

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 Meeting Room 1, 8 Hermitage St, London, W2 1BE, on 28th February 2024 at 2:30pm.

BACKGROUND

The board of directors of the Company (the **Board**) notes that, the Company's entire issued share capital was admitted to the Official List of the Financial Conduct Authority (the **FCA**) and was admitted to trading by way of Standard Listing on the Main Market of the London Stock Exchange on 25 March 2022 (**Admission**), following the publication of a prospectus prepared in accordance with the Prospectus Regulation Rules of the FCA made under section 73A of the Financial Services and Markets Act 2000 (**FSMA**) and approved by the FCA under section 87A of FSMA (the **Prospectus**). The Prospectus stated that, within the first 24 months following Admission, the Company would target acquisitions which would be in the form of a merger, capital stock exchange, asset acquisition, stock purchase, scheme of arrangement, reorganisation or similar business combination of an interest in an operating company or business or asset (**Acquisition**).

The Board further notes that, pursuant to paragraph 4 of Part I of the Prospectus (*The Company's Strategy – Capital and returns management*), if an Acquisition had not been announced within 24 months of Admission, the directors of the Company would recommend to the shareholders of the Company either, to continue to pursue an Acquisition for a further 12 months from such date or, that the Company be wound up (in order to return capital to shareholders of the Company, to the extent assets are available). The Board noted that, their recommendation must be subject to a vote of the shareholders of the Company, from which the directors holding ordinary shares in the capital of the Company must abstain.

Given no suitable target has been found in the period since Admission, the Board is of the view that the Company should continue to pursue an Acquisition for a further 12 months.

At the Meeting, you will be asked to consider and vote on the resolution below to approve the Company's continued pursuit of an Acquisition for a further 12 months from the date of 25 March 2024. This resolution will be proposed as an ordinary resolution.

ORDINARY RESOLUTION

THAT, the Company shall continue to pursue a suitable acquisition target, whether in the form of a merger, capital stock exchange, asset acquisition, stock purchase, scheme of arrangement, reorganisation or similar business combination of an interest in an operating company or business or asset, for a further 12 months, being the period from 25 March 2024 to 24 March 2025.

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 how to vote on the 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 9am UK time on 26th February 2024.
- 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 9am UK time on 26th February 2024.
- 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 9am UK time on 26th February 2024.
- 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.