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PROPOSED ACQUISITION BY SUNRISE TECHNOLOGY INVESTMENT HOLDING PTE. LTD. OF ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF SUNNINGDALE TECH LTD. (OTHER THAN THE KBH ROLLOVER SHARES) BY WAY OF A SCHEME OF ARRANGEMENT

DEALINGS DISCLOSURE ANNOUNCEMENT

1. Introduction

Rippledot Capital Advisers Pte. Ltd. and United Overseas Bank Limited (the “**Joint Financial Advisers**”) refer to:

- (i) the joint announcement (the “**Joint Announcement**”) released on 9 November 2020 in relation to the proposed acquisition (the “**Acquisition**”) of all the issued ordinary shares in the capital of Sunningdale Tech Ltd. (“**Sunningdale**”, and such ordinary shares, the “**Sunningdale Shares**”), other than the KBH Rollover Shares, by Sunrise Technology Investment Holding Pte. Ltd. (the “**Offeror**”), by way of a scheme of arrangement (the “**Scheme**”) in accordance with Section 210 of the Companies Act, Chapter 50 of Singapore and the Singapore Code on Take-overs and Mergers (the “**Code**”); and
- (ii) the joint announcement released on 19 January 2021 in relation to the increase to the Scheme Consideration (the “**Revision Announcement**”).

All capitalised terms used and not defined herein shall have the same meanings given to them in the Joint Announcement and/or the Revision Announcement (as the case may be).

2. Dealings by a Concert Party

2.1 As indicated in the Joint Announcement, Mdm Leong Siew Fong, the spouse of Mr Koh Boon Hwee (“**KBH**”), would be transferring the 22,008 Sunningdale Shares held by her to KBH (the “**Transfer**”), for a consideration at or lower than the Cash Consideration payable under the Scheme.

2.2 Pursuant to Rule 12.1 of the Code, the Joint Financial Advisers wish to announce, for and on behalf of the Offeror, that the Transfer has been completed on 19 January 2021. The details of the Transfer are set out below:

Description	
Aggregate number of Sunningdale Shares transferred pursuant to the Transfer (the “ Transferred Shares ”)	22,008

Percentage of the total number of Sunningdale Shares ⁽¹⁾ constituted by the Transferred Shares	0.01% ⁽²⁾
Consideration paid per Sunningdale Share for the Sunningdale Shares transferred pursuant to the Transfer, excluding brokerage fees, clearing fees and applicable taxes	S\$1.55
Resultant total number of Sunningdale Shares held by KBH after the Transfer	29,969,409
Percentage of the total number of Sunningdale Shares ⁽¹⁾ constituted by the resultant total number of Sunningdale Shares held by KBH after the Transfer	15.56% ⁽²⁾

Notes:

- (1) References to the total number of Sunningdale Shares in this Announcement are based on 192,622,836 Sunningdale Shares in issue as at 5.00 p.m. (Singapore time) on 19 January 2021.
- (2) Rounded to the nearest two decimal places.

3. Responsibility Statement

The directors of the Offeror and HoldCo (including any who may have delegated detailed supervision of the preparation 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, where appropriate, no material facts in relation thereto have been omitted from this Announcement, and the directors of the Offeror and HoldCo jointly and severally accept responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from Sunningdale, the sole responsibility of the directors of the Offeror and HoldCo has been to ensure that, through reasonable enquiries, such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

Issued by

Rippledot Capital Advisers Pte. Ltd. and United Overseas Bank Limited

For and on behalf of

Sunrise Technology Investment Holding Pte. Ltd.

20 January 2021

Any queries relating to this Announcement, the Acquisition or the Scheme should be directed to one of the following:

Rippledot Capital Advisers Pte. Ltd.

6 Battery Road, #19-01A
Singapore 049909
Tel: +65 6812 7373

United Overseas Bank Limited

80 Raffles Place
#03-03, UOB Plaza 1
Singapore 048624
Tel: +65 6539 7066

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as “seek”, “expect”, “anticipate”, “estimate”, “believe”, “intend”, “project”, “plan”, “strategy”, “forecast” and similar expressions or future or conditional verbs such as “will”, “would”, “should”, “could”, “may” and “might”. These statements reflect HoldCo’s and/or the Offeror’s (as the case may be) current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Sunningdale Shareholders and investors of HoldCo, the Offeror and Sunningdale should not place undue reliance on such forward-looking statements, and neither HoldCo nor the Offeror undertakes any obligation to update publicly or revise any forward-looking statements.