



M M P RESOURCES LIMITED

(Incorporated in the Republic of Singapore)  
(Registration No: 200613299H)

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## ENTRY INTO ADVISORY SERVICES AGREEMENT

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### 1. INTRODUCTION

The Board of Directors ("**Board**") of MMP Resources Limited (the "**Company**" and together with its subsidiaries the "**Group**") wishes to announce that it has entered into an agreement with Maiora Asset Management Pte Ltd ("**Maiora Asset**") and Maiora Asian Structured Finance Fund ("**MASFF**") today whereby Maiora Asset and MASFF shall provide the Company with advisory services for a term of twelve months (the "**Term**").

### 2. THE ADVISORY SERVICE AGREEMENT

2.1 In consideration for the financial advisory services to be provided to the Company by MASFF, the Company shall issue such number of new ordinary shares in the capital of the Company (the "**Maiora Consideration Shares**") to MASFF as a fee for its services for the Term, the aggregate of which amounts to US\$500,000 (the "**Maiora Consideration Shares Issue**").

2.2 In consideration for the fundraising and mergers and acquisitions advisory services to be provided to the Company by Maiora Asset, the Company shall pay Maiora Asset as follows:

- (i) in respect of the completion of successful fundraising activities, 5% of the funds successfully raised which shall be payable upon the drawdown of the funds; and
- (ii) in respect of successful mergers and acquisitions, 6% of the value of the target introduced to the Company by Maiora Asset, and the successful acquisition of which was facilitated by Maiora Asset, which shall be payable upon the closing of the merger and/or acquisition.

2.3 The Maiora Consideration Shares shall rank for any dividend, right, allotment or other distribution, the Record Date of which falls after the date of issuance and will rank *pari passu* in all respects with the shares in the Company then existing. The "**Record Date**" means, in relation to any dividend, right, allotment or other distribution, the date on which shareholders must be registered in the register of members of the Company (the "**Shareholders**") in order to participate in such dividend, right, allotment or other distribution.

### 3. CONDITIONS FOR THE MAIORA CONSIDERATION SHARES ISSUE

The Maiora Consideration Shares Issue is subject to, amongst other things, receipt of all requisite approvals, including, *inter alia*:

- (a) the in-principle approval of the SGX-ST (the "**AIP**") being obtained for the listing of the Maiora Consideration Shares on the SGX-ST; and
- (b) Shareholders' approval for the issue of the Maiora Consideration Shares Issue.

The Company will make an application to the SGX-ST for the listing of and quotation for the Maiora Consideration Shares on the Mainboard of the SGX-ST, and will make the necessary announcement upon receipt of the AIP from the SGX-ST.

An extraordinary general meeting will be convened to seek the shareholders' approval for the Maiora Consideration Shares Issue. A circular containing further details of the Maiora Consideration Shares Issue and the convening of an extraordinary general meeting for the purpose of seeking Shareholders' approval will be despatched to Shareholders in due course.

**4. INFORMATION ON MASFF**

As at the date of this Announcement, MASFF holds 135,000,000 ordinary shares in the share capital of the Company, representing approximately 7.87% of the existing issued share capital of the Company.

**5. ABSTENTION FROM VOTING**

In accordance with Rule 812(2) of the Mainboard Rules, MASFF and its associates shall abstain from voting on the resolutions pertaining to the Maiora Consideration Shares Issue. Furthermore, MASFF shall decline, and shall ensure that its associates decline to accept appointment as proxy/proxies to vote at the extraordinary general meeting in respect of the resolutions relating to the Maiora Consideration Shares Issue for other Shareholders unless the Shareholder concerned shall have given specific instructions as to the manner in which his votes are to be cast at the extraordinary general meeting.

**BY ORDER OF THE BOARD**

Paul Andrew Crosio  
Executive Director  
13 June 2016