



SUNRISE  
SHARES  
HOLDINGS

**SUNRISE SHARES HOLDINGS LTD.**  
(Company Registration No. 198201457Z)  
(Incorporated in Singapore)

## MINUTES OF ANNUAL GENERAL MEETING

The Annual General Meeting of Sunrise Shares Holdings Ltd. (the “**Company**”) was held at:

**PLACE** : 51 Cuppage Road, #03-03 (Room Vibrant 1 & 2), Singapore 229469

**DATE** : Wednesday, 24 April 2024

**TIME** : 2.00 p.m.

**PRESENT** : As set out in the attendance records maintained by the Company.

**IN ATTENDANCE** : As set out in the attendance records maintained by the Company.

**CHAIRMAN** : Dato’ Syed Norulzaman bin Syed Kamarulzaman

### QUORUM

The Chairman of the Annual General Meeting (the “**AGM**” or “**Meeting**”) sought the confirmation of the Company Secretary that a quorum was present and the Company Secretary confirmed that the quorum necessary for the AGM was present. Therefore, the Chairman declared the AGM open at 2.00 p.m..

### INTRODUCTION

The Chairman introduced the Directors, Chief Financial Officer, Group Financial Controller and Company Secretary of the Company present at the AGM.

### NOTICE OF AGM

With the consent of the shareholders of the Company (the “**Shareholders**”) present, the notice of the AGM dated 9 April 2024 (the “**Notice**”) convening the meeting was taken as read.

### VOTING BY POLL

The Chairman informed the Shareholders that all resolutions tabled at the AGM shall be voted by poll as required under the Listing Manual – Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) (the “**Catalist Rules**”).

The Chairman further informed the Shareholders that based on the information provided in the Notice, the Shareholders who wish to exercise their voting rights at the AGM may through submission of the instrument of appointing a proxy(ies) to vote, or vote in person at the AGM. Proxy forms lodged have been checked and found to be in order.

The Chairman informed the Shareholders that In.Corp Corporate Services Pte. Ltd. was appointed as the polling agent and Gong Corporate Services Pte. Ltd. was appointed as the scrutineer for the poll of the AGM.

## **SUBMISSION OF QUESTIONS FOR THE AGM**

The Chairman informed that based on the information provided in the Notice, the Shareholders and investors may submit substantial and relevant textual questions related to the resolutions to be tabled for approval for the AGM in advance of, or in person at the AGM. As at the cut-off date for submission of questions, i.e. 16 April 2024 at 2.00 p.m., the Company did not receive any questions relating to the resolutions to be tabled for approval at the AGM.

The Chairman then proceeded with the business of the Meeting.

## **ORDINARY BUSINESSES:**

### **1. RESOLUTION 1: AUDITED FINANCIAL STATEMENTS AND DIRECTORS' STATEMENT FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2023**

The Meeting proceeded to receive and adopt the Directors' Statement and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023 together with the Independent Auditors' Report thereon.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

"That the Directors' Statements and the Audited Financial Statements of the Company and the Group for the financial year ended 31 December 2023 together with the Independent Auditors' Report be and are hereby received and adopted."

### **2. RESOLUTION 2: DIRECTORS' FEES FOR FINANCIAL YEAR ENDED 31 DECEMBER 2023**

The Board had recommended the payment of Directors' fees of S\$108,900 for the financial year ended 31 December 2023.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

"That the payment of the Directors' fees of S\$108,900 for the financial year ended 31 December 2023 be and is hereby approved."

### **3. RESOLUTION 3: DIRECTORS' FEES FOR FINANCIAL YEAR ENDING 31 DECEMBER 2024**

The Board had recommended the payment of Directors' fees of S\$195,600 for the financial year ending 31 December 2024.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

"That the payment of the Directors' fees of S\$195,600 for the financial year ending 31 December 2024 be and is hereby approved."

**4. RESOLUTION 4: RE-ELECTION OF DATO' SYED NORULZAMAN BIN SYED KAMARULZAMAN AS A DIRECTOR**

As resolution 4 deals with the re-election of the Chairman as a Director of the Company, the Chairman had requested Mr. Anthony Ang Meng Huat ("**Mr. Anthony Ang**") to take over the chairmanship for this resolution.

Resolution 4 is to re-elect Dato' Syed Norulzaman bin Syed Kamarulzaman ("**Dato' Syed**") as a Director of the Company pursuant to Regulation 97 of the Company's Constitution.

Dato' Syed, who was retiring as a Director of the Company pursuant to Regulation 97 of the Company's Constitution, had signified his consent to continue in office.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

"That Dato' Syed, who retired from office in accordance with Regulation 97 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company."

Dato' Syed will, upon re-election as a Director of the Company, remain as the Independent Non-Executive Chairman, a member of the Audit Committee, Nominating Committee and Remuneration Committee. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr. Anthony Ang returned the chairmanship to Dato' Syed to resume the conduct of the Meeting.

**5. RESOLUTION 5: RE-ELECTION OF DATUK TAN ENG ENG AS A DIRECTOR**

Datuk Tan Eng Eng who was retiring as a Director of the Company pursuant to Regulation 97 of the Company's Constitution, had signified her consent to continue in office.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

"That Datuk Tan Eng Eng, who retired from office in accordance with Regulation 97 of the Constitution of the Company and being eligible, offered herself for re-election, be and is hereby re-elected as a Director of the Company."

Datuk Tan Eng Eng will, upon re-election as a Director of the Company, remain as the Executive Director and Chief Executive Officer of the Company.

**6. RESOLUTION 6: RE-ELECTION OF MR. ANTHONY ANG MENG HUAT AS A DIRECTOR**

Mr. Anthony Ang, who was retiring as a Director of the Company pursuant to Regulation 97 of the Company's Constitution, had signified his consent to continue in office.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That Mr. Anthony Ang, who retired from office in accordance with Regulation 97 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

Mr. Anthony Ang will, upon re-election as a Director of the Company, remain as the Executive Director of the Company.

**7. RESOLUTION 7: RE-ELECTION OF MR. SUBRAMANIAM A/L A.V. SANKAR AS A DIRECTOR**

Mr. Subramaniam A/L A.V. Sankar, who was retiring as a Director of the Company pursuant to Regulation 97 of the Company's Constitution, had signified his consent to continue in office.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That Mr. Subramaniam A/L A.V. Sankar, who retired from office in accordance with Regulation 97 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

Mr. Subramaniam A/L A.V. Sankar will, upon re-election as a Director of the Company, 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. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

**8. RESOLUTION 8: RE-ELECTION OF DATUK LIM TONG LEE AS A DIRECTOR**

Datuk Lim Tong Lee who was retiring as a Director of the Company pursuant to Regulation 97 of the Company's Constitution, had signified his consent to continue in office.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That Datuk Lim Tong Lee, who retired from office in accordance with Regulation 97 of the Constitution of the Company and being eligible, offered himself for re-election, be and is hereby re-elected as a Director of the Company.”

Datuk Lim Tong Lee will, upon re-election as a Director of the Company, 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. He is considered independent for the purpose of Rule 704(7) of the Catalist Rules.

**9. RESOLUTION 9: RE-APPOINTMENT OF MESSRS PKF-CAP LLP AS AUDITORS AND TO AUTHORISE THE DIRECTORS OF THE COMPANY TO FIX THEIR REMUNERATION**

The Board has recommended to re-appoint Messrs PKF-CAP LLP as the auditors of the Company for the ensuing year and to authorise the Directors of the Company to fix their remuneration.

Messrs PKF-CAP LLP have expressed their willingness to continue in office.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That Messrs PKF-CAP LLP, who have expressed their willingness to continue in office, be and are hereby re-appointed as auditors of the Company until the conclusion of the next AGM at a fee to be agreed between the Directors and Messrs PKF-CAP LLP.”

**ANY OTHER BUSINESS**

As no notice of any other ordinary business to be transacted at the meeting had been received by the Company Secretary, the Meeting proceeded to deal with the special business outlined in the Notice convening the Meeting.

**SPECIAL BUSINESSES:**

**10. RESOLUTION 10: ONE-TIME GRATUITY PAYMENT TO FORMER INDEPENDENT DIRECTORS**

The Shareholders were informed that resolution 10 on the agenda is to approve the 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.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That the 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 be and is hereby approved.”

**11. RESOLUTION 11: AUTHORITY TO ALLOT AND ISSUE SHARES**

The Shareholders were informed that resolution 11 on the agenda is to authorise the Directors to issue shares of the Company (the “**Shares**”) pursuant to Section 161 of the Companies Act 1967 (the “**Companies Act**”) and Rule 806 of the Catalist Rules.

The Chairman invited Shareholders to raise any questions in relation to the resolution.

There being no questions from the Shareholders, the Chairman proposed the following motion to be put to vote.

“That, pursuant to Section 161 of the Companies Act and subject to Rule 806 of the Catalyst Rules, authority be and is hereby given to the Directors to:

- (a) (i) allot and issue shares in the capital of the Company (whether by way of rights, bonus or otherwise); and/or
- (ii) make or grant offers, agreements or options (collectively, the “**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:

- (i) 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 (iii) below) or such other limit as may be prescribed by the Catalyst 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 (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 (iii) below) or such other limit as may be prescribed by the Catalyst 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-para (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) at the date this resolution 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 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 Catalyst Rules; and
  - (c) any subsequent bonus issue, consolidation or subdivision of the Shares.

Adjustments made in accordance with sub paragraph 11(iii)(a) or 11(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;

- (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 the Company's Constitution for the time being; 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 or the date by which the next AGM is required by law to be held, whichever is the earlier."

### **ADJOURNMENT OF AGM**

The Chairman informed the Shareholders that all the motions for the AGM have been put forth for voting and declared the AGM adjourned pending the conduct of the poll and the results of the votes cast on the resolutions. The Meeting was proceeded with the formalities of the Extraordinary General Meeting of the Company.

### **CONDUCT OF POLL**

The Chairman briefed the Shareholders on the formalities of conducting the poll. Thereafter, the Chairman invited Shareholders to cast their votes. He then informed the Shareholders that the polling agent and scrutineer would proceed to count and verify the votes cast on the resolutions. As such, the AGM was adjourned at 2.12 p.m. for the vote counting and verification.

**RESULTS OF ANNUAL GENERAL MEETING**

The Chairman resumed the AGM at 2.45 p.m. and announced the results of the poll as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<b>As Ordinary Business</b>					
<b><u>Resolution 1</u></b>					
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	64,762,815	64,762,815	100.00	0	0.00
<b><u>Resolution 2</u></b>					
To approve the payment of Directors' fees of S\$108,900 for the financial year ended 31 December 2023	64,762,815	64,752,815	99.98	10,000	0.02
<b><u>Resolution 3</u></b>					
To approve the payment of Directors' fees of S\$195,600 for the financial year ending 31 December 2024	64,762,815	64,752,815	99.98	10,000	0.02
<b><u>Resolution 4</u></b>					
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	64,762,815	64,762,815	100.00	0	0.00
<b><u>Resolution 5</u></b>					
To re-elect Datuk Tan Eng Eng as a Director who is retiring pursuant to Regulation 97 of the Constitution of the Company	64,762,815	64,762,815	100.00	0	0.00
<b><u>Resolution 6</u></b>					
To re-elect Mr. Anthony Ang Meng Huat as a Director who is retiring pursuant to Regulation 97 of the Constitution of the Company	64,762,815	64,762,815	100.00	0	0.00



Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)
<b>As Ordinary Business</b>					
<b><u>Resolution 7</u></b>					
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	64,762,815	64,762,815	100.00	0	0.00
<b><u>Resolution 8</u></b>					
To re-elect Datuk Lim Tong Lee as a Director who is retiring pursuant to Regulation 97 of the Constitution of the Company	64,762,815	64,762,815	100.00	0	0.00
<b><u>Resolution 9</u></b>					
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	64,762,815	64,762,815	100.00	0	0.00
<b>As Special Business</b>					
<b><u>Resolution 10</u></b>					
To approve a one-time gratuity payment of S\$54,000 to the former Independent Directors of the Company	64,762,815	64,752,815	99.98	10,000	0.02
<b><u>Resolution 11</u></b>					
To grant the Directors the authority to allot and issue shares in the capital of the Company	64,762,815	64,762,815	100.00	0	0.00

Based on the voting results tabulated, the Chairman declared Resolutions 1 to 11 tabled at the AGM carried.

**CONCLUSION**

There being no other business to transact, the Chairman declared the AGM of the Company closed at 2.47 p.m. and thanked everyone for their attendance.

**CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD**

**DATO' SYED NORULZAMAN BIN SYED KAMARULZAMAN  
CHAIRMAN OF THE MEETING**