



SUNRISE SHARES HOLDINGS LTD.

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

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Sunrise Shares Holdings Ltd. ("Company") will be convened and held at Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000 on Friday, 19 December 2025 at 2.30 p.m. for the following purposes.

ORDINARY BUSINESS

1. To receive and adopt the Audited Financial Statements and Directors' Statement for the financial period ended 30 June 2025 together with the Independent Auditors' Report thereon.

(Resolution 1)

2. To approve the payment of Directors' fees of S\$286,600 for the financial period ended 30 June 2025.
(FY2023: S\$108,900)

[See Explanatory note (i)] **(Resolution 2)**

3. To approve the payment of Directors' fees of S\$255,600 for the financial year ending 30 June 2026
(FP2025: S\$286,600)

(Resolution 3)

4. To re-elect the following Directors of the Company who are retiring pursuant to Regulation 112 and Regulation 120 of the Constitution of the Company:

Mr. Anthony Ang Meng Huat	(Regulation 112)	(Resolution 4)
Mr. Subramaniam A/L A.V. Sankar	(Regulation 112)	(Resolution 5)
Datuk Ng Bee Ken	(Regulation 120)	(Resolution 6)
Mr. Nicholas Eng Teng Cheng	(Regulation 120)	(Resolution 7)

[See Explanatory note (ii)]

5. To re-appoint Messrs Crowe Horwath First Trust LLP as Auditors of the Company, to hold office until the conclusion of the next AGM and to authorise the Directors to fix their remuneration.

(Resolution 8)

6. To transact any other ordinary business which may properly be transacted at an AGM.

SPECIAL BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

7. **Authority to issue shares in the capital of the Company**

That, pursuant to Section 161 of the Companies Act 1967 of Singapore ("Companies Act") and subject to Rule 806 of the Listing Manual Section B: Rules of Catalist ("Catalist Rules") of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to:

- (a) (i) allot and issue shares in the capital of the Company (“**Shares**”) whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively “**Instruments**”) that might or would require shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) options, warrants, debentures, convertible securities or other instruments convertible into shares,

at any time during the continuance of this authority or thereafter, and upon such terms and conditions and for such purposes, and to such persons as the Directors may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force,

provided always that:

- (i) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued pursuance of the Instruments made or granted pursuant to this Resolution) shall not exceed one hundred percent (100%) of the of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph 7(b)(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 of the Company 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 7(b)(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-paragraphs 7(b)(i) and 7(b)(ii) above, the percentage of the total number of issued shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued shares (excluding treasury shares and subsidiary holdings) of the Company at the date this Resolution is passed after adjusting for: -
 - (a) new shares arising from the conversion or exercise of any convertible securities;
 - (b) new shares arising from the exercise of share options or vesting of share awards, provided that 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 Company’s shares.

Adjustments in accordance with sub paragraph 7(iii)(a) or 7(iii)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding and/or subsisting at the time of the passing of 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 a general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM of the Company is required by law to be held, whichever is the earlier.

[See Explanatory note (iii)]

(Resolution 9)

BY ORDER OF THE BOARD

Chan Ai Ling
Company Secretary
Singapore, 4 December 2025

Explanatory Notes:

(i) Directors' fees for the 18-month financial period from 1 January 2024 to 30 June 2025. For the avoidance of doubt, the Directors' fees include an amount of S\$195,600 for the period from 1 January 2024 to 31 December 2024, which was approved by Shareholders at the Company's AGM held on 24 April 2024.

(ii) Mr. Anthony Ang Meng Huat will, upon re-election as Director of the Company, remain as the Executive Director of the Company.

Mr. Subramaniam A/L A.V. Sankar will, upon re-election as Director of the Company, remain as the Independent Non-Executive Director of the Company, the Chairman of the Audit Committee and Nominating Committee as well as a member of the Remuneration Committee. The Board considers Mr. Subramaniam A/L A.V. Sankar to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Datuk Ng Bee Ken will, upon re-election as Director of the Company, remain as the Independent Non-Executive Director of the Company, the Chairman of the Remuneration Committee and a member of the Audit Committee and Nominating Committee. The Board considers Datuk Ng Bee Ken to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Mr. Nicholas Eng Teng Cheng will, upon re-election as Director of the Company, remain as the Executive Director of the Company.

The detailed information pursuant to Rule 720(5) of the Catalist Rules for the abovementioned Directors can be found in the section entitled "Profile of Board of Directors" of the Company's Annual Report for the 18-month financial period ended 30 June 2025.

(iii) Resolution 7, if passed, will authorise and empower the Directors of the Company from the date of the above AGM until the next AGM, or the date by which the next AGM is required by law to be held or such authority is varied or revoked by the Company in general meeting, whichever is earlier, to allot and issue Shares, make or grant the Instruments convertible into Shares and to issue Shares pursuant to such Instruments. The aggregate number of Shares which the Directors may allot and issue under this Resolution, shall not exceed one hundred per cent. (100%) of the total issued Shares (excluding treasury shares and subsidiary holdings), of which the total number of Shares issued other than on a *pro-rata* basis to existing shareholders of the Company shall not exceed fifty percent (50%) of the total issued Shares (excluding treasury shares and subsidiary holdings) at the time the Resolution is passed, for such purposes as they consider would be in the interests of the Company.

For determining the aggregate number of Shares that may be issued, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the time Resolution 7 is passed after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities, (b) new Shares arising from the exercising of share options or the vesting of share awards, outstanding and/or subsisting at the time when Resolution 7 is passed, and any subsequent bonus issue, consolidation or subdivision of the Shares.

Notes relating to conduct of meeting:

No Virtual Attendance

1. **The AGM will be held as a physical-only meeting.** Shareholders are invited to **attend physically only** at the AGM to be held at Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000 on Friday, 19 December 2025 at 2.30 p.m.. **There will be no option for Shareholders to participate virtually.**

This Notice of AGM, instrument of proxy ("Proxy Form"), the request form to request for printed copy of the Annual Report for the financial period ended 30 June 2025 ("2025 Annual Report") ("Request Form") and the 2025 Annual Report have been made available to members by electronic means via publication on SGXNET at <https://www.sgx.com/securities/company-announcements> and the Company's website at the URL <https://sunrise-shares.com/>. Printed copies of this Notice of AGM, Proxy Form and the Request Form will also be sent by post to members. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.

Members who wish to receive a printed copy of the 2025 Annual Report are required to complete the Request Form and return it to the Company no later than **11 December 2025** through either one of the following manners:

- (i) via email to shareregistry@incorp.asia; or
- (ii) via post to the share registrar office of the Company at 36 Robinson Road, #20-01 City House, Singapore 068877.

Please bring along your NRIC/passport to the AGM so as to enable the Company to verify your identity.

Voting at the AGM and voting by proxy

2. Shareholders may cast their votes for each resolution at the AGM or appoint proxy or proxies (other than the Chairman of the AGM) to vote on their behalf at the AGM.
3. A proxy need not to be a member of the Company.
4. In relation to the appointment of proxy(ies) to attend, speak and vote on his/her/its behalf at the AGM, a member (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 the resolutions in the Proxy Form. If no specific instruction as to voting are given, or in the event of any other matter arising at the AGM and at any adjournment thereof, the proxy(ies) will vote or abstain from voting at his/her/their discretion.
5. As an alternative to voting at the AGM in the foregoing manner, Shareholders who wish to vote on any or all of the resolutions at the AGM may appoint the Chairman of the AGM to act as their proxy to vote on their behalf at the AGM.

6. If a Shareholder wishes to appoint a proxy or proxies (other than the Chairman of the AGM) to vote on their behalf at the AGM or to appoint the Chairman as proxy to vote on their behalf at the AGM, duly executed Proxy Forms, 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, #20-01 City House, 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 16 December 2025, 2.30 p.m., being not less than seventy-two (72) hours before the time appointed for the holding of the AGM and/or any adjournment thereof and in default the Proxy Form shall not be treated as valid.

A Shareholder who wishes to submit the Proxy Form must complete and sign the Proxy Form, before submitting it by post to the address provided above, or by scanning and submitting it by way of electronic means via email to the email address provided above. The completion and return of a Proxy Form by a Shareholder does not preclude him from attending and voting in person at the AGM should he subsequently decide to do so, although the appointment of the proxy shall be deemed to be revoked by such attendance. The proxy must bring along his/her NRIC/passport so as to enable the Company to verify his/her identity.

7. In appointing the Chairman of the AGM as proxy, Shareholders should specifically indicate in the Proxy Form how they wish to vote for or vote against (or abstain from voting on) the resolutions set out in the Notice of AGM, failing which the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid. Proxy or proxies (other than the Chairman of the AGM) appointed to vote on their behalf at the AGM and the Chairman of the AGM as proxy, need not be a member or members of the Company. Printed copies of this Notice of AGM, 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 AGM 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://www.sunrise-shares.com/>. An internet browser and PDF reader are required to view these documents on SGXNET or the Company's website.
8. **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.**
9. 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 may be treated as invalid.
10. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.
11. A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the AGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's option to treat this Proxy Form as invalid.
12. A Shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the AGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

Shareholders' Questions and Answers

13. Shareholders and duly appointed proxy or proxies will be able to ask questions relating to the resolutions to be tabled for approval at the AGM. Shareholders can submit their questions in advance relating to the resolutions to be tabled for approval at the AGM **no later than 2.30 p.m. on 11 December 2025**:
 - (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.

Shareholders who submit questions in advance of the AGM 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") share records, contact number and NRIC/Passport number/UEN number 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.
14. The Company will endeavor to respond to and address substantial and relevant questions (determined by the Company in its sole discretion) relating to the resolutions to be tabled at the AGM and received from Shareholders, by publishing its responses to such questions on the Company's website at <https://www.sunrise-shares.com/> and on SGXNET at <https://www.sgx.com/securities/company-announcements>. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

15. 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 AGM) prior to submitting their Proxy Forms. Please note that substantial and relevant questions relating to the resolutions to be tabled at the AGM (as may be determined by the Company at its sole discretion) from Shareholders submitted in advance and received by the Company **by 2.30 p.m. on 11 December 2025** would be addressed by the Company and published on the SGX website and the Company's website **before 2.30 p.m. on 14 December 2025**, being no later than 48 hours before the closing date and time for the lodgment of the Proxy Forms. The Company will also address any subsequent clarifications sought, or follow-up questions, prior to, or at, the AGM in respect of substantial and relevant matters.
16. The Company will, within one month after the date of the AGM, publish the minutes of the AGM on the Company's website at the URL <https://www.sunrise-shares.com/> and the SGX website at <https://www.sgx.com/securities/company-announcements>, and the minutes will include the responses to the questions referred to above.

CPF and SRS investors

17. Persons who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS investors, and who wish to participate in the AGM by: (a) submitting questions in advance of the AGM in the manner provided above; and/or (b) voting at the AGM if they are appointed as proxies by their respective CPF Agent Banks and SRS Operators or appointing the Chairman of the AGM as proxy to attend speak and vote on their behalf at the AGM, should contact the Relevant Intermediary (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such Shares as soon as possible in order to facilitate the necessary arrangements for them to participate in the AGM.
18. CPF and SRS Investors may attend and vote at the AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies. CPF and SRS investors who wish to appoint the Chairman of the AGM as their proxy, should approach their respective CPF Agent Banks and SRS Operators to submit their votes by **10 December 2025, 2.30 p.m.**, being at least seven (7) working days before the AGM 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.
19. A “**Relevant Intermediary**” is:
 - (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; 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 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 AGM, (b) an instrument appointing the Chairman of the AGM (or any person other than the Chairman) as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, or (c) any questions prior to the AGM in accordance with this Notice of AGM, 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 AGM, processing the registration for purpose of granting access to members (or their appointed proxies) to observe and participate in the proceedings of the AGM, addressing relevant and substantial questions from members received before the AGM 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 AGM, 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 AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second may be recorded by the Company for such purpose.

*This Notice of AGM 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 Notice of AGM, including the correctness of any of the statements or opinions made or reports contained in this Notice of AGM.*

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.