

**SUNRISE SHARES HOLDINGS LTD.**  
(Company Registration No.: 198201457Z)  
(Incorporated in the Republic of Singapore)

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**SUPPLEMENTAL AGREEMENT IN RELATION TO THE PROPOSED PLACEMENT**

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**1. INTRODUCTION**

The board of directors (the “**Board**”) of Sunrise Shares Holdings Ltd. (formerly known as ITE Electric Co Ltd) (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the announcement dated 10 January 2017 (the “**Announcement**”) in relation to the proposed placement of an aggregate of 63,400,000 Placement Shares in the Company to the Placees at S\$0.0468 per Placement Share for an aggregate placement consideration of S\$2,967,120 (the “**Proposed Placement**”).

*Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Announcement.*

**2. SUPPLEMENTAL AGREEMENT**

The Board wishes to announce that the Company and the Placees have agreed, by way of a supplemental agreement dated 10 February 2017 (the “**Supplemental Agreement**”), to vary the number of Placement Shares to be placed to each Placee under the Placement Agreement. As a result, the aggregate number of Placement Shares to be placed to the Placees is reduced from 63,400,000 to 41,000,000 Placement Shares, and the aggregate placement consideration will correspondingly be reduced from S\$2,967,120 to S\$1,918,800 (the “**Revised Placement**”). No other terms and conditions in the Placement Agreement are varied, and the Placement Price remains at S\$0.0468. The number of Placement Shares to be placed to each Placee and the placement consideration to be received from each Placee, pursuant to the Revised Placement, is set out against such Placee’s name in the Schedule to this announcement.

The execution of the Supplemental Agreement is a result of discussions between the Company and the Placees since the execution of the Placement Agreement, taking into consideration the Company’s near-term plans to diversify into new business segments which each Placee continues to support, and each Placee’s caution about overseas investment.

The estimated net proceeds from the Revised Placement, after deducting estimated fees and expenses of approximately S\$40,000, is approximately S\$1,878,800. The Board confirms that notwithstanding the reduced net proceeds from the Revised Placement, the Company will still be able to proceed with its business plans.

### 3. FINANCIAL EFFECTS OF THE REVISED PLACEMENT

The financial effects of the Revised Placement on the EPS and NTA per Share of the Group, based on the audited accounts of the Group for the financial year ended 31 December 2015, is as follows:

	Before the Revised Placement	After the Revised Placement
FY2015 Earnings/(Losses) net of tax (S\$)	(20,207)	(20,207)
EPS/Losses per Share (Singapore cents)	(0.0147)	(0.0113)
Number of Shares for calculating EPS	137,337,290	178,337,290
NTA <sup>(1)</sup> as at 31 December 2015 (S\$)	6,992,363	8,871,163 <sup>(2)</sup>
NTA per Share (Singapore cents)	5.091	4.974
Number of Shares for calculating NTA per Share	137,337,290	178,337,290

**Notes:**

- (1) NTA is computed based on total assets less total liabilities and less intangible assets.
- (2) Taking into account the estimated fees and expenses for the Revised Placement of approximately S\$40,000.

### 4. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Supplemental Agreement and the Placement Agreement is available for inspection at the registered office of the Company at Six Battery Road #10-01, Singapore 049909 during normal business hours for a period of three (3) months from the date of this announcement.

### 5. RESPONSIBILITY STATEMENT

The Directors of the Company (including any Director who may have delegated detailed supervision of the preparation of this announcement) collectively and individually 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 about the Proposed Placement, the Revised Placement, 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 the 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 the announcement in its proper form and context.

## 6. CAUTIONARY STATEMENT

Shareholders and potential investors should exercise caution when trading in Shares of the Company, and where in doubt as to the action they should take, they should consult their financial, tax or other professional adviser immediately.

By Order of the Board

Zhang Zhi Liang  
Executive Director and Chief Executive Officer  
10 February 2017

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*This announcement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume 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 Mah How Soon, Registered Professional, RHT Capital Pte. Ltd., Six Battery Road, #10-01, Singapore 049909, telephone (65) 6381 6757.*

### SCHEDULE

No.	Name of Placee, Corporate Registration Information and ultimate beneficial owners (if applicable)	No. of Placement Shares	Placement consideration (\$)
1.	Name: Quality Able Limited 宝雄有限公司 Hong Kong Company Registration No.: 2409211 Registered Address: 7/F, Spa Centre, No. 53-55 Lockhart Road, Wan Chai, Hong Kong Registered Members: i. Cheung Chi Hung (9,000 shares) ii. Su Rui Ji (1,000 shares)	8,000,000	374,400.00
2.	Name: Sky Consultants Limited 天栢顾问有限公司 Hong Kong Company Registration No.: 2449221 Registered Address: Room 06, 13a/F, South Tower, World Finance Centre, Harbour City, 17 Canton Road, Tsim Sha Tsui, Kowloon, Hong Kong Registered Members: i. Yip Chung Yuk (7,000 shares) ii. Chen Qunbiao (3,000 shares)	8,000,000	374,400.00
3.	Name: All Powerful Universe Investment Limited 上宇投资有限公司 Hong Kong Company Registration No.: 2457699 Registered Address: Rm. 2107, Lippo Centre Tower 2, 89 Queensway, Admiralty, Hong Kong Registered Member: i. Lai Hong Tao (10,000 shares)	8,000,000	374,400.00
4.	Name: Tian Qing 田青	1,000,000	46,800.00
5.	Name: Li Ying	1,000,000	46,800.00
6.	Name: Gong Gao 龚高	1,000,000	46,800.00
7.	Name: Tian Feng 田峰	1,000,000	46,800.00
8.	Name: Li Panfeng 李攀峰	1,000,000	46,800.00
9.	Name: Li Houyang 李厚洋	1,000,000	46,800.00
10.	Name: Zhang Rendong 张任东	1,000,000	46,800.00
11.	Name: Chen Min 陈敏	1,000,000	46,800.00
12.	Name: Cao Yuou 曹玉鸥	1,000,000	46,800.00
13.	Name: Wu Yue 吴越	1,000,000	46,800.00
14.	Name: Wu Chao 吴超	1,000,000	46,800.00
15.	Name: Wu Tao 吴涛	1,000,000	46,800.00
16.	Name: Ye Lixuan 叶丽璇	1,000,000	46,800.00
17.	Name: Zeng Caihua 曾彩花	1,000,000	46,800.00
18.	Name: Wang Pinghua 王平华	1,000,000	46,800.00
19.	Name: Yuan Li 元莉	1,000,000	46,800.00
20.	Name: Su Zhanduo 宿占铎	1,000,000	46,800.00
<b>Total</b>		<b>41,000,000</b>	<b>1,918,800.00</b>