

**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 authorised 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 affected, 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 of transfer was effected.

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**BEACON RISE HOLDINGS PLC**

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

**NOTICE OF 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 resolution to be proposed at the General Meeting referred to below.

**Notice of the General Meeting, which will take place at Meeting Room 1, 8 Hermitage St, London, W2 1BE, on 21st March 2025 at 1:00pm, is set out in this document.**

A Form of Proxy for use at the meeting is enclosed with this document and should be returned as soon as possible and in any event so as to be received by the Company no later than 9am on 19<sup>th</sup> March 2025.

**Part 1**  
**Letter from the Chairman of Beacon Rise Holdings plc**  
(Incorporated and registered in England and Wales with registered no. 13620150)

Directors:

Mr. Xiaobing Wang

Ms. Yunxia Wang

Mr. John Parker

Date: 04<sup>th</sup> March 2025

Dear Shareholder

**General Meeting**

**1. Introduction**

I am pleased to inform you that a General Meeting (the “**GM**”) of Beacon Rise Holdings plc (the “**Company**”) will be held at Meeting Room 1, 8 Hermitage St, London, W2 1BE, on 21<sup>st</sup> March 2025 at 1:00pm.

The formal notice convening the GM (the “**Notice**”) is set out in this document. Further information on the resolution to be considered at the GM (the “**Resolution**”) is set out in section 2 (*Resolution at the General Meeting*) below.

**2. Resolution at the General Meeting**

*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, reorganization or similar business combination of an interest in an operating company or business or asset, for another 12 months, being the period from 25 March 2025 to 24 March 2026.*

**3. Voting**

Each shareholder registered on the register of members of the Company at 1pm on 21<sup>st</sup> March 2025 is entitled to vote on the Resolution contained in the Notice. If you would like to vote on the Resolution but cannot come to the GM, please complete a 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 9am on 19<sup>th</sup> March 2025. Further information in relation to the Form of Proxy (including how to return a completed proxy instruction) is set out in the Notice and on the reverse of the Form of Proxy itself.

**4. Attendance**

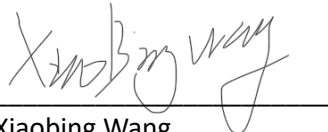
I hope that you will come to the GM, if you can. The Company is committed to reducing paper and improving efficiency in its shareholder communications. Therefore, you will not receive a hard copy Form of Proxy for the GM in the post automatically. You may request a hard copy Form of Proxy directly from the Company. Details on how to request and complete a hard copy Form of Proxy are set out in this document.

Whether or not you intend to attend the GM, I would strongly encourage you, regardless of the number of shares you own, to vote on the Resolution in the manner detailed in the Notice, either electronically or by completing and returning a hard copy Form of Proxy (available on request from the Company) as soon as possible and in any event not later than 9am on 19<sup>th</sup> March 2025.

Completion and submission or return of the Form of Proxy does not prevent you from attending and voting at the GM in person.

The Notice also includes instructions to enable you to vote electronically and details of how to register to do so. The Resolutions set out in the 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 GM.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Xiaobing Wang', written over a horizontal line.

Xiaobing Wang  
Chairman

## Part 2

### NOTICE OF GENERAL MEETING

Notice is hereby given that a General Meeting (the “**Meeting**” or the “**GM**”) of Beacon Rise Holdings PLC (the “**Company**”) will be held at Meeting Room 1, 8 Hermitage St, London, W2 1BE, on 21<sup>st</sup> March 2025 at 1:00pm. You are being asked to consider and vote on the resolution below (the “**Resolution**” which is proposed as an ordinary resolution.

### 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 on 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. Such authority was sought last year and approved by shareholders on 28 February 2024. 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 2025. 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 2025 to 24 March 2026.

By order of the Board



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**Xiaobing Wang**

Chairman

Date: 04<sup>th</sup> March 2025

## NOTES TO THE NOTICE OF GENERAL MEETING

### *Entitlement to attend and vote*

1. Voting at the General Meeting will be carried out on a poll.
2. Only those shareholders entered on the register of members at 1pm on 21<sup>st</sup> March 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 GM. 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.

### *Appointment of proxy*

3. 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.
4. 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](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.

### *Appointment of proxy by post*

5. The notes to the proxy form explain how to direct your proxy how to vote on each Resolution.
6. 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 Kemp House, 160 City Road, London, EC1V 2NX; and
  - c) received by the Company no later than 9am on 19<sup>th</sup> March 2025.
7. 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*

8. 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](mailto:info@beaconrise.uk). For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than 9am on 19<sup>th</sup> March 2025.
9. This email address should not be used for any other purposes unless expressly stated.

### *Proxy voting*

10. 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 the articles or constitution; or (iii) signed on its behalf by a duly authorised officer of the company or its authorised attorney.
11. 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.
12. 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 register in respect of the joint holding (the first-named being the most senior).

### *Changing proxy instructions*

13. 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.
14. 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).
15. 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*

16. 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; or
  - b) sending an email to [info@beaconrise.uk](mailto:info@beaconrise.uk).
17. In either case, the revocation notice must be received by the Company no later than 9am on 19<sup>th</sup> March 2025.
18. 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 GM and vote in person.
19. 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 GM in person, your proxy appointment will automatically be terminated.

### *Appointment of proxies through CREST*

20. 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.
21. 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 & Ireland 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 the Company's agent, Avenir (ID: RA20), by the latest time(s) for receipt of proxy appointments. 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.

22. CREST members (and, where applicable, their CREST sponsors or voting service providers) should note that Euroclear UK & Ireland 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 this connection, 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)).
23. 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*

24. 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*

25. As at the opening of business on 4<sup>th</sup> March 2025 (being the last practicable date prior to publication of this document), the Company's issued share capital comprised 1,180,333 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 21<sup>st</sup> March 2025 is 1,180,333. As at the date of this document, the Company does not hold any shares in treasury.

#### *Voting*

26. Shareholders are requested to vote in advance of the GM either electronically or by completing and returning the enclosed proxy form not later than 9am on 19<sup>th</sup> March 2025. The results will be published on our website [www.beaconrise.uk](http://www.beaconrise.uk) and will be released to the London Stock Exchange.
27. At the GM itself, the votes on each Resolution at the meeting will be taken by poll rather than a show of hands. The results will be published on our website [www.beaconrise.uk](http://www.beaconrise.uk) and will be released to the London Stock Exchange.

#### *Communication*

28. 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).
29. 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.