

SUNLIGHT

SUNLIGHT GROUP HLDG LTD

(Incorporated in the Republic of Singapore under the Companies Act, Cap. 50)

Company Registration No. 199806046G

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of Sunlight Group Hldg Ltd (the "**Company**") will be held at 1 Third Chin Bee Road Singapore 618679 on 17 July 2017 at 10.00 a.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions:

*All capitalized terms used in the Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular dated 23 June 2017 to Shareholders (the "**Circular**").*

ORDINARY RESOLUTION

RESOLUTION 1: APPROVAL OF THE PROPOSED DISPOSAL

THAT:

- (a) approval be and is hereby given for the proposed disposal by the Company of its entire shareholding interests in Sunlight Electrical Pte Ltd (excluding the Lighting Business) upon the terms and subject to the conditions of the Sale and Purchase Agreement entered into between the Company and Chint Electrics (Hong Kong) Limited dated 18 May 2017; and
- (b) the Directors and any one of them be and are hereby authorized and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable, necessary or in the interests of the Company to give effect to the Proposed Disposal and/or this Resolution, including but not limited to any amendments as may be required by any relevant authority/authorities or persons.

SPECIAL RESOLUTION

RESOLUTION 2: APPROVAL OF THE PROPOSED CHANGE OF NAME

THAT:

Contingent upon the passing of Resolution 1 in this Notice of EGM:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority, the name of the Company be changed from "Sunlight Group Hldg Ltd" to "P5 Capital Holdings Ltd.", and that the name "Sunlight Group Hldg Ltd" be replaced by "P5 Capital Holdings Ltd." wherever the earlier name appears in the Constitution of the Company; and
- (b) the Directors and any one of them be and are hereby authorized and empowered to approve and complete and do all such acts and things (including to approve, modify, ratify, sign, seal, execute and deliver all such documents as may be required) as he or they may consider expedient, desirable, necessary or in the interests of the Company to give effect to this Resolution, including but not limited to any amendments as may be required by any relevant authority/authorities or persons.

BY ORDER OF THE BOARD

SUNLIGHT GROUP HLDG LTD

Lim Kwang Joo

Executive Chairman

23 June 2017

Notes:

1. Proxies

- (a) A member who is not a relevant intermediary is not entitled to appoint more than two proxies to attend, speak and vote at the meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. If no such proportion or number is specified, the first named proxy may be treated as representing 100% of the shareholding and any second named proxy as an alternate to the first named.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.

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

2. A proxy need not be a member of the Company.

3. The instrument appointing a proxy must be deposited at the registered office of the Company at 1 Third Chin Bee Road, Singapore 618679, not less than forty-eight (48) hours before the time appointed for the holding of the EGM.

Personal data privacy

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM 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 EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (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.