



SUNRISE
SHARES
HOLDINGS

SUNRISE SHARES HOLDINGS LTD.
(Company Registration No. 198201457Z)
(Incorporated in Singapore)

PROPOSED ACQUISITION OF 100.0% OF THE SHARES IN THE ISSUED AND PAID-UP CAPITAL OF FALCON PACE SDN. BHD. AS AN INTERESTED PERSON TRANSACTION AND A DISCLOSEABLE TRANSACTION - COMPLETION

The Board of Directors (“**Board**” or “**Directors**”) of Sunrise Shares Holdings Ltd. (“**Company**”) refer to its announcements dated 21 November 2023, 21 December 2023, 9 February 2024, 27 February 2024, 12 March 2024 and 30 April 2024 (collectively, the “**Previous Announcements**”) and the circular to Shareholders dated 21 March 2024 (the “**Circular**”) in relation to (a) the share sale agreement entered into between the Company and Datuk Wira Boo Kuang Loon (the “**Vendor**”) on 21 November 2023 for the proposed acquisition of 100.0% of the shareholding interests in Falcon Pace Sdn. Bhd. (the “**Share Sale Agreement**”) (the “**Proposed Acquisition**”), (b) the extension of the cut-off date to fulfil the conditions precedent of the Proposed Acquisition (the “**Conditions Precedent**”) to 28 February 2024, (c) the receipt of whitewash waiver from the Securities Industry Council, (d) the second extension of the cut-off date to fulfil the Conditions Precedent to 30 April 2024, (e) the receipt of listing and quotation notice on 12 March 2024, and (f) the Circular in relation to, *inter alia*, the Proposed Acquisition, the proposed allotment and issue of 85,714,285 Consideration Shares and the Whitewash Resolution respectively.

Unless otherwise defined herein, all capitalised terms shall have the meanings ascribed to them in the Previous Announcements and the Circular.

1. COMPLETION OF PROPOSED ACQUISITION

The Board is pleased to announce that the Sale Shares have been transferred to the Company today. Accordingly, the Proposed Acquisition has been completed and Falcon Pace Sdn. Bhd. is now a wholly-owned subsidiary of the Company.

Pursuant to the terms of the Share Sale Agreement, the Consideration for the Proposed Acquisition comprises (i) a sum of S\$500,000 in cash, to be paid to the Vendor on the date of Completion (“**Cash Consideration**”), and (ii) a sum of S\$3,000,000 to be satisfied by the allotment and issuance of 85,714,285 Consideration Shares to the Vendor on the date of Completion. In accordance with the foregoing, the Company has fully allotted and issued 85,714,285 Consideration Shares to the Vendor today and has paid the Cash Consideration in full today.

2. LISTING OF CONSIDERATION SHARES

Following allotment and issuance of the Consideration Shares, the total number of issued ordinary shares in the share capital (excluding treasury shares) of the Company (the “**Shares**”) has increased from 209,337,290 to 295,051,575 Shares. The Consideration Shares issued rank *pari passu* with all the existing Shares, and are free of any pre-emptive rights or rights of first refusal and free of any mortgage, charge, lien or encumbrance.

As announced by the Company on 12 March 2024, the Company has received the listing and quotation notice (the “**LQN**”) from the SGX-ST for the listing and quotation of 85,714,285 Consideration Shares to be issued at an issue price of S\$0.035 per Consideration Share to the Vendor. The LQN from the SGX-ST is not to be taken as an indication of the merits of the Consideration Shares, the Proposed Acquisition, the Company and/or its subsidiaries.

The Consideration Shares will be listed and quoted on the Catalist Board of the SGX-ST on or around 7 May 2024.

BY ORDER OF THE BOARD

Anthony Ang Meng Huat
Executive Director

3 May 2024

*This announcement has been prepared by the Company and reviewed by the Company’s sponsor, Novus Corporate Finance Pte. Ltd. (the “**Sponsor**”), in compliance with Rule 226(2)(b) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalist.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

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