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

ENTRY INTO LOAN AGREEMENTS

INTRODUCTION

The Board of Directors (the "**Board**") of Sunrise Shares Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce the Company had on 20 February 2025, entered into the following agreements with the respective parties (the "**Loan Agreements**") for loans amounting to an aggregate of S$5.0 million (the "**Loans**"):

1) an interest-free loan agreement with Mr. Huang Jyun-Ruei ("**Mr. Huang**"), pursuant to which Mr. Huang has agreed to extend to the Company a principal loan amount of S$1,750,000 (the "**Loan Agreement 1**"), subject to the terms and conditions set out in the Loan Agreement 1;

2) an interest-bearing loan agreement with Cybersec Technology Pte. Ltd. ("**Cybersec Technology**"), pursuant to which Cybersec Technology has agreed to extend to the Company a principal loan amount of S$1,750,000 (the "**Loan Agreement 2**"), subject to the terms and conditions set out in the Loan Agreement 2; and

3) an interest-bearing loan agreement with Mr. Xue Jie ("**Mr. Xue**", and together with Mr. Huang and Cybersec Technology, collectively, the "**Lenders**"), pursuant to which Mr. Xue has agreed to extend to the Company a principal loan amount of S$1,500,000 (the "**Loan Agreement 3**"), subject to the terms and conditions set out in the Loan Agreement 3.

INFORMATION ON THE LENDERS

Shareholders should note that the information relating to the Lenders in this paragraph and elsewhere in this announcement was provided by the Lenders. The Company and the Board have not independently verified the accuracy and correctness of such information.

Mr. Huang

Mr. Huang is the Chief Executive Officer of the Company. As at the date of this announcement, Mr. Huang does not hold any shares in the Company.

Pursuant to Chapter 9 of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: the Rules of Catalist (the "**Catalist Rules**"), Mr. Huang is deemed as an "interested person". Accordingly, the entry into the Loan Agreement 1 constitutes an "interested person transaction" pursuant to Chapter 9 of the Catalist Rules.

Pursuant to Rule 909(3) of the Catalist Rules, among others, in the case of borrowing funds from an interested person, the value of the transaction is the interest payable on the borrowing. As the Loan extended by Mr. Huang is interest-free, the "value at risk" is zero. Therefore, the Company is not required to seek shareholders' approval or make an announcement pursuant to Chapter 9 of the Catalist Rules.

Nevertheless, in the interests of transparency and pursuant to Rule 703 read with Appendix 7A of the Catalist Rules, the Company wishes to make a voluntary disclosure in respect of the Loan Agreement 1. Save as disclosed in this announcement, there are no other interested person transactions entered into by the Company with Mr. Huang or his associates since the current financial period beginning on 1 January 2024 and up to the date of this announcement.

In addition, save for the acquisition of Falcon Pace Sdn. Bhd. at the consideration of S$3.5 million from the Company's controlling shareholder, Datuk Wira Boo Kuang Loon, who holds approximately 44.53% shareholding interest in the Company as at the date of this announcement, there are no other interested person transactions over S$100,000 entered into by the Group since the current financial period beginning on 1 January 2024 and up to the date of this announcement. For the avoidance of doubt, shareholders' approval was obtained by the Company for the acquisition of Falcon Pace Sdn. Bhd on 24 April 2024.

Cybersec Technology

Cybersec Technology is a company incorporated in Singapore, and is principally engaged in information technology cybersecurity consultancy services. Cybersec Technology is a wholly-owned subsidiary of Hongkong Ming Yeung Technology Co., Limited, a company incorporated in Hong Kong that is ultimately owned by Mr. Ng Chun Kit.

Cybersec Technology was identified by Mr. Huang. As at the date of this announcement, Cybersec Technology, and its ultimate beneficial owner, do not have any shareholding interest in the Company. To the best knowledge of the Board, the Group, the Company and its substantial shareholders do not have any connection (including business relationship) with Cybersec Technology and its ultimate beneficial owner.

Mr. Xue

Mr. Xue was identified by Mr. Huang. Mr. Xue is a citizen of the People's Republic of China, and is the Chief Operating Officer of Ultimate Brilliance Technology Pte. Ltd., a Singapore-incorporated company. As at the date of this announcement. Mr. Xue and his associates do not have any shareholding interest in the Company. To the best knowledge of the Board, the Group, the Company and its' substantial shareholders do not have any connection (including business relationship) with Mr. Xue.

SALIENT TERMS OF THE LOAN AGREEMENTS WITH THE LENDERS

The salient terms of the Loan Agreements are as follows:

Lenders	**Mr. Huang**	**Cybersec Technology**	**Mr. Xue**
Principal Amount of Loan	S$1,750,000	S$1,750,000	S$1,500,000
Term of the Loan	Twelve (12) months from the date of disbursement of the Loan	Twelve (12) months from the date of disbursement of the Loan	Twelve (12) months from the date of disbursement of the Loan
Extended Term of the Loan	The Company may request to extend the term of the Loans and the applicable interest expenses for such period of time as it deems fit by giving a notice in writing to the Lenders and the Lenders may approve the same in writing (the "**Extended Term**").		
Interest Rate	Interest-free	6.0% per annum, on a simple interest basis, computed annually	6.0% per annum, on a simple interest basis, computed annually
Disbursement	Within seven (7) days of signing of the Loan Agreement 1	Within seven (7) days of signing of the Loan Agreement 2	Within seven (7) days of signing of the Loan Agreement 3
Collateral / Security	None	None	None
Repayment of Loan	The Company shall, at its sole discretion, repay the outstanding loan amount together with any applicable interest, to the Lenders either through (i) a lump sum payment, or (ii) in multiple tranches, in cash, at any time during or before the expiry of the term of the Loan Agreements or the Extended Term, as the case may be.		

PURPOSE OF THE LOANS

The Company intends to utilise the proceeds of the Loans for the Group's general working capital requirements and for investments in prospective businesses to generate diversified revenue stream for the Group. For the avoidance of doubt, any such investment shall be made in compliance with the Catalist Rules including seeking shareholders' approval by the Company when required.

RATIONALE FOR AND BENEFIT OF THE LOANS

After due consideration of the various methods of fund raising, the Board is of the view that the entry into the Loan Agreements would be beneficial to the Group due to the following reasons:

(i) the Loans which amounted to an aggregate of S$5.0 million will enable the Group to raise funds more expeditiously to meet the Group's working capital requirements and to deploy the funds into prospective business when such opportunities arises;

(ii) the loan provided by Mr. Huang is interest-free and unsecured which reflects his support and commitment to the Group; and

(iii) the interest rate of 6.0% per annum charged by each of Cybersec Technology and Mr. Xue is reasonable and is expected to result in interest cost savings to the Group as compared to other bank borrowings and/or other interest-bearing debt instruments available to the Group as at the date of the announcement. Additionally, the Loans are unsecured.

BOARD AND AUDIT COMMITTEE STATEMENT

The Board and the Audit Committee of the Company, having considered the terms of the Loans and rationale for and benefit of the Loans, are of the view that the entry into (a) the Loan Agreement 1 is not on normal commercial terms as it is an interest-free loan but is not prejudicial to the interest of the Company and its shareholders; and (b) the Loan Agreement 2 and the Loan Agreement 3 are on normal commercial terms and are not prejudicial to the interest of the Company and its shareholders.

INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Directors or Controlling Shareholders of the Company and their respective associates has any interest, direct or indirect, in respect of the Loans.

TRADING CAUTION

Shareholders and potential investors are advised to exercise caution when dealing or trading in the shares of the Company. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully, and should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

DOCUMENT FOR INSPECTION

A copy each of the Loan Agreements is available for inspection at the registered office of the Company at 380 Jalan Besar, #07-10 ARC 380, Singapore 209000 for a period of three months from the date of this announcement.

By Order of the Board

Datuk Tan Eng Eng
Executive Director and Chief Executive Officer, Malaysia Operations
20 February 2025

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.

The contact person for the Sponsor is Ms. Lau Sze Mei, Associate Director, at 7 Temasek Boulevard, #04-02 Suntec Tower 1, Singapore 038987, telephone (65) 6950 2188.