



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 - FULFILMENT OF CONDITIONS PRECEDENT

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 and 12 March 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 and (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. FULFILMENT OF CONDITIONS PRECEDENT

The Board wishes to announce that on the date of this announcement, the Company and the Vendor have fulfilled all of the Conditions Precedent of the Share Sale Agreement. Please refer to the Previous Announcements for further information regarding, among others, the Conditions Precedent of the Share Sale Agreement.

2. TRANSFER OF SALE SHARES AND ALLOTMENT OF CONSIDERATION SHARES

The Company targets to complete both (i) the transfer of the Sale Shares from the Vendor to the Company and (ii) the allotment and issue of 85,714,285 Consideration Shares to the Vendor on 3 May 2024. The Company will make further announcements to keep Shareholders updated upon the completion of the Proposed Acquisition.

3. TRADING CAUTION

Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. There is no certainty or assurance as at the date of this announcement that the Proposed Acquisition will be completed or that no changes will be made to the terms thereof. Shareholders and potential investors are advised to exercise caution when dealing in the securities of the Company. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Anthony Ang Meng Huat
Executive Director

30 April 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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