

**NOTICE OF SCHEME MEETING**  
**IN THE HIGH COURT OF THE REPUBLIC OF SINGAPORE**

(HC/OS 4/2021)

In the Matter of Section 210 of  
the Companies Act, Chapter 50

And

In the Matter of  
SUNNINGDALE TECH LTD.  
(Company Registration No. 199508621R)  
...Applicant

**SCHEME OF ARRANGEMENT**

under Section 210 of the Companies Act, Chapter 50

Between

Sunningdale Tech Ltd.

And

Scheme Shareholders (as defined herein)

And

Sunrise Technology Investment Holding Pte. Ltd.

**NOTICE OF SCHEME MEETING**

**NOTICE IS HEREBY GIVEN THAT:**

By an Order of Court dated 14 January 2021 made in the above matter, the High Court of the Republic of Singapore (the "**Court**") has directed a meeting (the "**Scheme Meeting**") of the Scheme Shareholders of Sunningdale Tech Ltd. (the "**Company**") to be convened and such Scheme Meeting shall be held by way of electronic means on 19 February 2021 at 3.00 p.m., for the purpose of considering and, if thought fit, approving (with or without modification) the following resolution.

**RESOLUTION**

**RESOLVED THAT** the Scheme of Arrangement dated 4 February 2021 ("**Scheme**") proposed to be made pursuant to Section 210 of the Companies Act (Chapter 50 of Singapore), between (i) the Company, (ii) the Scheme Shareholders and (iii) Sunrise Technology Investment Holding Pte. Ltd., a copy of which has been circulated with this Notice convening this Scheme Meeting, be and is hereby approved.

*All references to the Scheme Document in this Notice shall mean the Company's Scheme Document to the Scheme Shareholders dated 4 February 2021. All capitalised terms not otherwise defined herein shall have the meanings given to them in the Scheme Document.*

*By the said Order of Court, the Court has appointed Mr. Kaka Singh S/O Dalip Singh, or failing him, any director of the Company, to act as Chairman of the Scheme Meeting, and has directed the Chairman to report the results thereof to the Court.*

*The said Scheme will be subject to, inter alia, the subsequent sanction of the Court.*

**Important Notice from the Company**

Scheme Shareholders may obtain printed copies of the Scheme Document by completing and returning the request form accompanying this Notice and the Proxy Form to the Company by 10 February 2021. A printed copy of the Scheme Document will be sent to the address in Singapore specified by the Scheme Shareholder at his/her/its own risk.

An Overseas Shareholder may write in to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623, to request for the Scheme Document and any related documents to be sent to an address in Singapore by ordinary post at his/her/its own risk, up to the three market days prior to the date of the Scheme Meeting.

Electronic copies of the Scheme Document (enclosing this Notice and the Proxy Form) are also available on the website of the SGX-ST at [www.sgx.com/securities/company-announcements](http://www.sgx.com/securities/company-announcements) and on the website of the Company at <https://investor.sdaletech.com/scheme-of-arrangement.html>. A Scheme Shareholder will need an internet browser and PDF reader to view these documents on the websites of the SGX-ST and the Company.

**Notes:**

- A copy of the said Scheme and a copy of the Explanatory Statement required to be furnished pursuant to Section 211 of the Companies Act are incorporated in the Scheme Document of which this Notice forms part.
- Due to the current COVID-19 restriction orders in Singapore, Scheme Shareholders and persons who hold Scheme Shares through relevant intermediaries (as defined below) will not be able to attend the Scheme Meeting in person. Alternative arrangements relating to attendance at the Scheme Meeting via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast or live audio-only stream), submission of questions to the Chairman of the Scheme Meeting in advance of the Scheme Meeting, addressing of substantial and relevant questions either before or at the Scheme Meeting, and voting by appointing the Chairman of the Scheme Meeting as proxy at the Scheme Meeting, are set out below. Any reference to a time of day is made by reference to Singapore time.
- Scheme Shareholders, CPFIS Investors and SRS Investors will be able to observe and/or listen to the Scheme Meeting proceedings through a live audio-visual webcast or live audio-only stream via their mobile phones, tablets or computers. In order to do so, Scheme Shareholders, CPFIS Investors and SRS Investors must pre-register at the Company's pre-registration website at <https://investor.sdaletech.com/scheme-of-arrangement.html> from now till **3.00 p.m. on 17 February 2021** to enable the Company to verify their status as Scheme Shareholders, CPFIS Investors or SRS Investors.  
  
Following the verification, authenticated Scheme Shareholders, CPFIS Investors and SRS Investors will receive an email, which will contain user ID and password details as well as instructions on how to access the live audio-visual webcast and a toll-free telephone number to access the live audio-only stream of the Scheme Meeting proceedings, by **3.00 p.m. on 18 February 2021**. Scheme Shareholders, CPFIS Investors and SRS Investors who do not receive an email by **3.00 p.m. on 18 February 2021** but have registered by the deadline on **17 February 2021** should contact the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at (65) 6230 9580 (during office hours) or email [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com).
- Scheme Shareholders may also submit questions related to the Scheme to be tabled for approval at the Scheme Meeting to the Chairman of the Scheme Meeting in advance of the Scheme Meeting. In order to do so, their questions must be submitted in the following manner by **3.00 p.m. on 15 February 2021**:
  - if submitted electronically, be submitted via email to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com); or
  - if submitted by post, be deposited at the office of the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623.

Scheme Shareholders who submit questions via email or by post must provide the following information:

- the Scheme Shareholder's full name;
- the Scheme Shareholder's address; and
- the manner in which the Scheme Shareholder holds Scheme Shares (e.g. via CDP, scrip, CPF or SRS).

The Company will endeavour to address all substantial and relevant questions received in advance of the Scheme Meeting from Scheme Shareholders, prior to or during the Scheme Meeting. The Company will publish the responses to the substantial and relevant questions which the Company is unable to address during the Scheme Meeting, on the SGXNET and on the website of the Company prior to the Scheme Meeting. The Company will publish the minutes of the Scheme Meeting on the SGXNET and on the website of the Company, and the minutes will include the responses to the substantial and relevant questions which are addressed during the Scheme Meeting.

Scheme Shareholders will not be able to ask questions at the Scheme Meeting "live" during the audio-visual webcast or audio stream, and therefore it is important for Scheme Shareholders who wish to ask questions to submit their questions in advance of the Scheme Meeting.

- If a Scheme Shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the Scheme Meeting, he/she/it must appoint the Chairman of the Scheme Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Scheme Meeting, PROVIDED THAT if the Scheme Shareholder is a Depositor, the Company shall be entitled and bound to reject any Proxy Form lodged if the Scheme Shareholder, being the appointor, is not shown to have any Scheme Shares entered against the Scheme Shareholder's name in the Depository Register as at 72 hours before the time of the Scheme Meeting, as certified by CDP to the Company. The Proxy Form is available on the website of the SGX-ST at <https://www.sgx.com/securities/company-announcements> and on the website of the Company at <https://investor.sdaletech.com/scheme-of-arrangement.html>. The Proxy Form is circulated with the Scheme Document, of which this Notice forms part.
- In appointing the Chairman of the Scheme Meeting as proxy, a Scheme Shareholder must give specific instructions as to voting, or abstention from voting, in respect of the Scheme in the Proxy Form, failing which the appointment of the Chairman of the Scheme Meeting as proxy for the Scheme Meeting will be treated as invalid.
- In the case of joint holders of Scheme Shares, any one of such persons may vote, but if more than one of such persons be present at the Scheme Meeting, the person whose name stands first in the Register of Members or, as the case may be, the Depository Register shall alone be entitled to vote.
- A Scheme Shareholder may only cast all the votes it uses at the Scheme Meeting in **one way**.
- The Proxy Form appointing the Chairman of the Scheme Meeting as proxy must be submitted to the Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., in the following manner:
  - if submitted electronically, a clear, scanned, completed and signed copy in PDF format be submitted via email to the Share Registrar at [srs.teamd@boardroomlimited.com](mailto:srs.teamd@boardroomlimited.com); or
  - if submitted by post, be lodged at the office of the Share Registrar at 50 Raffles Place #32-01 Singapore Land Tower, Singapore 048623,in either case, by **3.00 p.m. on 17 February 2021**, being 48 hours before the time fixed for the Scheme Meeting.  
  
A Scheme Shareholder who wishes to submit a Proxy Form must complete and sign the Proxy Form, and may submit it by post to the address provided above, or by scanning and sending it by email to the email address provided above.  
  
In view of the COVID-19 restriction orders in Singapore and the related safe distancing measures which may make it difficult for Scheme Shareholders to submit completed proxy forms by post, Scheme Shareholders are strongly encouraged to submit completed proxy forms electronically via email.
- A Scheme Shareholder voting by appointing the Chairman of the Scheme Meeting as proxy shall be included in the count of Scheme Shareholders present and voting at the Scheme Meeting as if that Scheme Shareholder was voting in person. The votes of the Chairman of the Scheme Meeting shall be counted as the votes of the number of appointing Scheme Shareholders.
- Pursuant to the Order of Court, Mr. Kaka Singh S/O Dalip Singh, or failing him, any director of the Company, shall act as Chairman of the Scheme Meeting and the Court has further directed the Chairman of the Scheme Meeting to report the results thereof to the Court.
- The said Scheme will be subject to, *inter alia*, the subsequent approval of the Court.
- Relevant Intermediary Shareholders (including CPFIS Investors and SRS Investors) who wish to participate in the Scheme Meeting by (a) observing and/or listening to the Scheme Meeting proceedings through the live audio-visual webcast or live audio-only stream; (b) submitting questions in advance of the Scheme Meeting; and/or (c) appointing the Chairman of the Scheme Meeting as proxy to attend, speak and vote on their behalf at the Scheme Meeting, should contact the Relevant Intermediary through which they hold such Scheme Shares as soon as possible in order to make the necessary arrangements for them to participate in the Scheme Meeting.  
  
CPFIS Investors and SRS Investors who wish to appoint the Chairman of the Scheme Meeting as proxy should approach their respective CPF Agent Banks and SRS Agent Banks to submit their voting instructions by **5.00 p.m. on 8 February 2021**, being 7 working days before the date of the Scheme Meeting.
- The Chairman of the Scheme Meeting, as proxy, need not be a Scheme Shareholder.
- Please see the Scheme Document and the Notes to the Proxy Form for more information.

**Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the Scheme Meeting at short notice. Scheme Shareholders should check the website of the Company at <https://investor.sdaletech.com/scheme-of-arrangement.html> for the latest updates on the Scheme Meeting.**

**Personal Data Privacy**

By submitting an instrument appointing the Chairman of the Scheme Meeting as proxy to attend, speak and vote at the Scheme Meeting and/or any adjournment thereof, a Scheme Shareholder consents to the collection, use and disclosure of the Scheme Shareholder's personal data by the Company (or their agents or service providers) for the purpose of the processing and administration by the Company (or their agents or service providers) of the appointment of the Chairman of the Scheme Meeting as proxy for the Scheme Meeting (including any adjournment thereof), the preparation and compilation of the attendance lists, minutes and other documents relating to the Scheme Meeting (including any adjournment thereof), and in order for the Company (or their agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines.

Dated this 4th day of February 2021

WongPartnership LLP  
12 Marina Boulevard Level 28  
Marina Bay Financial Centre Tower 3  
Singapore 018982

Solicitors for  
**Sunningdale Tech Ltd.**