

CIRCULAR DATED 15 AUGUST 2025

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the contents of this Circular or as to any action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser(s) immediately.

Unless otherwise defined, capitalised terms appearing on the cover of this Circular bear the same meanings ascribed to them in the section entitled "Definitions" of this Circular.

This Circular, together with the Notice of EGM, the accompanying proxy form and the Request Form, have been made available to the shareholders of Sunrise Shares Holdings Ltd. (the "**Company**") on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://sunrise-shares.com/>.

A printed copy of this Circular will NOT be despatched to the Shareholders. Only the printed copies of the Notice of EGM, the accompanying proxy form and the Request Form will be despatched to the Shareholders.

If you have sold or transferred all your ordinary shares in the capital of the Company held through The Central Depository (Pte) Limited ("**CDP**"), you need not forward the Notice of EGM, the accompanying proxy form and the Request Form to the purchaser or transferee as arrangements will be made by CDP for a separate Notice of EGM, the attached proxy form and the Request Form to be sent to the purchaser or transferee. If you have sold or transferred all of your ordinary shares in the capital of the Company represented by physical share certificate(s) which are not deposited with CDP, you should immediately forward the Notice of EGM, the accompany proxy form and the Request Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee. You should also inform the purchaser or transferee, or the bank, stockbroker or other agent through whom the sale or transfer was effected for onward notification to the purchaser or transferee, that this Circular, the Notice of EGM, the accompanying proxy form and the Request Form, may be accessed on the SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at <https://sunrise-shares.com/>.

The SGX-ST assumes no responsibility for the accuracy of any statements or opinions made or reports contained in this Circular.

This Circular has been reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms. Lau Sze Mei, Associate Director, at 7 Temasek Boulevard, #04-02, Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.



SUNRISE SHARES HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No. 198201457Z)

**CIRCULAR TO SHAREHOLDERS IN RELATION TO
THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY FROM
PKF-CAP LLP TO CROWE HORWATH FIRST TRUST LLP**

IMPORTANT DATES AND TIMES

Last date and time to submit questions for the EGM : 22 August 2025 at 2.30 p.m.
Last date and time for lodgement of Proxy Form : 31 August 2025 at 2.30 p.m.
Date and time of Extraordinary General Meeting : 3 September 2025 at 2.30 p.m.
Place of Extraordinary General Meeting : Function Room, LR Floor, 380 Jalan Besar, ARC 380,
Singapore 209000

CONTENTS

DEFINITIONS.....	1
1. INTRODUCTION	4
2. PROPOSED CHANGE OF AUDITORS	4
3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS.....	9
4. DIRECTORS' RECOMMENDATION.....	10
5. DIRECTORS' RESPONSIBILITY STATEMENT	10
6. EXTRAORDINARY GENERAL MEETING.....	10
7. ACTION TO BE TAKEN BY SHAREHOLDERS	10
8. DOCUMENTS FOR INSPECTION.....	13
NOTICE OF EXTRAORDINARY GENERAL MEETING.....	N-1
PROXY FORM.....	P-1

DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires or is otherwise stated.

General

“Accountants Act”	:	The Accountants Act 2004 of Singapore, as amended, modified or supplemented from time to time
“Catalist Rules”	:	The SGX-ST Listing Manual (Section B: Rules of Catalist), as amended or modified from time to time
“Circular”	:	This circular to Shareholders dated 15 August 2025 in relation to the Proposed Change of Auditors
“Companies Act”	:	The Companies Act 1967 of Singapore, as amended, modified or supplemented from time to time
“EGM”	:	The extraordinary general meeting of the Company to be held on 3 September 2025 at 2.30 p.m. at Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000, notice of which is set out on pages N-1 to N-6 of this Circular
“FY”	:	The financial year ended 31 December (as the case may be)
“FP2025”	:	The 18-month financial period ended 30 June 2025
“Latest Practicable Date”	:	1 August 2025, being the latest practicable date prior to the issue of this Circular
“Notice of EGM”	:	The notice of the EGM as set out on pages N-1 to N-6 of this Circular
“Personal Data Protection Act”	:	The Personal Data Protection Act 2012 of Singapore
“Proxy Form”	:	The instrument appointing a proxy(ies) accompanying this Circular as set out on pages P-1 to P-3 of this Circular
“Register of Members”	:	The register of members of the Company to be kept pursuant to the Companies Act
“Request Form”	:	The request form for the printed copy of the Circular
“Resolution”	:	The ordinary resolution as set out in the Notice of EGM
“Securities Account”	:	The securities account(s) maintained by a Depositor with CDP, but does not include a securities sub-account maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act 2001 of Singapore, as amended, modified or supplemented from time to time
“Shares”	:	Ordinary shares in the share capital of the Company

DEFINITIONS

Companies, Persons, Organisation and Agencies

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“AC” or “Committee”	:	The audit committee of the Company as at the date of this Circular, comprising Mr. Subramaniam A/L A.V. Sankar, Dato’ Syed Norulzaman Bin Syed Kamarulzaman and Datuk Ng Bee Ken
“Auditors”	:	The independent auditors of the Company as appointed from time to time
“Board” or “Directors”	:	The board of directors of the Company as at the date of this Circular
“CDP”	:	The Central Depository (Pte) Limited
“CPF”	:	Central Provident Fund
“Company”	:	Sunrise Shares Holdings Ltd.
“Crowe Singapore”	:	Crowe Horwath First Trust LLP
“Group”	:	The Company and its subsidiaries
“PKF”	:	PKF-CAP LLP
“Proposed Change of Auditors”	:	The proposed change of auditors of the Company from PKF to Crowe Singapore
“SGX-ST” or the “Exchange”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	Registered holders of Shares except that where the registered holder is CDP, the term “ Shareholders ” shall, in relation to such Shares and where the context admits, mean the persons named as Depositors in the Depository Register and whose Securities Accounts maintained with CDP are credited with the Shares
“Sponsor”	:	Novus Corporate Finance Pte. Ltd.
“SRS”	:	Supplementary Retirement Scheme
“Substantial Shareholder”	:	A person (including a corporation) who has an interest or interests in the voting shares (excluding treasury shares) in the Company, representing no less than 5% of all the voting shares

Currencies, Units and Others

“S\$” and “cents”	:	Singapore Dollars and cents, respectively, being the lawful currency of the Republic of Singapore
“%”	:	Per centum or percentage

The terms “**Depositor**”, “**Depository**”, “**Depository Agent**” and “**Depository Register**” shall have the meanings ascribed to them respectively in Section 81SF of the SFA.

The terms “**subsidiary**” and “**related corporations**” shall have the meanings ascribed to them respectively in Section 5 of the Companies Act.

The term “**associate**” shall have the meaning ascribed to it in the Catalist Rules.

The expression “**acting in concert**” and the term “**concert parties**” shall have the meanings as ascribed to them respectively in the Code.

DEFINITIONS

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

References to persons shall include corporations.

References to “**Section**” are to the sections of this Circular, unless otherwise stated.

Any reference in this Circular to “**Rule**” or “**Chapter**” is a reference to the relevant rule or Chapter in the Catalist Rules as for the time being, unless otherwise stated.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word defined under the Companies Act, the Catalist Rules, or any relevant laws of the Republic of Singapore or any statutory modification thereof and used in this Circular shall have the same meaning assigned to it under the Companies Act, the Catalist Rules, or any relevant laws of the Republic of Singapore or any statutory modification thereof, as the case may be.

Any reference to a time of a day and date in this Circular shall be a reference to Singapore time unless otherwise stated.

Any discrepancies in the tables in this Circular between the listed amounts and the totals thereof are due to rounding; accordingly, the figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

LETTER TO SHAREHOLDERS

SUNRISE SHARES HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 198201457Z)

Directors:

Dato' Syed Norulzaman Bin Syed Kamarulzaman (*Independent Non-Executive Chairman*)
Datuk Tan Eng Eng (*Executive Director and Chief Executive Officer, Malaysia Operations*)
Mr. Anthony Ang Meng Huat (*Executive Director*)
Mr. Nicholas Eng Teng Cheng (*Executive Director*)
Mr. Subramaniam A/L A.V. Sankar (*Independent Non-Executive Director*)
Datuk Ng Bee Ken (*Independent Non-Executive Director*)

Registered Office:

380 Jalan Besar
#07-10 ARC 380
Singapore 209000

15 August 2025

To: Shareholders of Sunrise Shares Holdings Ltd.

Dear Shareholders,

PROPOSED CHANGE OF AUDITORS

1. INTRODUCTION

1.1 EGM

The Board is proposing to convene the EGM to seek Shareholders' approval for the proposed change of auditors from PKF-CAP LLP ("**PKF**") to Crowe Horwath First Trust LLP ("**Crowe Singapore**") (the "**Proposed Change of Auditors**").

1.2 Purpose of Circular

The purpose of this Circular is to provide Shareholders with the relevant information relating to the Proposed Change of Auditors, and to seek Shareholders' approval in respect of the same at the EGM. The Notice of EGM is set out on pages N-1 to N-6 of this Circular.

1.3 Legal Adviser

Donaldson & Burkinshaw LLP has been appointed as the legal adviser to the Company as to Singapore law for purposes of this Circular.

1.4 SGX-ST

The SGX-ST assumes no responsibility for the correctness of any of the statements made, opinions expressed, or reports in this Circular.

2. PROPOSED CHANGE OF AUDITORS

2.1 Background and Rationale

The Company is proposing to change its Auditors from PKF to Crowe Singapore for the 18-month financial period ended 30 June 2025 ("**FP2025**").

LETTER TO SHAREHOLDERS

PKF has been the Auditors of the Company since FY2022 and the Shareholders had approved the re-appointment of PKF as Auditors at the Company's last annual general meeting held on 24 April 2024, to hold office until the conclusion of the next annual general meeting of the Company. Mr. Titus Kuan Tijian has been appointed as the audit engagement partner for the Group's audit since FY2022.

As announced by the Company on 14 February 2025, in its commentary to the condensed interim financial statements for the 12-month financial period ended 31 December 2024, the Group expects that the business environment will remain challenging over the next 12 months due to the volatile global economic conditions and the cessation of the provision of property consultancy and management services contracts in the People's Republic of China ("PRC"). In response, the Group will, *inter alia*, continue to implement prudent cost control measures to conserve its resources while actively seeking new business opportunities in order to widen its revenue stream.

Given the current scale of the Group's operations, which comprises two (2) active operating subsidiaries, of which one serves as the Group's shared services centre and the other manages the hospitality business in Malaysia, the Board, in consultation with the Audit Committee of the Company, is of the view that it would be an opportune time to review the appointment of the Auditors for FP2025 to identify cost efficiencies and benchmark its audit fees against market standards. In addition, the Proposed Change of Auditors would enable the Group to benefit from fresh perspectives and views of a new professional audit firm, thus enhancing the overall value and effectiveness of the audit process of the Group.

The management of the Company had sought and obtained proposals from several audit firms. The Board, in consultation with the Audit Committee of the Company, having reviewed and deliberated on the proposals submitted by the various audit firms, had selected Crowe Singapore to be appointed as the incoming Auditors of the Company for FP2025.

In arriving at the decision of nominating Crowe Singapore as the Auditors to be appointed, the Board and the Audit Committee had reviewed, *inter alia*, the following:

- (a) the Group's audit requirements (taking into consideration the size, needs and complexity of the Group);
- (b) the adequacy of the resources and experience of Crowe Singapore and its other audit engagements;
- (c) the audit engagement partner and quality assurance partner assigned to the audit and their experiences, and the number and experience of supervisory and professional staff to be assigned to the audit of the Group; and
- (d) the Audit Quality Indicators ("**AQI**") Disclosure Framework issued by ACRA. The AQI presented by Crowe Singapore to the Audit Committee included information relating to Crowe Singapore on factors in relation to staff oversight, average years of audit experience of the professionals and attrition rate. Upon evaluation of the AQI, the Audit Committee concluded that the AQI furnished by Crowe Singapore were generally within ranges satisfactory to the Audit Committee, when compared to industry averages.

In addition to the above, the Proposed Change of Auditors will allow the Group to save approximately 29% or S\$35,000 in audit fees. Notwithstanding, there will be no change in the scope of audit services to be performed by Crowe Singapore, and the Company does not expect the reduction in cost to affect the standards and effectiveness of the audit to be undertaken.

LETTER TO SHAREHOLDERS

In view of the above, taking into consideration of the recommendation of the Audit Committee, the Board is of the view that Crowe Singapore will be able to fulfill the existing needs and audit requirements of the Company and the Group without compromising the standard and effectiveness of the audit. Accordingly, the Board is of the opinion that the Proposed Change of Auditors is in the best interest of the Company and its Shareholders.

The Board wishes to express its appreciation for the past services rendered by PKF.

2.2 Information On Crowe Singapore and the Audit Engagement Partner

The information on Crowe Singapore and the audit engagement partner below was provided to the Company by Crowe Singapore. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

Crowe Singapore is one of the leading public accounting and consulting firms in Asia with close to 200 professional staff led by 29 partners and directors. Crowe Singapore is a member of Crowe Global network, which has over 200 member firms across the world. For more details on Crowe Singapore, please visit <https://www.crowe.com/sq>.

The audit engagement partner-in-charge of the Group's audit will be Mr. Lim Thien Hoon ("Mr. Lim"). Mr. Lim has more than 14 years of experience in providing statutory audits and business advisory services to clients from various industries, including listed companies as well as multinational and domestic enterprises. He is a Chartered Accountant of Singapore and a member of the Institute of Singapore Chartered Accountants. Notwithstanding that Mr. Lim does not have prior experience in auditing companies which are engaged in hospitality management services in Malaysia, he has the relevant experiences in auditing other private companies engaged in the provision of hospitality management services in other jurisdictions. In addition, Mr. Lim is currently the engagement partner of another company listed on the Mainboard of the SGX-ST, as well as for several other private companies across various industries, including manufacturing, property development and management, technology and fund management. The engagement team assigned by Crowe Singapore to the Company in Singapore comprises one engagement partner, one engagement quality reviewer, one manager, one senior and two (2) associates.

As at the Latest Practicable Date, Crowe Singapore has not been subject to any quality control review by ACRA pursuant to Part 5A of the Accountants Act, which came into operation on 1 July 2023. However, Crowe Singapore has last been subject to the Practice Monitoring Programme review by ACRA in 2021, of which no negative findings or adverse feedback were noted. As at the Latest Practicable Date, Mr. Lim has not been subject to the Practice Monitoring Programme review by ACRA.

Neither Crowe Singapore nor Mr. Lim has been subject to any current or past restrictions, disciplinary actions and/or conditions imposed by any regulatory authority or professional body in Singapore or elsewhere as at the Latest Practicable Date.

2.3 Compliance with Rule 712 of the Catalist Rules and the Companies Act

Crowe Singapore is an established firm in Singapore registered with ACRA and approved under the Accountants Act. Mr. Lim is also a public accountant registered with ACRA. The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and has recommended the same to the Board for approval, having considered the suitability of the new incoming Auditors. The Board, after taking into account the Audit Committee's recommendation, the rationale for the Proposed Change of Auditors as set out in paragraph 2.1 above, and the information on Crowe Singapore and Mr. Lim as set out in paragraph 2.2 above as well as various factors including, *inter alia*, the following:

LETTER TO SHAREHOLDERS

- (a) the adequacy of the resources and experience of Crowe Singapore;
- (b) the experience of the audit engagement partner and the quality assurance partner assigned to the audit of the Group;
- (c) Crowe Singapore's other audit engagements;
- (d) the size and complexity of the Group;
- (e) the number and experience of the supervisory and professional staff who will be assigned to the audit of the Group; and
- (f) that both Crowe Singapore and Mr. Lim are approved by, and registered with, ACRA,

is of the opinion that Crowe Singapore will be able to meet the audit requirements of the Group and that Rules 712(1) and 712(2) of the Catalist Rules have been complied with.

Pursuant to Section 205AB(5) of the Companies Act, the resignation of PKF will take effect upon the later of (a) the day (if any) specified for the purpose in the notice of resignation of PKF; (b) the day on which ACRA notifies PKF and the Company of ACRA's consent to the resignation; or (c) the day (if any) fixed by ACRA (the "**ACRA Consent**"). The ACRA Consent was issued on 30 July 2025 for the resignation of PKF to take effect on the same date.

In connection with the above, PKF had, in their letter dated 30 July 2025, given notice to the Directors of their resignation as Auditors of the Company (the "**Notice of Resignation**"). Pursuant to Section 205AC(1) of the Companies Act, a copy of the Notice of Resignation was set out in the Appendix to the announcement dated 30 July 2025.

Crowe Singapore had, on 8 July 2025, given their consent to act as Auditors of the Company subject to approval from Shareholders being obtained at an EGM for the Proposed Change of Auditors. Pursuant to Rule 712(3) of the Catalist Rules and Section 205AF(1) of the Companies Act, the appointment of Crowe Singapore as Auditors in place of PKF must be specifically approved by Shareholders in a general meeting. As the ACRA Consent has been obtained, the appointment of Crowe Singapore as Auditors of the Company will therefore take effect upon the date of approval of Shareholders at the EGM. Crowe Singapore, if appointed, will hold office until the conclusion of the next annual general meeting of the Company.

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

- (a) the outgoing Auditors, PKF, has confirmed by way of a professional clearance letter dated 26 June 2025 that they are not aware of any professional or other reasons why Crowe Singapore should not accept appointment as the new Auditors;
- (b) the Company confirms that there were no disagreements with PKF on accounting treatments within the last 12 months up to the date of this Circular;
- (c) the Company confirms 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 which have not been disclosed in this Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are as disclosed in paragraph 2.1 of this Circular. The Proposed Change of Auditors was neither due to the dismissal of PKF nor PKF declining to stand for re-election. In addition, PKF was neither dismissed nor directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and

LETTER TO SHAREHOLDERS

- (e) the Company confirms that it is or will be in compliance with Rules 712 and 715 of the Catalist Rules.

2.4 Compliance with Rule 715 of the Catalist Rules

Crowe Singapore will also be appointed as the auditors of the Company's wholly-owned subsidiary in Singapore, namely, Sunrise Industrial (Singapore) Pte Ltd.

As disclosed in paragraph 2.1 above, the Company has two (2) wholly-owned subsidiaries in Malaysia, which are currently the only two (2) active operating entities within the Group, namely, Sunrise Shares (M) Sdn Bhd and Falcon Pace Sdn Bhd. Both of these two (2) entities in Malaysia will be audited by Crowe Malaysia PLT, which is part of Crowe Global Network. The engagement partner assigned to the audit of the Company's Malaysia subsidiaries will be Mr. Lou Hoe Yin ("**Mr. Lou**"). Mr. Lou has close to 20 years of experience across various industries, including, among others, property development and property management as well as hotel operations. Accordingly, Mr. Lou has relevant experience in auditing entities that operate in a similar industry and jurisdiction as the Company's Malaysian subsidiaries. Mr. Lou is a member of the Malaysian Institute of Accountant (MIA), a fellow member of Association of Chartered Accountant, United Kingdom (ACCA) and ASEAN Chartered Professional Accountant (ASEAN CPA). Accordingly, the Board confirms that Rule 715(2) of the Catalist Rules will be complied with.

For completeness, Lau Ho & Co. will remain as auditors of the two (2) Hong Kong SAR entities that are wholly-owned subsidiaries of the Company, namely, Hong Kong Sunrise Industrial Development Limited and Hong Kong Sunrise Consultant Limited. The Hong Kong subsidiaries are not significant to the Group as these two (2) subsidiaries are currently dormant.

No statutory audit is required for the Company's wholly-owned subsidiary, Sunrise Investment Limited, which was incorporated in Cayman Island, as well as the three (3) wholly-owned subsidiaries of the Company that were incorporated in Shenzhen, PRC, namely, Shenzhen Sunrise Development Limited, Shenzhen Kimshek Consultancy Management Limited and Shenzhen Zhongtong Apartment Management Limited (the "**Shenzhen Subsidiaries**").

Sunrise Investment Limited is inactive and is not significant to the Group. In addition, the Company had previously announced the disposal of the Shenzhen Subsidiaries via SGXNET on 4 March 2025.

On 22 April 2025, the Company incorporated a new wholly-owned subsidiary in the PRC, namely Shenzhen X Energy Development Co., Ltd, and the incorporation of this subsidiary during the financial period is not expected to have a material impact on the financial results of the Company. No statutory audit is required for this company for FP2025.

2.5 AC's Recommendation

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommended the appointment of Crowe Singapore as Auditors, after taking into consideration the reasons as elaborated in paragraph 2.1, the background information of Crowe Singapore and Mr. Lim as set out in paragraph 2.2, the compliance of the Company with the relevant Catalist Rules as set out in paragraphs 2.3 and 2.4 as well as having satisfied itself of the suitability and independence of Crowe Singapore and Mr. Lim to meet the audit requirements of the Group.

LETTER TO SHAREHOLDERS

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or their associates, or the Substantial Shareholders or their associates, as far as the Company is aware, has any interest, direct or indirect, in any of the Proposed Change of Auditors, other than through their respective shareholdings in the Company, if any.

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest	
	No. of Shares ⁽¹⁾	% ⁽¹⁾	No. of Shares ⁽¹⁾	% ⁽¹⁾
Director(s)				
Dato' Syed Norulzaman Bin Syed Kamarulzaman	-	-	-	-
Datuk Tan Eng Eng	-	-	-	-
Anthony Ang Meng Huat	-	-	-	-
Nicholas Eng Teng Cheng	-	-	-	-
Subramaniam A/L A.V. Sankar	-	-	-	-
Datuk Ng Bee Ken	-	-	-	-
Substantial Shareholder(s)				
Datuk Wira Boo Kuang Loon	131,377,100	44.53	-	-
Prosperity Luck Overseas Inc.	45,351,537	15.37	-	-
China Channel Technologies Limited ⁽²⁾	23,000,000	7.80	45,351,537	15.37
Premier Success Investment Pte. Ltd. ⁽²⁾	-	-	68,351,537	23.17
New Zealand Nan Fang Investment Limited ⁽²⁾	-	-	68,351,537	23.17
Lai Su Hung ⁽³⁾	-	-	68,351,537	23.17

Notes:

- (1) The percentage of shares held was calculated based on the share capital of the Company of 295,051,575 shares as at the Latest Practicable Date. The Company does not have any treasury shares.
- (2) China Channel Technologies Limited ("**China Channel**") is deemed interested in 45,351,537 Shares held by Prosperity Luck Overseas Inc. ("**Prosperity Luck**"), which is wholly owned by China Channel. China Channel is wholly owned by Premier Success Investment Limited ("**Premier Success**"). Premier Success is deemed interested in the 23,000,000 shares held by China Channel and 45,351,537 shares held by Prosperity Luck. Premier Success is wholly-owned by New Zealand Nan Fang Investment Limited ("**New Zealand Nan Fang**").
- (3) Lai Su Hung is deemed interested in 68,351,537 shares held indirectly by New Zealand Nan Fang via Premier Success through his 93.0% direct interest in New Zealand Nan Fang.

No Shareholders are required to abstain from voting on the Resolution in relation to the Proposed Change of Auditors.

LETTER TO SHAREHOLDERS

4. DIRECTORS' RECOMMENDATION

Having considered the factors set out in paragraph 2 of this Circular, the Directors are of the view that the Proposed Change of Auditors is in the best interests of the Company and its Shareholders. Accordingly, all the Directors recommend that Shareholders vote in favour of the Resolution in respect of the Proposed Change of Auditors to be tabled at the EGM.

The Directors, in rendering their recommendation, have not had regard to the specific investment objectives, financial situation, tax position and/or unique needs and constraints of any Shareholder. As different Shareholders would have different investment objectives, the Directors recommend that any individual Shareholder who may require specific advice in relation to the Resolutions should consult his stockbroker, bank manager, solicitor, accountant or other professional advisers.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

6. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-6 of this Circular will be held on 3 September 2025 at 2.30 p.m. at Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000, for the purpose of considering and, if thought fit, passing with or without modifications, the Resolutions set out in the Notice of EGM.

7. ACTION TO BE TAKEN BY SHAREHOLDERS

7.1 Circular, Notice of EGM and Proxy Form

Printed copies of the Notice of EGM, the accompanying Proxy Form and the Request Form will be despatched to Shareholders by post. Shareholders who wish to receive a printed copy of the Circular are required to complete the Request Form and return it to the Company by 22 August 2025. The EGM will be held as a **physical-only meeting**, and Shareholders of the Company are invited to **attend in person. There will be no option for Shareholders to participate virtually.**

This Circular, together with the Notice of EGM, the enclosed Proxy Form and the Request Form have been made available at the Company's website at <https://sunrise-shares.com/> and are also available on the SGXNET at <https://www.sgx.com/securities/company-announcements>. Shareholders and investors are advised to check the Company's website and/or the SGXNET regularly for updates. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.

LETTER TO SHAREHOLDERS

7.2 Submission of Questions

7.2.1 Submission of Questions in advance of the EGM

Shareholders may submit questions relating to the business of the EGM, in advance of the EGM:

- (a) if submitted by post, to be deposited at the registered office of the Company at 380 Jalan Besar, #07-10 ARC 380, Singapore 209000; or
- (b) if submitted by way of electronic means, to be submitted via email to the Company, at ir@sunrise-shares.com,

by 2.30 p.m. on 22 August 2025.

Shareholders and investors submitting questions are required to state:

- (a) their full name as it appears on his/her/its CDP/CPF/SRS/physical scrip records;
- (b) their identification/registration number/passport;
- (c) contact number;
- (d) current address;
- (e) email address;
- (f) number of Shares held; and
- (g) the manner in which his/her/its shares in the Company are held (e.g. via CDP, CPF, SRS and/or physical scrip),

failing which the Company shall be entitled to regard the submission as invalid and not respond to the question(s) submitted.

The Company will endeavour to address all substantial and relevant questions (determined by the Company at its sole discretion) relating to the Resolution to be tabled at the EGM and received from Shareholders **on or before 22 August 2025**, by publishing its responses to such questions on the Company's website at <https://sunrise-shares.com/> and on SGXNET at <https://www.sgx.com/securities/company-announcements> **by 2.30 p.m. on 28 August 2025**. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will also address any subsequent clarification sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters.

7.2.2 Submission of Questions at the EGM

Shareholders may also ask the Chairman of the EGM questions related to the Resolution to be tabled for approval at the EGM. The Company will address all substantial and relevant questions (determined by the Company in its sole discretion) received from Shareholders at the EGM. The Company will publish the minutes of the EGM (including its responses to substantial and relevant questions received from Shareholders which were addressed during the EGM) on the Company's website at <https://sunrise-shares.com/> and on SGXNET at <https://www.sgx.com/securities/company-announcements> within one (1) month after the date of the EGM by 2 October 2025.

LETTER TO SHAREHOLDERS

7.3 Voting

Shareholders (whether individual or corporate) who wish to vote on the Resolution to be tabled for approval at the EGM may:

- (a) (where such Shareholders are individuals) attend and vote at the EGM; or
- (b) (where such Shareholders are individuals or corporates) appoint a proxy/proxies to vote on their behalf at the EGM in accordance with the instructions as set out in the relevant Proxy Forms.

A proxy need not be a Shareholder of the Company.

7.3.2 Submission of Proxy Forms

Shareholders who are unable to attend the EGM and who wish to appoint a proxy or proxies to attend, speak and vote at the EGM on their behalf should complete, sign and return the Proxy Form. The duly executed Proxy Form, together with the letter or power of attorney or other authority under which it is signed or duly certified copy thereof (if applicable), must be submitted to the Company in either one of the following manners:

- (a) if submitted by post, to be deposited at the share registrar office of the Company at 36 Robinson Road, City House #20-01, Singapore 068877; 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 31 August 2025, 2.30 p.m., not less than seventy-two (72) hours before the time appointed for the holding of the EGM 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 Shareholder (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 Proxy Form. If no specific instruction as to voting is given, or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the EGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance. The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.

In appointing the Chairman of the EGM as proxy, a Shareholder must give specific instructions as to voting, or abstentions from voting, in the Proxy Form, failing which the appointment of the Chairman of the EGM as proxy 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.**

LETTER TO SHAREHOLDERS

7.3.3 CPF/SRS investors

CPF/SRS investors:

- (a) may attend and vote at the EGM 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; or
- (b) may appoint the Chairman of the EGM as proxy, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes **at least seven (7) working days before the date of the EGM (i.e., by 25 August 2025)** in order to allow sufficient time for their respective CPF Agent Banks and SRS Operators to in turn submit the Proxy Form to vote on their behalf.

7.4 **Depositor**

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote or appoint proxies (other than the Chairman of the EGM) or the Chairman of the EGM to vote on such Depositor's behalf at the EGM unless such Depositor is shown to have Shares entered against such Depositor's name in the Depository Register, as certified by CDP, seventy-two (72) hours before the time appointed for holding the EGM.

8. **DOCUMENTS FOR INSPECTION**

Subject to the prior appointment being made, copies of the following documents are available for inspection at the registered office of the Company at 380 Jalan Besar, #07-10 ARC 380, Singapore 209000, during normal business hours for a period of three (3) months from the date of this Circular:

- (a) PKF's letter of professional clearance to Crowe Singapore dated 26 June 2025;
- (b) Crowe Singapore's letter to the Company dated 8 July 2025 in respect of their consent to act as auditors; and
- (c) The annual report of the Company for the financial year ended 31 December 2023.

Any Shareholder who wishes to inspect any of the foregoing documents should contact the Company at the email address ir@sunrise-shares.com at least three (3) working days in advance to make a prior appointment to attend at the registered office of the Company to inspect the documents. Shareholders will need to identify themselves by stating his/her/its full name as it appears on his/her/its CDP/CPF/SRS/physical scrip 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 or SRS and/or physical scrip).

Yours faithfully

For and on behalf of the Board of Directors of
SUNRISE SHARES HOLDINGS LTD.

DATO' SYED NORULZAMAN BIN SYED KAMARULZAMAN

Independent Non-Executive Chairman

NOTICE OF EXTRAORDINARY GENERAL MEETING

SUNRISE SHARES HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 198201457Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (the “**EGM**”) of Sunrise Shares Holdings Ltd. (the “**Company**”) will be held at Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000 on 3 September 2025 at 2.30 p.m., for the purpose of considering and, if thought fit, passing with or without modifications, the following ordinary resolution as set out below.

*All capitalised terms used in this Notice of EGM shall, unless otherwise defined herein, have their respective meanings ascribed to them in the Company’s circular dated 15 August 2025 (the “**Circular**”) issued to the shareholders of the Company (the “**Shareholders**”) in relation to the Proposed Change of Auditors.*

ORDINARY RESOLUTION – THE PROPOSED CHANGE OF AUDITORS

RESOLVED THAT,

- (a) Crowe Horwath First Trust LLP (“**Crowe Singapore**”), having consented to act, be and is hereby appointed as auditors of the Company (the “**Auditors**”) in place of PKF-CAP LLP (“**PKF**”) and to hold office until the conclusion of the next annual general meeting of the Company, at such remuneration and on such terms to be agreed between the Directors and Crowe Singapore; and
- (b) the Directors and/or any of them be and are/is hereby authorised to complete and do all such acts and things (including executing such documents as may be required, and sign and file and/or submit any notices, forms, and documents with or to the relevant authorities) as they and/or he may consider expedient or necessary to give effect to this Ordinary Resolution.

[See Explanatory Note below]

BY ORDER OF THE BOARD

CHAN AI LING

Company Secretary

15 August 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

Explanatory Note to the Ordinary Resolution:

In accordance with Rule 712(3) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "SGX-ST") (the "Catalist Rules"):

- (a) the outgoing Auditors, PKF, has confirmed by way of a professional clearance letter dated 26 June 2025 that they are not aware of any professional or other reasons why Crowe Singapore should not accept appointment as the new Auditors;
- (b) the Company confirms that there were no disagreements with PKF on accounting treatments within the last 12 months up to the date of the Circular;
- (c) the Company confirms 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 which has not been disclosed in the Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors have been disclosed in the Circular. The Proposed Change of Auditors was neither due to the dismissal of PKF nor PKF declining to stand for re-election. In addition, PKF was neither dismissed nor directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company confirms that it is or will be in compliance with Rules 712 and 715 of the Catalist Rules.

IMPORTANT NOTICE

No Virtual Attendance

1. The EGM will be held as a **physical-only meeting**, and Shareholders are invited to **attend in person** at Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000 on 3 September 2025 at 2.30 p.m. **There will be no option for Shareholders to participate virtually.**

Voting at the EGM and voting by proxy

2. Shareholders may cast their votes for each resolution at the EGM or appoint proxy or proxies (other than the Chairman of the EGM) to vote on their behalf at the EGM.
3. As an alternative to voting at the EGM in the foregoing manner, Shareholders who wish to vote on the resolution at the EGM may appoint the Chairman of the EGM to act as their proxy to vote on their behalf at the EGM.
4. Shareholders who are unable to attend the EGM and who wishes to appoint a proxy or proxies (other than the Chairman of the EGM) to vote on their behalf at the EGM or to appoint the Chairman as proxy to vote on their behalf at the EGM must submit the duly executed Proxy Forms, together with the letter or power of attorney or other authority under which it is signed or duly certified copy thereof (if applicable), to the Company in either one of the following manners:
 - (a) if submitted by post, to be deposited at the share registrar office of the Company at 36 Robinson Road, City House #20-01, Singapore 068877; 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 31 August 2025, 2.30 p.m., not less than seventy-two (72) hours before the time appointed for the holding of the EGM 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 Shareholder (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 Proxy Form. If no specific instruction as to voting are given, or in the event of any other matter arising at the EGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at

NOTICE OF EXTRAORDINARY GENERAL MEETING

the EGM should he/she subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance. The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.

5. In appointing the Chairman of the EGM 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 EGM, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. Proxy or proxies (other than the Chairman of the EGM) appointed to vote on their behalf at the EGM and the Chairman of the EGM as proxy, need not be a member or members of the Company. Printed copies of this Notice of EGM, the attached Proxy Form and the Request Form, will be despatched to Shareholders by post. A Shareholder who wishes to submit the Proxy Form can either use the printed copy of the accompanying Proxy Form to the Notice of EGM or download a copy of the Proxy Form from the Company's announcement on SGXNet at <https://www.sgx.com/securities/company-announcements> or the Company's website at <https://sunrise-shares.com/>. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.
6. **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.**
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 otherwise in accordance with its constitution) or under the hand of its attorney or a duly authorised officer, or in some other manner approved by the Directors, failing which the Proxy Form may be treated as invalid. Where a Proxy Form is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the Proxy Form, failing which the instrument of proxy 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 EGM, 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. 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 EGM. Where such Shareholder 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.
10. 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 EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder 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.

Shareholders' Questions and Answers

11. Shareholders and duly appointed proxy or proxies will be able to ask questions relating to the resolution to be tabled for approval at the EGM. The Company will endeavor to respond to and address all substantial and relevant questions (determined by the Company in its sole discretion) relating to the resolution to be tabled at the EGM and received from Shareholders **on or before 22 August 2025** by publishing its responses to such questions on the Company's website at <https://sunrise-shares.com/> and on SGXNET at <https://www.sgx.com/securities/company-announcements>. Where there are substantially

NOTICE OF EXTRAORDINARY GENERAL MEETING

similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

12. Shareholders can submit their questions in advance relating to the resolution to be tabled for approval at the EGM:
- (a) if submitted by post, to be deposited at the registered office of the Company at 380 Jalan Besar, #07-10 ARC 380, Singapore 209000; or
 - (b) if submitted by way of electronic means, to be submitted via email to the Company, at ir@sunrise-shares.com.

Please refer to the section below entitled “*Key dates / deadlines*” for the deadline for submission of questions prior to the EGM. Shareholders who submit questions in advance of the EGM 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”) / physical scrip share records, current address, email address, contact number and NRIC/Passport/UEN number, number of Shares held 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.

13. 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 EGM) prior to submitting their Proxy Forms. Please note that substantial and relevant questions relating to the resolution to be tabled at the EGM (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 **by 2.30 p.m. on 28 August 2025**, being no later than 48 hours before the closing date and time for the lodgment of the Proxy Forms. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the EGM in respect of substantial and relevant matters.
14. Shareholders may also ask the Chairman of the EGM questions related to the resolution to be tabled for approval at the EGM. The Company will address all substantial and relevant questions (determined by the Company in its sole discretion) received from Shareholders at the EGM. The Company will publish the minutes of the EGM (including its responses to substantial and relevant questions received from Shareholders which were addressed during the EGM) on the Company’s website at the URL <https://sunrise-shares.com/> and on SGXNET within one (1) month after the date of the EGM by 2 October 2025.

CPF and SRS investors

15. Persons who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the EGM by: (a) submitting questions in advance of the EGM in the manner provided above; and/or (b) voting at the EGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators or appointing the Chairman of the EGM as proxy to attend speak and vote on their behalf at the EGM, 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 EGM.
16. CPF and SRS Investors may attend and vote at the EGM 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 EGM as their proxy, should approach their respective CPF Agent Banks and SRS Operators to submit their votes **by 25 August 2025, 2.30 p.m.**, being at least seven (7) working days before the EGM in order to allow sufficient time for their respective CPF Agent Banks and SRS Operators to in turn submit the Proxy Form to vote on their behalf.
17. A “**Relevant Intermediary**” has the meaning ascribed to it in Section 181 of the Companies Act as set out below:

NOTICE OF EXTRAORDINARY GENERAL MEETING

- (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; or
- (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.

EGM Documents

18. This Notice of EGM, the Proxy Form and the Request Form will be despatched to Shareholders by post and published on the SGXNET at <https://www.sgx.com/securities/company-announcements> and on the Company's website at <https://sunrise-shares.com/>. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website. Shareholders are advised to check SGXNET and/or the Company's website regularly for updates.

KEY DATES/ DEADLINES

Key Dates/ Deadlines	Event/ Action to be taken
2.30 p.m. on 25 August 2025	Deadline for CPF and SRS investors. CPF investors and SRS investors who wish to vote must approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the EGM.
2.30 p.m. on 22 August 2025	Deadline for Shareholders to submit questions. Shareholders who wish to submit questions related to the resolution to be tabled for approval at the EGM in advance of the EGM should submit their questions to the Company by the stated date and time (being seven (7) calendar days from publication of the Notice of EGM) via any one of the means specified in paragraph 12 under the section entitled " <i>Important Notice</i> " of this Notice of EGM.
2.30 p.m. on 28 August 2025	Addressing questions received in advance of EGM. The Company will address all substantial and relevant questions received from Shareholders in accordance with the deadline above by the stated date (being not less than forty-eight (48) hours prior to the closing date and time for the lodgment of the Proxy Forms) which will be published on the SGX website accessible at the URL https://www.sgx.com/securities/company-announcements and on the Company's website accessible at the URL https://sunrise-shares.com/ .
2.30 p.m. on 31 August 2025	Deadline for submission of Proxy Forms. Shareholders who wish to appoint the Chairman of the EGM (or a person other than the Chairman) to act as their proxy to vote on their behalf at the EGM must submit their completed and signed proxy forms by the stated date and time (being not less than seventy-two (72) hours before the time appointed for holding the EGM) via either of the means specified in paragraph 4 under the section entitled "<i>Important Notice</i>" of this Notice of EGM. Shareholders are strongly encouraged to submit the completed Proxy Forms by way of electronic means via email.
2.30 p.m. on 3 September 2025	EGM.

NOTICE OF EXTRAORDINARY GENERAL MEETING

PERSONAL DATA PRIVACY

"Personal data" in this Notice has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the EGM, (b) an instrument appointing the Chairman of the EGM (or any person other than the Chairman) as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (c) any questions prior to the EGM in accordance with this Notice of EGM, 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman (or any person other than the Chairman) as proxy for the EGM, processing the registration for purpose of granting access to members (or their appointed proxies) to observe and participate in the proceedings of the EGM, addressing relevant and substantial questions from members received before the EGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents or service providers) 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 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.

Photographic, sound and/or video recordings at the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second may be recorded by the Company for such purpose.

*This Notice of EGM has been reviewed by the Company's sponsor, Novus Corporate Finance Pte. Ltd. (the **"Sponsor"**). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the **"Exchange"**) and the Exchange 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 Notice of EGM.*

The contact person for the Sponsor is Ms. Lau Sze Mei, Associate Director, at 7 Temasek Boulevard #04-02, Suntec Tower 1 Singapore 038987, telephone (65) 6950 2188

PROXY FORM



SUNRISE SHARES HOLDINGS LTD.

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

EXTRAORDINARY GENERAL MEETING

PROXY FORM

IMPORTANT

1. The Extraordinary General Meeting ("EGM" or "Meeting") is being convened, and will be held by physical means. Shareholders and their duly appointed proxy (or proxies) will not be able to attend the EGM by way of electronic means.
2. Shareholders and proxies will be able to attend the EGM in person and may cast their votes in real time for each resolution to be tabled at the EGM. Alternatively, Shareholders may appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the EGM. In appointing the Chairman of the EGM as proxy, a Shareholder must give specific instructions as to voting, or abstentions from voting, in the proxy form (the "Proxy Form"), failing which the appointment of the Chairman of the EGM as proxy will be treated as invalid.
3. CPF and SRS investors may attend and vote at the EGM 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 EGM as their proxy, they should approach their respective CPF Agent Banks and SRS Operators to submit their votes **by 2.30 p.m. on 25 August 2025**, being at least seven (7) working days before the EGM.
4. By submitting this Proxy Form, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 15 August 2025.
5. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting (or any person other than the Chairman) as a shareholder's proxy to vote on his/her/its behalf at the EGM.

I/

We* _____ (Name) _____ (NRIC/Passport No./Company Registration No.) of _____ (Address) being a member/members

of **Sunrise Shares Holdings Ltd.** (the "Company") hereby appoint:

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

and/or*

Name	Email Address	*NRIC/ Passport No.	Proportion of Shareholding (%)	
			No. of Shares	%

or failing whom, the **Chairman of the EGM** as my/our* proxy to attend, speak and vote for me/us* on my/our* behalf at the Meeting of the Company to be held at Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000 on 3 September 2025 at 2.30 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 Resolution to be tabled at the EGM as indicated hereunder. If no specific instruction as to voting or abstention is given or in the event of any other matter arising at the EGM and at any adjournment thereof, my/our proxy/proxies* may vote or abstain from voting at his or her discretion. Where the Chairman of the EGM is appointed as proxy and in the absence of specific instruction as to voting, the appointment of the Chairman as my/our proxy* for that resolution will be treated as invalid.

Please indicate your vote "For", "Against" or "Abstain" with an "✓" within the boxes provided below. 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.

Ordinary Resolution:	For**	Against**	Abstain**
The Proposed Change of Auditors			

* Delete whichever not applicable.

** If you wish to exercise all your votes 'For' or 'Against' or 'Abstain' 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 _____ 2025

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

Signature(s) of Member(s) and/or Common Seal of Corporate Member

All capitalised terms used in this Proxy Form which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular to shareholders of the Company dated 15 August 2025 in respect of the Proposed Change of Auditors.

IMPORTANT: PLEASE READ NOTES OVERLEAF BEFORE COMPLETING THIS PROXY FORM

PROXY FORM

IMPORTANT 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 Meeting (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 Meeting. Where such Shareholder 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 Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder 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. If a Shareholder wishes to appoint a proxy or proxies (other than the Chairman of the EGM) to vote on their behalf at the EGM or to appoint the Chairman as proxy to vote on their behalf at the EGM, duly executed Proxy Forms, together with the letter or power of attorney or other authority under which it is signed or duly certified copy thereof (if applicable), 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 36 Robinson Road, City House #20-01, Singapore 068877; 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 2.30 p.m. on 31 August 2025**, being not less than 72 hours before the time appointed for the holding of the EGM 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 first 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/her from attending and voting in person at the EGM should he/she subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance.

4. In appointing the Chairman of the EGM 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 EGM, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid. Proxy or proxies (other than the Chairman of the EGM) appointed to vote on their behalf at the EGM and the Chairman of the EGM as proxy, need not be a member or members of the Company. Printed copies of the Notice of EGM, the accompanying Proxy Form and the Request Form, will be despatched to Shareholders by post. A Shareholder who wishes to submit the Proxy Form can either use the printed copy of the accompanying Proxy Form to the Notice of EGM or download a copy of the Proxy Form from the Company's announcement on SGXNET at <https://www.sgx.com/securities/company-announcements> or the Company's website at <https://sunrise-shares.com/>.

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.

5. Persons who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the EGM ("**Relevant Intermediary Participants**") by (a) submitting questions in advance of the EGM; and/or (b) voting at the EGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators or appointing the Chairman of the EGM as proxy to attend speak and vote on their behalf at the EGM, 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 EGM. CPF and SRS Investors may attend and vote at the EGM 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 EGM as their proxy should approach their respective CPF Agent and SRS Operators to submit their votes **by 2.30 p.m. on 25 August 2025**, being at least seven (7) working days before the EGM in order to allow sufficient time for their respective CPF Agent Banks and SRS Operators to in turn submit the Proxy Form to vote on their behalf.
6. 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 otherwise in accordance with its constitution) or under the hand of its attorney or a duly authorised officer, or in some other manner approved by the Directors, failing which the Proxy Form may be treated as invalid. Where a Proxy Form is signed on behalf of the appointor by an attorney, the letter or 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 of proxy may be treated as invalid.
7. 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 Meeting, 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.
8. The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.

PROXY FORM

A **"Relevant Intermediary"** has the meaning ascribed to it in Section 181 of the Companies Act as set out below:

- (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; or
- (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.

PERSONAL DATA PRIVACY

"Personal data" in this Proxy Form has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the EGM, (b) an instrument appointing the Chairman of the Meeting (or any person other than the Chairman) as proxy to attend, speak and vote at the Meeting and/or any adjournment thereof, or (c) any questions prior to the EGM in accordance with the Notice of EGM, 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, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman as proxy (or any person other than the Chairman) for the EGM, processing the registration for purpose of granting access to members (or their appointed proxies) to observe and participate in the proceedings of the EGM, addressing relevant and substantial questions from members received before the EGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents or service providers) 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 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.

Photographic, sound and/or video recordings at the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/ second) may be recorded by the Company for such purpose.

GENERAL

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting (or any person other than the Chairman) as proxy 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 (or any person other than the Chairman) as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting (or any person other than the Chairman) 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 (or any person other than the Chairman) as proxy lodged if the shareholder being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the EGM, as certified by the Central Depository (Pte) Limited to the Company.