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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 or transfer was effected.

This document does not constitute a prospectus, nor does it constitute or form part of any offer or invitation to sell or issue, or a solicitation of any offer to acquire, purchase or subscribe for, ordinary shares in the capital of Beacon Rise Holdings plc.

BEACON RISE HOLDINGS PLC

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

NEW ARTICLES

-and-

NOTICE OF GENERAL MEETING

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 a general meeting, which will take place at Sheldon Room, Regus, 6th Floor, 2 Kingdom Street, London, W2 6BD on 29th July 2025 at BST 2 p.m. (the “GM”), 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 GM 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 p.m. on 27th July 2025 (or, if the GM 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) as explained in the notes to the notice of the GM 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 p.m. on 27th July 2025 (or, if the GM 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

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

Registered Office:

Kemp House
160 City Road
London
EC1V 2NX

4th July 2025

Dear Shareholder

New Articles

-and-

Notice of 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 **Sheldon Room, Regus, 6th Floor, 2 Kingdom Street, London, W2 6BD on 29th July 2025 at BST 2 p.m.**

The formal notice convening the GM ("**GM Notice**") is set out in Part II of this document. Further information on the reasons for calling the GM and the resolution to be considered at the GM ("**Resolution**") is set out in section 2 (*New Articles and Resolution*) below.

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

2. New Articles and Resolution

The Company's ordinary shares are currently admitted to the equity shares (shell companies) listing category of the Official List of the Financial Conduct Authority and are trading on the Main Market of the London Stock Exchange plc. The admission to the Official List and to trading on the Main Market took place at 8.00 a.m. on 25 March 2022 (the "**Admission**"), following the publication of a prospectus dated 22 March 2022 (the "**Prospectus**").

The Prospectus stated that, within the first 24 months following Admission (the "**Initial Period**"), 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**"). Since no suitable target has been found in the period since Admission and no Acquisition has been announced by the Company since Admission, pursuant to paragraph 4 of Part I of the Prospectus (*The Company's Strategy – Capital and returns management*), the Board has recommended two extensions to the Initial Period to the Company's shareholders and two consecutive 12-month extensions from the end of the Initial Period have been approved by the Company's shareholders. The last 12-month extension from 25 March

2025 to 24 March 2026 was approved by the Company's shareholders through the passing of an ordinary resolution at a general meeting of the Company held on 21 March 2025.

On 29 July 2024 the new UK Listing Rules ("**UKLR**") came into force. For shell companies that were listed on the Official List before 29 July 2024, and shell companies that were in-flight applicants (as defined in the UKLRs), the UKLRs provide certain alleviations from the eligibility requirements and continuing obligations in UKLR 13 under the Transitional Provisions of the UKLR. These Transitional Provisions in relation to listed shell companies currently apply to the Company, however these provisions are due to expire on 29 July 2025. From 30 July 2025, if the Company continues to be a listed shell company, it is required to make any changes necessary to ensure its full compliance with the rules set out in UKLR 13. These changes need to be made prior to the expiry of the Transitional Provisions on 29 July 2025 and include making changes to the Company's articles of association to ensure these comply with UKLR 13.2.1R (*Time period for initial transaction to be completed*) as required by UKLR 13.3.2R.

UKLR 13.2.1R requires completion of an initial transaction within 24 months from Admission, extendable with shareholder approval for a further 3 years (consisting of 3 further 12-month periods, with shareholder approval to extend for each 12-month period before the end of the prior 12-month period). A 6-month extension is also permitted in certain limited circumstances (as set out in UKLR 13.2.1R) to allow for an initial transaction to be completed.

An initial transaction is defined in UKLR 13.4.2R and such term captures a wider range of transactions including an acquisition of a part of or the entirety of a business, a company and/or assets by a listed shell company or a subsidiary of a listed shell company. An Acquisition is likely to fall within the definition of initial transaction.

In order to comply with UKLR 13.2.1R, certain changes are being proposed to the Company's existing articles of association to set out the time period requirements for completing an initial transaction which will apply to the Company from 30 July 2025. These changes are included in a set of new articles of association of the Company (the "**New Articles**"), a copy of which is enclosed with this document together with a tracked changes version of the Company's existing articles of association showing the changes made to these articles which are incorporated in the New Articles.

Under the provisions of the New Articles, if an Acquisition is not completed by 24 March 2026, the period for completing such an Acquisition could be extended for a further 12 months with the approval of the public shareholders of the Company. The term public shareholders is defined in UKLR 13.1.4R(2) and means a shareholder who is not a founding shareholder (i.e a shareholder who founded or established the Company), a shell company sponsor (i.e someone who provides capital or other finance to support the operating costs of the Company, financial, advisory, consultancy or legal services, facilities or support services or any other material contribution to the establishment and ongoing operation of the Company) or a director.

The GM is being called to pass the Resolution to approve the adoption of the New Articles in substitution for, and to the exclusion of, the Company's existing articles of association.

The Resolution is being proposed as a special resolution and, to be passed, it will require a majority of not less than 75% of persons voting in person or by proxy in favour of the Resolution.

The Board believe that the Resolution to be proposed at the GM are in the best interests of the Company and for the benefit of its shareholders as a whole. Accordingly, the directors unanimously recommend that shareholders vote in favour of the Resolution to be passed to adopt the New Articles.

3. Voting

Each shareholder registered on the register of members of the Company at BST 2 p.m. on 27th July 2025 is entitled to vote on the Resolution contained in the GM Notice.

If you would like to vote on the Resolution but cannot come to the GM, 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 p.m. on 27th July 2025 (or, if the GM 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 p.m. on 27th July 2025 (or, if the GM 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 GM Notice and on the reverse of the enclosed Form of Proxy itself.

4. Attendance

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

Whether or not you intend to be present at the GM, I would strongly encourage you to appoint a proxy to exercise all or any of your rights at the GM. If you are a shareholder who is entitled to attend and vote at the GM, 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 GM 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 GM Notice as soon as possible and in any event so as to be received by the Company no later than BST 2 p.m. on 27th July 2025 (or, if the GM 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) as explained in the notes accompanying the GM 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 BST 2 p.m. on 27th July 2025 (or, if the GM 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 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 GM 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 GM 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 p.m. on 27th July 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 GM in person.

The Resolution set out in this GM 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.

In addition, shareholders are encouraged to submit questions, no later than seven days prior to the GM, via email to the Company at 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, as soon as practicable after the GM. To ask a question, please email info@beaconrise.uk with details of your shareholder number or other evidence of entitlement to attend the GM.

Yours faithfully

Xiaobing Wang
Chairman

Part II
NOTICE OF 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 a general meeting (the "**GM**") at Sheldon Room, Regus, 6th Floor, 2 Kingdom Street, London, W2 6BD on 29th July 2025 at BST 2 p.m. You are being asked to consider and vote on the below resolution (the "**Resolution**"). The Resolution is proposed as a special resolution.

SPECIAL RESOLUTION

That, with effect from the conclusion of the meeting, the draft articles of association produced to the meeting and, for the purposes of identification, initialled by the Chairman be adopted as the articles of association of the Company in substitution for, and to the exclusion of, the Company's existing articles of association.

By order of the Board

Xiaobing Wang

Chairman

Beacon Rise Holdings PLC

4th July 2025

Notes to the Notice of General Meeting

Entitlement to attend and vote

1. Voting at the GM 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 2 p.m. on 27th July 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.

Website giving information regarding the GM

3. Information regarding the GM 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. 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 GM 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 p.m. on 27th July 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. For an electronic proxy appointment to be valid, your appointment must be received by the Company no later than BST 2 p.m. on 27th July 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.
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.
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.

19. In either case, the revocation notice must be received by the Company no later than BST 2 p.m. on 27th July 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 GM 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 GM 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). 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). 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 BST 2 p.m. on 27th July 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).
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 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 4th July 2025 (being the last practicable date prior to publication of this document), the Company's issued share capital comprised 1,300,333 ordinary 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 4th July 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 GM either electronically or by completing and returning the enclosed proxy form by post not later than BST 2 p.m. on 27th July 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 GM itself, the votes on each Resolution at the meeting will be taken by poll rather than a show of hands. The results of the GM will be published on our website www.beaconrise.uk and will be released to the London Stock Exchange following the GM.
30. 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 GM to be passed.

Communication

31. 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).
32. 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.