



SUNRISE SHARES HOLDINGS LTD.
(Incorporated in the Republic of Singapore)
(Company Registration Number: 198201457Z)

TERMINATION OF INTERESTED PERSON TRANSACTION – CONSULTANCY AND MANAGEMENT SERVICE AGREEMENT WITH HONG KONG SUNRISE ASSET MANAGEMENT (“HKSAM”)

*Unless otherwise defined, all capitalized terms used in this announcement shall bear the same meanings as in the announcement released on 30 December 2022 in relation to the consultancy and management service agreement with HKSAM (“**Announcement**”).*

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of Sunrise Shares Holdings Ltd. (the “**Company**”, and together with its subsidiaries, collectively the “**Group**”) refers to the Announcement and wishes to announce that its indirect wholly-owned subsidiary, Hong Kong Sunrise Consultant Limited (“**HKSC**”) has on 22 March 2023 entered into a termination agreement (“**Termination Agreement**”) with Hong Kong Sunrise Asset Management (“**HKSAM**”) to terminate the consultancy and management service agreement dated 30 December 2022 (“**Consultancy Agreement**”) in connection with the provision of consultancy management services by HKSC to HKSAM.

Based on the Consultancy Agreement, HKSC would provide management services including but not limited to asset management; asset reorganization; asset merger and acquisition; cooperative investment; cooperative development; engineering, construction; fiscal and tax law affairs; and other related business cooperation and management services.

The period of the Consultancy Agreement is set for ten (10) year, from the effective date of this Consultancy Agreement. The Consultancy Agreement will be automatically renewed yearly if neither party proposes to terminate after the expiration. The agreed basic consultation fee payable by HKSAM is S\$720,000 per year (which is to be paid on quarterly basis in advance, being S\$180,000 per quarter).

2. TERMINATION

The parties to the Consultancy Agreement have mutually agreed to terminate the Consultancy Agreement with effect from 22 March 2023. After the mutual agreement, HKSAM will repay HKSC the consultation fee of S\$168,000 (which is based on, *inter alia*, the amount of work done and the agreed fee for the period commencing from 30 December 2022 till 22 March 2023) within 7 working days of the date of the Termination Agreement. Each party has further agreed to release the other party of all the obligations and duties under the Consultancy Agreement. As China's real estate business is seriously affected by the post-epidemic era, HKSAM, which is an interested person, has no new business for the time being and hence, the Consultancy Agreement is terminated.

Company and Directors confirm that save as announced that there are no other material terms and conditions for the Consultancy Agreement and the Termination Agreement.

The Directors and the Company declare and confirm that there are no facts or contracts or corporate actions or shareholders actions of the Company that have not been disclosed or announced by the Company. After the termination of the Consultation Agreement, the Group has no other cooperation contract for the time being. The Directors are aware, as advised by the Company's sponsor, that the Company may be deemed as cash company and suspended pursuant to Rule 1017 of the Catalist Rules and the Directors are aware of consequences of a cash company.

The termination of the Consultancy Agreement is expected to have material adverse impact on the Group's earnings per share and NTA per share for the financial year ending 31 December 2023 as in the absence of the Consultancy Agreement, the Group will not have any revenue.

At present, in addition to the company's planned investment business (including securities, foreign exchange business, etc.), the company's management has been conducting business cooperation negotiations with a third party for consulting services in line with the company's core business and experience over the years, and it is expected to complete the signing of the agreement in the near future or within 30 days.

At the same time, the management of the company will continue to give full play to the company's resources, expand the investment and cooperation business in the Chinese mainland market, and strive to complete 2 to 3 projects in 2023.

The Directors confirmed that the Group has sufficient working capital and is able to continue to operate as a going concern for the next 12 months as its cash and cash equivalents amounted to S\$4.0 million as at 31 December 2022.

In view of the Group's planned investment business, on-going negotiations for new contracts, and its ability to continue as a going concern, the Directors are of the view that the trading of the Company's shares can continue and should not be suspended. In addition, the Directors confirmed that all material information pertaining to the Group (inter alia, business operations) has been disclosed for the trading of the Company's securities to continue in an orderly manner.

Notwithstanding the Directors would like to inform shareholders that the Company is in negotiations for two other third party contracts and hopes to execute these contracts in 30 days' time.

The Company will consult SGX through its sponsor on the above matter.

3. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed in this announcement and other than through their respective shareholdings in the Company, none of the Directors, or to the best of the Directors' knowledge, substantial shareholders of the Company has any interest, direct or indirect in the Termination Agreement.

4. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts or circumstances about the Consultancy Agreement and the Termination Agreement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

5. CAUTION IN TRADING

Shareholders and potential investors are advised to exercise caution when dealing or trading in the shares of the Company. The termination of the Agreement is subject to such further terms and conditions as are customary in similar transactions. The Company will provide further details, where necessary, in subsequent announcements in accordance with the listing rules of the SGX-ST at the appropriate junctures. Shareholders and potential investors are advised to consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Wong Siu Fai
Executive Director and Chairman
23 March 2023

This announcement has been reviewed by the Company's Sponsor, Asian Corporate Advisors Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange 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. Foo Quee Yin, at 160 Robinson Road, #21-05 SBF Center, Singapore 068914, Telephone number: 6221 0271