

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

---

**MANDATORY CONDITIONAL CASH OFFER BY HONG LEONG FINANCE LIMITED, FOR AND ON BEHALF OF MR WONG SIU FAI, FOR ALL THE ISSUED AND PAID-UP ORDINARY SHARES IN THE CAPITAL OF SUNRISE SHARES HOLDINGS LTD.**

---

**1. INTRODUCTION**

The board of directors (the “**Board**” or “**Directors**”) of Sunrise Shares Holdings Ltd. (the “**Company**”) wishes to inform the shareholders of the Company (“**Shareholders**”) that on 6 December 2018, Hong Leong Finance Limited has, for and on behalf of Mr Wong Siu Fai (the “**Offeror**”), announced that the Offeror is required to make a mandatory conditional cash offer (“**Offer**”) for all the issued and paid-up ordinary shares in the capital of the Company (“**Shares**”), other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with the Offeror, in accordance with Section 139 of the Securities and Futures Act, Chapter 289 of Singapore and Rule 14 of The Singapore Code on Take-overs and Mergers (“**Code**”) (“**Offer Announcement**”). The offer price for each Share is S\$0.017.

On 6 December 2018, Hong Kong Zhong Tong Wealth Management Limited (“**HKZT**”), a company controlled by the Offeror, acquired 90% of the total issued and paid-up share capital of Quality Able Limited (“**QAL**”) for a total consideration of S\$122,400 (“**Acquisition**”). QAL is a Shareholder of the Company, holding an aggregate of 8,000,000 Shares, representing approximately 4.49% of the total number of issued Shares.

Prior to the Acquisition, the Offeror owned or controlled, directly or indirectly, an aggregate of 53,012,815 Shares, representing approximately 29.73% of the total number of issued Shares. As a result of the Acquisition, as the Offeror is the beneficial owner of HKZT, the Offeror owns or controls, directly or indirectly, an aggregate of 61,012,815 Shares, representing approximately 34.22% of the total number of issued Shares. Accordingly, the Offeror is required to make the Offer.

A copy of the Offer Announcement is attached to this announcement and is also available on the website of the Singapore Exchange Securities Trading Limited at [www.sgx.com](http://www.sgx.com). Shareholders are advised to review, in conjunction with this announcement, the Offer Announcement in its entirety and carefully.

**2. DESPATCH OF THE OFFER DOCUMENT**

According to the Offer Announcement, the formal offer document (the “**Offer Document**”) setting out the full terms and conditions of the Offer and enclosing the relevant forms of acceptance of the Offer, will be despatched to Shareholders not earlier than 14 days and not later than 21 days from the date of the Offer Announcement.

### 3. INDEPENDENT FINANCIAL ADVISER

The Board has appointed Novus Corporate Finance Pte. Ltd. as the independent financial adviser (the “**IFA**”) to advise the Directors who are regarded as independent for the purposes of the Offer under the Code (the “**Independent Directors**”). A circular (the “**Offeree Circular**”) containing, *inter alia*, the advice of the IFA and the recommendation of the Independent Directors on the Offer will be despatched by the Company to Shareholders within 14 days from the date of despatch of the Offer Document to be issued by or on behalf of the Offeror.

**In the meantime, Shareholders are advised to exercise caution when dealing in their Shares and to refrain from taking any action in relation to their Shares which may be prejudicial to their interests, until they or their professional advisers have carefully considered the information of the Offer and recommendations of the Independent Directors to Shareholders in relation to the Offer, as well as the advice of the IFA, all of which will be set out in the Offeree Circular to be issued in due course. Shareholders who are in doubt as to the action they should take should consult their stockbroker, bank manager, solicitor or other professional advisers.**

### 4. RESPONSIBILITY STATEMENT

The Directors (including any who may have delegated detailed supervision of this announcement) have taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and that there are no material facts not contained in this announcement, the omission of which would make any statement in this announcement misleading, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources (including without limitation, the Offer Announcement), the sole responsibility of the Directors has been to ensure, through reasonable enquiries, that such information is accurately and correctly extracted from such sources or, as the case may be, accurately and correctly reflected or reproduced in this announcement.

### BY ORDER OF THE BOARD

**Zhang Zhi Liang**

Executive Director and Chief Executive Officer

6 December 2018

---

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, ZICO Capital Pte. Ltd. (the “**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this announcement.*

*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. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.*