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 an Ordinary Resolution, with or without any modifications:

6. Authority to allot and issue shares

That, pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Companies Act") and subject to Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules"), authority be and is hereby given to the Directors of the Company 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 issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, convertible securities or other instruments convertible into shares,
- at any time during the continuance of this authority or thereafter and upon such terms and conditions and for such purposes and to such persons as the Directors of the Company may in their absolute discretion deem fit; and
- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force, ("Share Issue Mandate") provided that:
 - (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of 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 (iii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
 - (ii) the aggregate number of shares to be issued other than on a *pro-rata* basis to existing shareholders of the Company shall not be more than fifty percent (50%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (including shares to be issued in pursuance of the Instruments made or granted pursuant to this Resolution) (as calculated in accordance with sub-paragraph (iii) below) or such other limit as may be prescribed by the Catalist Rules as at the date this Resolution is passed;
 - (iii) (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-paragraphs (i) and (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) of the Company at the date this Resolution is passed after adjusting for:
 - (a) new shares arising from the conversion or exercise of any convertible securities outstanding and/or subsisting at the time this authority is given;
 - (b) new shares arising from the exercise of share options or vesting of share awards outstanding and/or subsisting at the time of the passing of this Resolution provided the share options or share awards, were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or subdivision of the shares;
 - (iv) 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 otherwise, and the Constitution for the time being of the Company; and
 - (v) (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 of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.
- [See Explanatory Note (iii)] (Resolution 8)

By Order of the Board

Shirley Tan Sey Liy
Company Secretary
Singapore, 14 April 2019

Explanatory Notes:

- (i) Mr Ng Clarence Kar Lung will, upon re-election as a Director of the Company, remain as the Executive Director of the Company and a member of the Nominating Committee of the Company.

Mr Tang An will, upon re-election as a Director of the Company, remain as an Independent Director of the Company, the Chairman of the Audit Committee as well as a member of the Nominating Committee and the Remuneration Committee of the Company. The board of directors (the "Board") considers Mr Tang An to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Ms Huang Anna Yi will, upon re-election as a Director of the Company, remain as a Non-Executive Director of the Company as well as a member of the Audit Committee and the Remuneration Committee of the Company. The Board considers Ms Huang Anna Yi to be non-independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr Wang Ziquan will, upon re-election as a Director of the Company, remain as an Independent Director of the Company.

Please refer to pages 9 to 10 of the Annual Report for the detailed information for Mr Ng Clarence Kar Lung, Mr Tang An, Ms Huang Anna Yi and Mr Wang Ziquan required pursuant to Rule 720(5) of the Catalist Rules. Further information on Mr Ng Clarence Kar Lung, Mr Tang An, Ms Huang Anna Yi and Mr Wang Ziquan are set out in the sections entitled "Board of Directors", "Corporate Governance Report", and "Directors' Statement" of the Annual Report. Save as disclosed therein, there are no material relationships (including immediate family relationships) between each of Mr Ng Clarence Kar Lung, Mr Tang An, Ms Huang Anna Yi and Mr Wang Ziquan and the other Directors of the Company, the Company or its 10% shareholders.

- (ii) Messrs KPMG LLP has informed the Company that they will not be seeking for re-appointment as auditors of the Company at this AGM. The Company will be seeking shareholders' approval on the proposed change of auditors of the Company from Messrs KPMG LLP to Messrs Baker Tilly TFW LLP ("Proposed Change of Auditors"). Please refer to the Company's Appendix to the Notice of AGM dated 14 April 2019 for more details.

In accordance with the requirements pursuant to Rule 712(3) of the Catalist Rules:

- (a) the retiring Auditors of the Company, Messrs KPMG LLP, have confirmed to Messrs Baker Tilly TFW LLP that they are not aware of any professional reasons why Messrs Baker Tilly TFW LLP, being the successor Auditors of the Company, should not accept appointment as the new Auditors of the Company;
 - (b) the Company has confirmed that there were no disagreements with the retiring Auditors of the Company, Messrs KPMG LLP, on accounting treatments within the last twelve (12) months up to the date of their retirement;
 - (c) the Company has confirmed that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of the shareholders of the Company which has not been disclosed in the Appendix to the Notice of AGM dated 14 April 2019;
 - (d) the Company has confirmed that the specific reasons for the Proposed Change of Auditors are as disclosed in Section 2.1 of the Appendix to the Notice of AGM dated 14 April 2019; and
 - (e) the Company has confirmed that it is in compliance with Rules 712 and 715 of the Catalist Rules in relation to the appointment of Messrs Baker Tilly TFW LLP as its new Auditors.
- (iii) Resolution 8, if passed, will authorise and empower the Directors of the Company from the date of the above AGM of the Company until the next AGM of the Company to allot and issue shares and/or convertible securities. The aggregate number of shares and/or convertible securities which the Directors of the Company may allot and issue under this Resolution shall not exceed in aggregate one hundred percent (100%) of the total issued shares (excluding treasury shares and subsidiary holdings), of which the total number of shares and/or convertible securities issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed fifty percent (50%) of the total issued shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, for such purposes as they consider would be in the interests of the Company. This authority will, unless revoked or varied at a general meeting, expire at the next AGM of the Company, or the date by which the next AGM of the Company is required by law to be held, whichever is earlier. However, notwithstanding the cessation of this authority, the Directors of the Company are empowered to issue shares pursuant to any Instruments issued under this authority.

Notes:

- A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the AGM of the Company is entitled to appoint not more than two proxies to attend and vote in his/her stead. A proxy need not be a member of the Company.
- Where a member of the Company (other than a Relevant Intermediary*) appoints two proxies, he/she shall specify the proportion of his/her shareholding (expressed as a percentage of the whole) to be represented by each proxy in the instrument appointing the proxies.
- A Relevant Intermediary may appoint more than two proxies, but each proxy must be appointed to exercise the rights attached to a different share or shares held by him (which number and class of shares shall be specified).
- A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. The appointment of proxy must be executed under seal or the hand of its duly authorised officer or attorney in writing.
- The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at Six Battery Road #10-01 Singapore 049909 not less than forty-eight (48) hours before the time appointed for holding the AGM of the Company.

* A Relevant Intermediary is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19 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
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act (Chapter 289 of Singapore) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36 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

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM of the Company and/or any adjournment thereof, 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) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the AGM of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the AGM of the Company (including any adjournment thereof), and in order for the Company (or its agents) 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(ies) and/or representative(s) to the Company (or its agents), 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) 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 has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("Sponsor"), for compliance with the Catalist Rules. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by 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 Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.