

**THIS DOCUMENT IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION.** If you are in any doubt as to the action you should take, you are recommended to seek your own personal financial advice immediately from your stockbroker, solicitor, accountant or other independent financial adviser duly authorised under the Financial Services and Markets Act 2000 if you are resident in the United Kingdom or, if not, from another appropriate authorized independent financial adviser.

If you have sold or otherwise transferred all of your ordinary shares in Beacon Rise Holdings PLC, please forward this document, together with the accompanying Form of Proxy, at once to the purchaser or transferee or to the stockbroker, bank or other agent through whom the sale or transfer was effected, for delivery to the purchaser or transferee. If you have sold or otherwise transferred only part of your holding in the shares, you should retain these documents and consult the stockbroker, bank or other agent through whom the sale or transfer was effected.

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## **BEACON RISE HOLDINGS PLC**

*(Incorporated and registered in England and Wales with registered no. 13620150)*

### **NOTICE OF ANNUAL GENERAL MEETING**

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This document should be read as a whole. Your attention is drawn to the letter from the Chairman of the Company which is set out in Part I of this document, and which recommends that you vote in favour of the resolutions to be proposed at the 2025 Annual General Meeting referred to below.

**Notice of the 2025 Annual General Meeting, which will take place at Meeting Room 1, Paddington Works, 8 Hermitage St, London, W2 1BE on 30<sup>th</sup> May 2025 at BST 2:00 p.m., is set out in Part II of this document.**

A Form of Proxy for use at the meeting is enclosed with this document and should be returned to the Company by post at its registered office at Kemp House, 160 City Road, London, EC1V 2NX or by email at the email address provided by the Company in the notes to the notice of the 2025 Annual General Meeting which are set out in Part II of this document, as soon as possible and in any event so as to be received by the Company no later than BST 2:00 p.m. on 28<sup>th</sup> May 2025 (or, if the 2025 Annual General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Shareholders who hold their shares in the Company in uncertificated form in CREST may alternatively use the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)) as explained in the notes to the notice of the 2025 Annual General Meeting which are set out in Part II of this document. A CREST proxy appointment or instruction must be received by Avenir Registrars Ltd (RA20), the Company's agent, by no later than BST 2:00 p.m. on 28<sup>th</sup> May 2025 (or, if the 2025 Annual General Meeting is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

### **Part I**

#### **Letter from the Chairman of Beacon Rise Holdings PLC**

*(Incorporated and registered in England and Wales with registered no. 13620150)*

**Directors**

*Registered Office:*

Mr. Xiaobing Wang  
Ms. Yunxia Wang  
Mr. John Carl Parker

Kemp House  
160 City Road  
London  
EC1V 2NX

2<sup>nd</sup> May 2025

Dear Shareholder

## Notice of Annual General Meeting

### 1. Introduction

I am pleased to inform you that the 2025 Annual General Meeting (the "**AGM**") of Beacon Rise Holdings PLC (the "**Company**") will be held at **Meeting Room 1, Paddington Works, 8 Hermitage St, London, W2 1BE on 30<sup>th</sup> May 2025 at BST 2:00 p.m.**

The formal notice convening the AGM ("**AGM Notice**") is set out in Part II of this document. Further information on each of the resolutions to be considered at the AGM ("**Resolutions**") is set out in section 2 (*Resolutions at the Annual General Meeting*) below.

The Company's Annual Report and Financial Statements for the year ended 31 December 2024 are available for review or download in the Investors section on the Company's website at <https://www.beaconrise.uk/index.php/investors>.

This letter also explains why the Board of the Company recommend that shareholders of the Company vote in favour of the Resolutions.

### 2. Resolutions at the Annual General Meeting

Resolution 1: The Directors are required to lay before the AGM the Annual Report and Financial Statements of the Company for the year ended 31 December 2024.

Resolutions 2-4: The Company's articles of association require all Directors to retire at the AGM and, if willing, offer themselves for re-appointment by the members.

Resolutions 5-6: These Resolutions are proposed to approve the Directors' Remuneration Report and the Directors' Remuneration Policy, set out on pages 14 to 16 of the Annual Report and Financial Statements for the year ended 31 December 2024.

Resolution 7: This Resolution proposes the re-appointment of PKF Littlejohn LLP as auditors of the Company and to authorise the Directors to determine their remuneration. The current appointment of PKF Littlejohn LLP as the Company's auditors will end at the conclusion of the AGM and they have advised of its willingness to stand for re-appointment.

Resolution 8: This Resolution is proposed to grant to the Directors the authority to allot, pursuant to section 551 of the Companies Act 2006, shares and grant rights to subscribe for or to convert any security into shares in the Company up to a maximum nominal amount of £866,888.67. The amount represents approximately two-thirds of the Company's issued share capital on 2<sup>nd</sup> May 2025 (being the latest practicable date prior to the publication of this AGM Notice).

For information, on 2<sup>nd</sup> May 2025 (being the latest practicable date prior to the publication of this AGM Notice), the Company held no treasury shares. This authority conferred pursuant to Resolution 8 replaces any existing authorities to issue shares or grant rights to subscribe for or to convert any security into shares in the Company and will expire on the date being 15 months from the date of the passing of this Resolution or, if earlier, at the conclusion of next AGM of the Company (unless previously renewed, varied or revoked by the Company at a general meeting).

Resolution 9: This Resolution is to approve the disapplication of pre-emption rights. The passing of this Resolution will allow the Directors to allot shares for cash and/or sell treasury shares without first having to offer such shares to existing shareholders in proportion to their existing holdings up to a maximum nominal amount of £260,066.60. This amount represents 20 percent of the Company's issued ordinary share capital on 2<sup>nd</sup> May 2025 (being the latest practicable date prior to the publication of this AGM Notice).

notice).

For information, on 2<sup>nd</sup> May 2025 (being the latest practicable date prior to the publication of this AGM Notice), the Company held no treasury shares. This authority conferred pursuant to Resolution 9 replaces any existing authorities to issue shares in the Company for cash and/or sell treasury shares and will expire on the date being 15 months from the date of the passing of this Resolution or, if earlier, at the conclusion of next AGM of the Company (unless previously renewed, varied or revoked by the Company at a general meeting).

### **3. Voting**

Each shareholder registered on the register of members of the Company at BST 6:00 p.m. on 28<sup>th</sup> May 2025 is entitled to vote on the Resolutions contained in the AGM Notice.

If you would like to vote on the Resolutions but cannot come to the AGM, please complete the enclosed hard copy Form of Proxy and return it to the Company as soon as possible and in any event so as to be received by it by BST 2:00 p.m. on 28<sup>th</sup> May 2025 (or, if the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting). Alternatively, if you hold your shares in the Company in uncertificated form in CREST you may use the CREST proxy voting service to submit a proxy appointment or instruction. Proxies submitted via CREST must be received by Avenir Registrars Ltd (RA20), the Company's agent, by no later than BST 2:00 p.m. on 28<sup>th</sup> May 2025 (or, if the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Further information in relation to the Form of Proxy and the CREST proxy voting service (including how to return a completed Form of Proxy or submit a proxy appointment or instruction via CREST) is set out in the AGM Notice and on the reverse of the enclosed Form of Proxy itself.

### **4. Attendance**

I hope that you will come to the AGM, if you can.

Whether or not you intend to be present at the AGM, I would strongly encourage you to appoint a proxy to exercise all or any of your rights at the AGM. If you are a shareholder who is entitled to attend and vote at the AGM, you are entitled to appoint one or more proxies to exercise all or any of such rights.

A hard copy Form of Proxy for use at the AGM is enclosed with this document and should be returned to the Company by post at its registered office at Kemp House, 160 City Road, London, EC1V 2NX or by email to the email address provided by the Company in the notes to the AGM Notice as soon as possible and in any event so as to be received by the Company no later than BST 2:00 p.m. on 28<sup>th</sup> May 2025 (or, if the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Shareholders who hold their shares in the Company in uncertificated form in CREST may alternatively use the CREST proxy voting service in accordance with the procedures set out in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)) as explained in the notes accompanying the AGM Notice at the end of this document. Proxies submitted via CREST must be received by Avenir Registrars Ltd (RA20), the Company's agent, by no later than 2:00 p.m. on 28<sup>th</sup> May 2025 (or, if the AGM is adjourned, 48 hours (excluding any part of a day that is not a working day) before the time fixed for the adjourned meeting).

Whether or not you intend to attend the AGM, I would strongly encourage you, regardless of the number of shares you own, to vote on the Resolutions in the manner detailed in the AGM Notice, either electronically (through the CREST system or by returning the completed Form of Proxy by email to the email address provided by the Company in the notes to the AGM Notice) or by completing and returning the enclosed hard copy Form of Proxy by post at the Company's registered office at Kemp House, 160 City Road, London, EC1V 2NX as soon as possible and in any event not later than BST 2:00 p.m. on 28<sup>th</sup> May 2025.

Completion and return of the Form of Proxy by post or email or the submission of a CREST proxy voting instruction does not prevent you from attending and voting at the AGM in person.

The Resolutions set out in this AGM Notice will be voted on by way of a poll. All valid proxy votes (whether submitted electronically or in hard copy form) will be included in the poll to be taken at the AGM.

In addition, shareholders are encouraged to submit questions, no later than seven days prior to the AGM, via email to the Company at [info@beaconrise.uk](mailto:info@beaconrise.uk). To the extent that it is appropriate to do so, the Company will endeavour to publish these questions and the Company's responses on the Company's website, [www.beaconrise.uk](http://www.beaconrise.uk), as soon as practicable after the AGM. To ask a question, please email [info@beaconrise.uk](mailto:info@beaconrise.uk) with details of your shareholder number or other evidence of entitlement to attend the AGM.

Yours faithfully

Xiaobing Wang

Chairman

## Part II

### NOTICE OF ANNUAL GENERAL MEETING

#### BEACON RISE HOLDINGS PLC

*(Incorporated and registered in England and Wales with registered no. 13620150)*

NOTICE IS HEREBY GIVEN THAT Beacon Rise Holdings PLC (the **Company**) will hold its Annual General Meeting (the "**AGM**") at Meeting Room 1, Paddington Works, 8 Hermitage St, London, W2 1BE on 30<sup>th</sup> May 2025 at BST 2:00 p.m.. You are being asked to consider and vote on the resolutions below (the "**Resolutions**" and each a "**Resolution**"). Resolution 9 is proposed as a special resolution and all other Resolutions are proposed as ordinary resolutions.

#### Ordinary Resolutions

1. To receive the Annual Report and Financial Statements of the Company for the year ended 31 December 2024 ("**2024 Annual Report**").
2. To re-elect Xiaobing Wang as a Director of the Company.
3. To re-elect Yunxia Wang as a Director of the Company.
4. To re-elect John Carl Parker as a Director of the Company.
5. To receive and approve the Directors' Remuneration Report set out on pages 14 to 16 of the 2024 Annual Report.
6. To approve the Directors' Remuneration Policy set out on page 14 of the 2024 Annual Report, to take effect from the end of this AGM.
7. To re-appoint PKF Littlejohn LLP as auditors of the Company to hold office until the conclusion of the next general meeting at which accounts are laid before the Company and authorise the Directors to determine the remuneration of the Company's auditors.
8. That the directors of the Company ("**Directors**") be generally and unconditionally authorised to and in accordance with section 551 of the Companies Act 2006 (the "**Act**") to exercise all powers of the Company to allot shares or grant rights to subscribe for or to convert any security into shares in the Company (together "**Relevant Securities**") up to a nominal amount of £866,888.67, such authority to expire at the end of the next annual general meeting of the Company or 15 months after the passing of this Resolution 8, whichever is the earlier (unless previously renewed, varied or revoked by the Company at a general meeting), save that the Directors may at any time before such expiry make an offer or agreement which would or might require Relevant Securities to be allotted after such expiry and the Directors may allot or grant Relevant Securities in pursuance of such offer or agreement notwithstanding that the power conferred by this Resolution 8 has expired.

#### Special Resolution

## **Special Resolution**

9. That, subject to the passing of Resolution 8, the Directors be generally empowered to allot equity securities (within the meaning of section 560 of that Act) wholly for cash pursuant to the authority given by Resolution 8, or where the allotment constitutes an allotment of equity securities by virtue of section 560(3) of the Act, in each case as if section 561(1) and sub-sections (1) through (6) of section 562 of the Act did not apply to any such allotment, provided that such power be limited to:

- a) in connection with any offer of, or invitation to apply for, equity securities to:
  - i. ordinary shareholders in proportion (as nearly as may be practicable) to their existing holdings; and
  - ii. holders of other equity securities as required by the rights of those securities or, subject to such rights as the Directors otherwise consider necessary,

and so that the Directors may impose any limits or restrictions and make any arrangements which they consider necessary or appropriate to deal with treasury shares, fractional entitlements, record dates, legal, regulatory or practicable problems in, or under the laws of, any territory or any other matter; and

- b) otherwise than in connection with paragraph a), up to an aggregate nominal amount of £260,066.60,

such power to expire at the end of the next annual general meeting of the Company or 15 months after the passing of this Resolution 9, whichever is the earlier (unless previously renewed, varied or revoked by the Company at a general meeting), save that the Directors may at any time before such expiry make an offer or agreement which would or might require equity securities to be allotted after such expiry and the directors may allot equity securities in pursuance of such offer or agreement notwithstanding that the power conferred by this Resolution 9 has expired.

By order of the Board

**Xiaobing Wang**

Chairman

Beacon Rise Holdings PLC

2<sup>nd</sup> May 2025

## **Notes to the Notice of Annual General Meeting**

### *Entitlement to attend and vote*

1. Voting at the AGM will be carried out on a poll. On a vote by poll, every ordinary shareholder has one vote for every ordinary share held.
2. Only those shareholders entered on the register of members at BST 6:00 p.m. on 28<sup>th</sup> May 2025 (or, in the event of any adjournment, on the 48 hours (excluding any part of the day that is not a working day) prior to the adjourned meeting) shall be entitled to vote at the AGM.

Changes to the register of members after the relevant deadline shall be disregarded in determining the rights of any person to attend or vote at the meeting.

### *Website giving information regarding the AGM*

3. Information regarding the AGM, including the notice of the AGM and Annual Report and Financial Statements for the year ended 31 December 2024, is available on the Company's website (in the

General Meeting section and also the Beacon Rise Financial Statements section) at <https://www.beaconrise.uk/index.php/investors>.

#### *Appointment of proxy*

4. If you are a shareholder who is entitled to attend and vote at the meeting, you are entitled to appoint one or more proxies to exercise all or any of your rights to attend, speak and vote at the meeting and you should have received a proxy form with this notice of meeting. A proxy does not need to be a shareholder of the Company but must attend the meeting to represent you. You can only appoint a proxy using the procedures set out in these notes and the notes to the proxy form.
5. You may appoint more than one proxy provided each proxy is appointed to exercise the rights attached to a different share or shares held by you. To appoint more than one proxy, please contact the Company by email at [info@beaconrise.uk](mailto:info@beaconrise.uk). You will need to state clearly on each proxy form the number of shares in relation to which the proxy is appointed. If you wish your proxy to speak on your behalf at the meeting you will need to appoint your own choice of proxy (not the chairman) and give your instructions directly to them.
6. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

#### *Appointment of proxy by post*

7. The notes to the proxy form you have received with this notice explain how to direct your proxy to vote on each Resolution.
8. To appoint a proxy using the proxy form received, the form must be:
  - a) completed and signed;
  - b) sent or delivered to the Company at its registered office at Kemp House, 160 City Road, London, EC1V 2NX; and
  - c) received by the Company no later than BST 2:00 p.m. on 28<sup>th</sup> May 2025.
9. Any power of attorney or any other authority under which the proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.

#### *Appointment of proxies electronically*

10. As an alternative to completing and returning the hard-copy proxy form by post, you can appoint a proxy electronically by emailing a copy of the completed proxy form to [info@beaconrise.uk](mailto:info@beaconrise.uk). For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than BST 2:00 p.m. on 28<sup>th</sup> May 2025. Any power of attorney or any other authority under which the proxy form submitted electronically is signed (or a duly certified copy of such power or authority) must be included with the completed proxy form emailed to the Company at [info@beaconrise.uk](mailto:info@beaconrise.uk).
11. The email address noted in note 10 above should not be used for any other purposes unless expressly stated.

#### *Proxy voting*

12. In the case of a shareholder which is a corporation, the proxy form must be executed in any of the following ways: (i) under its common seal; (ii) not under its common seal but otherwise in accordance with its articles or constitution; or (iii) signed on its behalf by a duly authorised officer of the company/ corporation or its authorised attorney.
13. Any power of attorney or any other authority under which a proxy form is signed (or a duly certified copy of such power or authority) must be included with the proxy form.
14. In the case of joint holders, where more than one of the joint holders purports to appoint a proxy, only the appointment submitted by the most senior holder will be accepted. Seniority is determined by the

order in which the names of the joint holders appear in the Company's register of members in respect of the joint holding (the first-named being the most senior).

#### *Changing proxy instructions*

15. Shareholders may change proxy instructions by submitting a new proxy appointment using the methods set out above. Note that the cut-off time for receipt of proxy appointments also applies in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.
16. Where you have appointed a proxy using the hard-copy proxy form and would like to change the instructions using another hard-copy proxy form, please contact [info@beaconrise.uk](mailto:info@beaconrise.uk).
17. If you submit more than one valid proxy appointment, the appointment received last before the latest time for the receipt of proxies will take precedence.

#### *Termination of proxy appointment*

18. A shareholder may terminate a proxy instruction but to do so you will need to inform the Company in writing by either:
  - a) sending a signed hard-copy notice to the Company at its registered office at Kemp House, 160 City Road, London, EC1V 2NX clearly stating your intention to revoke your proxy appointment. In the case of a shareholder which is a company, the revocation notice must be executed under its common seal or signed on its behalf by an officer of the company or an attorney for the company. Any power of attorney or any other authority under which the revocation notice is signed (or a duly certified copy of such power or authority) must be included with the revocation notice; or
  - b) sending a signed notice clearly stating your intention to revoke your proxy appointment to the Company via email at [info@beaconrise.uk](mailto:info@beaconrise.uk).
19. In either case, the revocation notice must be received by the Company no later than BST 2:00 p.m. on 28<sup>th</sup> May 2025.
20. If you attempt to revoke your proxy appointment but the revocation is received after the time specified in note 18 above, your original proxy appointment will remain valid unless you attend the AGM and vote in person.
21. Appointment of a proxy does not preclude you from attending the meeting and voting in person. If you have appointed a proxy and attend the AGM in person, your proxy appointment will automatically be terminated.

#### *Appointment of proxies through CREST*

22. CREST members who wish to appoint a proxy or proxies through the CREST electronic proxy appointment service may do so using the procedure described in the CREST Manual (available at [www.euroclear.com](http://www.euroclear.com)). CREST personal members or other CREST sponsored members, and those CREST members who have appointed a voting service provider(s), should refer to their CREST sponsor or voting service provider(s), who will be able to take the appropriate action on their behalf.
23. In order for a proxy appointment or instruction made using the CREST service to be valid, the appropriate CREST message ("**CREST Proxy Instruction**") must be properly authenticated in accordance with Euroclear UK & International Limited's specifications and must contain the information required for such instructions, as described in the CREST Manual (available via [www.euroclear.com](http://www.euroclear.com)). The message, regardless of whether it constitutes the appointment of a proxy or an amendment to the instruction given to a previously appointed proxy, must, in order to be valid, be transmitted so as to be received by Avenir Registrars Ltd (RA20), the Company's agent by the latest time(s) for receipt of proxy appointments (that is 2:00 p.m. on 28<sup>th</sup> May 2025). For this purpose, the time of receipt will be taken to be the time (as determined by the timestamp applied to the message by the CREST Applications Host) from which the issuer's agent is able to retrieve the message by enquiry to CREST in the manner prescribed by CREST. After this time, any change of

instruction to proxies appointed through CREST should be communicated to the appointee through other means.

24. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & International Limited does not make available special procedures in CREST for any particular messages. Normal system timings and limitations will therefore apply in relation to the input of CREST Proxy Instructions. It is the responsibility of the CREST member concerned to take (or, if the CREST member is a CREST personal member or sponsored member or has appointed a voting service provider(s), to procure their CREST sponsor or voting service provider(s) takes) such action as shall be necessary to ensure that a message is transmitted by means of the CREST system by any particular time. In connection with this, CREST members (and, where applicable, their CREST sponsors or voting service providers) are referred, in particular, to those sections of the CREST Manual concerning practical limitations of the CREST system and timings ([www.euroclear.com](http://www.euroclear.com)).

25. The Company may treat as invalid a CREST Proxy Instruction in the circumstances set out in Regulation 35(5) (a) of the Uncertificated Securities Regulations 2001 (as amended). Members are advised to read the terms and conditions of use on [www.euroclear.com](http://www.euroclear.com) carefully.

#### *Corporate representatives*

26. Any corporation which is a shareholder can appoint one or more corporate representatives who may exercise on its behalf all of its powers as a shareholder provided that they do not do so in relation to the same shares.

#### *Issued shares and total voting rights*

27. As at the opening of business on 2<sup>nd</sup> May 2025 (being the last practicable date prior to publication of this document), the Company's issued share capital comprised 1,300,333 shares of £1 each. Each share carries the right to one vote at a general meeting of the Company and therefore the total number of voting rights in the Company as at the opening of business on 2<sup>nd</sup> May 2025 is 1,300,333. As at the date of this document, the Company does not hold any shares in treasury.

#### *Voting*

28. Shareholders are requested to vote in advance of the AGM either electronically or by completing and returning the enclosed proxy form by post not later than BST 2:00 p.m. on 28<sup>th</sup> May 2025. A vote withheld is not a vote in law, which means that the vote will not be counted in the calculation of votes for or against the Resolutions.

29. At the AGM itself, the votes on each Resolution at the meeting will be taken by poll rather than a show of hands. The results of the AGM will be published on our website [www.beaconrise.uk](http://www.beaconrise.uk) and will be released to the London Stock Exchange following the AGM.

30. An ordinary resolution requires a simple majority of votes cast by shareholders voting in person or by proxy at the AGM to be passed. A special resolution requires a majority of not less than 75 per cent. of votes cast by those who vote either in person or by proxy at the AGM to be passed.

#### *Communication*

31. Except as provided above, shareholders who have general queries about the meeting should contact [info@beaconrise.uk](mailto:info@beaconrise.uk) (no other methods of communication will be accepted).

32. You may not use any electronic address provided either:

- a) in this notice of annual general meeting; or
- b) any related documents (including the proxy form),

to communicate with the Company for any purposes other than those expressly stated.

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