

Beacon Rise Holdings PLC

(incorporated and registered in England and Wales with registered number 13620150)

(the **Company**)

NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (**Meeting**) of Beacon Rise Holdings PLC (**Company**) will be held at Boot Room, 154-160 Fleet Street, Blackfriars, London, EC4A 2DQ on 15th May 2023 at 3 pm.

You will be asked to consider pursuant to section 656(1) of the Companies Act 2006 (the **Act**), whether any, and if so, what steps should be taken to address the fact that the net assets of the Company have fallen to half or less of its called-up share capital.

Section 656 of the Act

It has recently come to the attention of the Board of Directors of the Company (the **Board**) that the value of the Company's net assets is less than half of its called-up share capital (deemed to be a serious loss of capital). Pursuant to section 656 of the Act, the directors of a public company are required to call a general meeting, where the net assets of the company are half or less than half of its called-up share capital, in order to allow the shareholders of the Company to consider whether any, and if so, what steps should be taken to deal with the situation. The Board have noted that, as at 24th March 2023, the net assets of the Company were £ 559,925.28, which is less than half of the nominal value of its called-up share capital of £1,122,000.

The Board is of the view that the status of a "serious loss of capital" under section 656 of the Act does not pose any immediate risk to the current solvency of the Company. The Board will continue to prudently manage the Company's remaining cash reserves and minimise its operating expenses.

In light of the above, the Board does not consider it necessary for specific resolutions to be proposed at the General Meeting. The Board does, however, welcome dialogue with shareholders on this point and the General Meeting will provide a forum for such discussions to take place.

By order of the Board

Xiaobing Wang

Director

Beacon Rise Holdings PLC

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NOTES TO THE NOTICE OF GENERAL MEETING

1 Appointment of proxies

- 1.1 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.
- 1.2 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 that shareholder. To appoint more than one proxy, please contact the Company by email at 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.

2 Appointment of proxy by post

- 2.1 The notes to the proxy form explain how to direct your proxy and how to vote on each resolution.
- 2.2 To appoint a proxy using the proxy form, the form must be:
- (a) completed and signed;
 - (b) sent or delivered to the Company at its registered office; and
 - (c) received by the Company no later than 3 pm UK time on 11 May 2023.
- 2.3 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.

3 Appointment of proxies electronically

- 3.1 As an alternative to completing the hard-copy proxy form, you can appoint a proxy electronically by emailing a copy of the proxy form to info@beaconrise.uk. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 3 pm UK time on 11 May 2023.
- 3.2 This email address should not be used for any other purposes unless expressly stated.

4 Changing proxy instructions

- 4.1 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 apply in relation to amended instructions; any amended proxy appointment received after the relevant cut-off time will be disregarded.

4.2 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.

4.3 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.

5 Termination of proxy appointment

5.1 A shareholder may change 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 clearly stating your intention to revoke your proxy appointment to the Company. 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.

(b) Sending an email to info@beaconrise.uk.

5.2 In either case, the revocation notice must be received by the Company no later than 3 pm UK time on 11 May 2023.

5.3 If you attempt to revoke your proxy appointment but the revocation is received after the time specified, your original proxy appointment will remain valid unless you attend the meeting and vote in person.

5.4 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 Meeting in person, your proxy appointment will automatically be terminated.

6 Communication

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

6.2 You may not use any electronic address provided either:

(a) in this notice of general meeting; or

(b) any related documents (including the proxy form),

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