



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

MINUTES OF EXTRAORDINARY GENERAL MEETING

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

PLACE : Function Room, LR Floor, 380 Jalan Besar, ARC 380, Singapore 209000

DATE : Friday, 19 December 2025

TIME : 2.57 p.m.

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

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

CHAIRMAN : Dato’ Syed Norulzaman bin Syed Kamarulzaman

QUORUM

The Chairman of the Extraordinary General Meeting (the “**EGM**” or “**Meeting**”) sought the confirmation of the Company Secretary that a quorum was present and the Company Secretary confirmed that the quorum necessary for the EGM was present. Therefore, the Chairman declared the EGM open at 2.57 p.m..

INTRODUCTION

The Chairman introduced the Directors, Chief Executive Officer, Chief Financial Officer (“**CFO**”), Sponsor, External Auditors, Head of Internal Audit and Company Secretary of the Company, who were present at the EGM both virtually and physically.

NOTICE OF EGM

With the consent of the shareholders of the Company (the “**Shareholders**”) present, the notice of the EGM dated 4 December 2025 (the “**Notice**”) convening the Meeting was taken as read.

VOTING BY POLL

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

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

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

SUBMISSION OF QUESTIONS FOR THE EGM

The Chairman informed that based on the information provided in the Notice, the Shareholders and investors may submit substantial and relevant textual questions related to the resolutions to be tabled for approval for the EGM in advance of, or in person at the EGM. As at the cut-off date for submission of questions, i.e., 11 December 2025, the Company has received questions raised by the Securities Investors Association (Singapore) ("**SIAS**") and announced the Company's response via SGXNet on 12 December 2025 prior to the EGM. Save for that, the Company did not receive any other questions relating to the resolutions to be tabled for approval at the EGM.

The Chairman then proceeded with the business of the Meeting.

ORDINARY BUSINESS:**1. ORDINARY RESOLUTION 1 – THE PROPOSED ACQUISITION OF ALL THE ISSUED ORDINARY SHARES REPRESENTING THE ENTIRE PAID-UP EQUITY INTEREST IN FUZHOU TIANFUJIA INDUSTRIAL CO., LTD AS A MAJOR TRANSACTION**

The Meeting proceeded to seek the Shareholders' approval on the proposed acquisition of all the issued ordinary shares representing the entire paid-up equity interest in Fuzhou Tianfujia Industrial Co., Ltd ("**Fuzhou Tianfujia**") as a major transaction (the "**Proposed Acquisition**").

The Chairman invited Shareholders to raise any questions on the Ordinary Resolution 1.

Question:

The shareholder referred to page 20 of the circular issued to Shareholders dated 4 December 2025 and asked about the financial period used to compute the financial effects of the Proposed Acquisition, particularly, regarding the net tangible assets ("**NTA**") of negative S\$0.45 per ordinary share in the capital of the Company (the "**Shares**") before the Proposed Acquisition.

Answer:

The Chief Financial Officer (the "**CFO**") clarified that the financial effects on the NTA per Share were computed based on the financial period ended 30 June 2025, but excluding intangible assets from the net asset value.

Question:

In light of the Group's NTA per Share of S\$0.03, amounting to approximately S\$84,000 after the Proposed Acquisition, the shareholder asked whether the Group will be able to generate sufficient income to cover its expenses.

Answer:

The CFO explained that the NTA per Share following the completion of the Proposed Acquisition were computed based on historical financial figures and do not take into account any future income which may be generated post-completion of the Proposed Acquisition. The CFO further shared that there are book orders in the pipeline. Given the current market presence and operational infrastructure of Fuzhou Tianfujia, the purchase consideration for the Proposed Acquisition is relatively low. The management of the Company expressed confidence that the Proposed Acquisition will generate income for the Group.

Question:

The shareholder asked about the rationale for the seller's disposal of Fuzhou Tianfujia to the Company.

Answer:

The CFO shared that Fuzhou Tianfujia is a private limited company currently engaged in processing services, where materials are provided by third parties. He also highlighted that Fuzhou Tianfujia has an established operating plant that is strategically located at Putou Port in Putian with ready customers. However, the plant is currently not operating at full capacity. Following the completion of the Proposed Acquisition, Fuzhou Tianfujia would be able to leverage the resources of the Company as a listed entity, including access to the capital markets for fundraising purposes to meet its working capital requirements and support its business operations.

He further shared that the Group is currently relying solely on its sole hotel business. While the business is income generating and self-sustaining, it is insufficient to cover corporate and administrative expenses at holding company level on its own. Accordingly, the Group intends to continue diversifying its business to pursue additional growth opportunities, for which Ordinary Resolutions 2 and 3 have been tabled at the EGM for shareholders' approval.

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

“THAT, subject to and contingent upon the passing of Ordinary Resolution 2:

- (i) approval be and is hereby given for the acquisition by the Company, as purchaser, of all the issued ordinary shares, representing the entire paid-up equity interest in Fuzhou Tianfujia Industrial Co., Ltd from the Vendors, subject to and otherwise in accordance with the terms and conditions of the SSA; and
- (ii) the Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), with such modifications thereto (if any) as they deem fit, and to exercise such discretion in relation to the Proposed Acquisition as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

2. ORDINARY RESOLUTION 2 – THE PROPOSED BUSINESS DIVERSIFICATION OF THE EXISTING CORE BUSINESS OF THE GROUP TO INCLUDE THE MINERALS BUSINESS

The Shareholders were informed that ordinary resolution 2 on the agenda is to approve the proposed business diversification of the existing core business of the Group to include the minerals business.

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

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

“THAT:

- (i) approval be and is hereby given for the diversification by the Group of its Existing Core Business to include the Minerals Business and any other activities related to the Minerals Business;

- (ii) subject to compliance with the Catalist Rules requiring approval from Shareholders in certain circumstances, the Group (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, such assets, securities, equities, businesses, investments shares and/or interests in any entity (whether public or private) that is in the Minerals Business, on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal; and
- (iii) the Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), with such modifications thereto (if any) as they deem fit, and to exercise such discretion in relation to the Proposed Business Diversification in respect of the Minerals Business as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

3. ORDINARY RESOLUTION 3 – THE PROPOSED BUSINESS DIVERSIFICATION OF THE EXISTING CORE BUSINESS OF THE GROUP TO INCLUDE THE RENEWABLE ENERGY BUSINESS

The Shareholders were informed that ordinary resolution 3 on the agenda is to approve the proposed business diversification of the existing core business of the Group to include the renewable energy business.

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

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

“THAT:

- (i) approval be and is hereby given for the diversification by the Group of its Existing Core Business to include the Renewable Energy Business, and any other activities related to the Renewable Energy Business;
- (ii) subject to compliance with the Catalist Rules requiring approval from Shareholders in certain circumstances, the Group (directly and/or through its subsidiaries) be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of from time to time, such assets, securities, equities, businesses, investments shares and/or interests in any entity (whether public or private) that is in the Renewable Energy Business, on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all acts and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal; and
- (iii) the Directors (or any one of them) be and are hereby authorised to take such steps and do all such acts and things (including without limitation, to sign, seal, execute and deliver all such documents and deeds), with such modifications thereto (if any) as they deem fit, and to exercise such discretion in relation to the Proposed Business Diversification in respect of the Renewable Energy Business as they or each of them may consider necessary, desirable or expedient, in order to give full effect to this resolution.

CONDUCT OF POLL

Scrutineer briefed the Shareholders on the formalities of conducting the poll. Thereafter, the Chairman invited Shareholders to cast their votes. He then informed the Meeting that the polling agent and scrutineer would proceed to count and verify the votes cast on the resolutions. As such, the EGM was adjourned at 3.12 p.m. for the vote counting and verification.

RESULTS OF EXTRAORDINARY GENERAL MEETING

The Chairman resumed the EGM at 3.28 p.m. and announced the results of the poll as follows:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)*	Number of Shares	As a percentage of total number of votes for and against the resolution (%)*
Ordinary Resolution					
<u>Resolution 1</u>					
The Proposed Acquisition	154,415,530	154,134,300	99.82	281,230	0.18
<u>Resolution 2</u>					
The Proposed Business Diversification to include the Minerals Business	154,415,530	154,134,300	99.82	281,230	0.18
<u>Resolution 3</u>					
The Proposed Business Diversification to include the Renewable Energy Business	154,415,530	154,134,300	99.82	281,230	0.18

^{*}Based on the results of the poll conducted by the polling agent, the percentage of the total number of votes for and against the resolution is rounded to two decimal places.

Based on the voting results tabulated, the Chairman declared the Ordinary Resolutions 1 to 3 tabled at the Meeting carried.

CONCLUSION

There being no other business to transact, the Chairman declared the EGM of the Company closed at 3.29 p.m. and thanked everyone for their attendance.

CONFIRMED AS A TRUE RECORD OF PROCEEDINGS HELD

DATO' SYED NORULZAMAN BIN SYED KAMARULZAMAN
CHAIRMAN OF THE MEETING