SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN

3 (Electronic Format)

FORM

Explanatory Notes

- 1. Please read the explanatory notes carefully before completing the notification form.
- This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
 - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
 - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at http://www.mas.gov.sg (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1. Name of Listed Issuer:

Memories Group Limited

- 2. Type of Listed Issuer:
 - ✓ Company/Corporation
 - Registered/Recognised Business Trust
 - Real Estate Investment Trust

3. Is more than one Substantial Shareholder/Unitholder giving notice in this form?

- No (Please proceed to complete Part II)
- ✓ Yes (Please proceed to complete Parts III & IV)
- 4. Date of notification to Listed Issuer:

25-Nov-2022

	Part III - Substantial Sh	areholder(s)/Un	itholder(s) Detai	ls
[To	be used for multiple Substantial Sha	reholders/Unitholo	ders to give notice]	
<u>Sub</u>	stantial Shareholder/Unitholder A	()		
1.	Name of Substantial Shareholder/	Unitholder:		
	SHC Capital Holdings Pte. Ltd.]
2.	Is Substantial Shareholder/Unithe securities of the Listed Issuer are h		•	[⊿] whose interest in the
	✓ No			
3.	Notification in respect of:			
	Becoming a Substantial Sharehold			
	Change in the percentage level of		maining a Substantia	I Shareholder/Unitholder
	Ceasing to be a Substantial Share	holder/Unitholder		
4.	Date of acquisition of or change in	interest:		
	25-Nov-2022			
5.	Date on which Substantial Shareho change in, interest (1) (if different			•
	25-Nov-2022			
6.	Explanation (<i>if the date of becomin change in, interest</i>):	ng aware is differe	ent from the date of	acquisition of, or the
7.	Quantum of total voting shar rights/options/warrants/convertible Shareholder/Unitholder before and	debentures {conv	ersion price known	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or erlying the ts/options/warrants/convertible debentures:	35,662,759	0	35,662,759
	a percentage of total no. of voting res/ເ	7.1	0	7.1
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
	of voting shares/units held and/or erlying the rights/options/warrants/	0	0	0

0

0

0

shares/(

convertible debentures :

As a percentage of total no. of voting

9.	[You	tionship between the Substantial Shareholders/Unitholders giving notice in this form: may attach a chart in item 10 to show the relationship between the Substantial eholders/Unitholders]
	owne	Capital Holdings Pte. Ltd. is wholly owned by See Hoy Chan Holdings Pte. Ltd., which is in turn wholly d by See Hoy Chan Sdn. Berhad. Each of Mr Teo Soo Kiat, Mr Teo Soo Chew and Mr Teo Chiang Khai interests in See Hoy Chan Sdn. Berhad.
10.	Atta	chments (<i>if any</i>): 🕤
	Ø	(The total file size for all attachment(s) should not exceed 1MB.)
1.	lf thi	s is a replacement of an earlier notification, please provide:
	(a)	SGXNet announcement reference of the first notification which was announced on SGXNet (<i>the "Initial Announcement"</i>):
	(b)	Date of the Initial Announcement:
	(~)	
	(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
2.	Rem	marks (<i>if any</i>):
2.	Unles	
12.	Unles Group In cor (2022 (other indire	imarks (if any): s otherwise defined, the terms used herein shall have the meanings ascribed to them in Memories of Limited's ("Company") circular to shareholders dated 3 November 2022. nnection with the exit offer ("Exit Offer") by SAC Capital Private Limited for and on behalf of Memories
12.	Unles Group In cor (2022 (other indire issued The E arises	harks (<i>if any</i>): s otherwise defined, the terms used herein shall have the meanings ascribed to them in Memories b Limited's ("Company") circular to shareholders dated 3 November 2022. Annection with the exit offer ("Exit Offer") by SAC Capital Private Limited for and on behalf of Memories) Pte Limited ("Offeror") to acquire (i.) all issued ordinary shares ("Shares") in the capital of the Company r than those Shares already held by the Company as treasury shares and those held directly and betty by the Offeror) as at the date of the Exit Offer and (ii.) any Second Tranche Shares unconditionally

1.	Name of Substantial Shareholder/Unitholder:
	See Hoy Chan Holdings Pte. Ltd.
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)? Yes No
3.	Notification in respect of:
	Becoming a Substantial Shareholder/Unitholder
	Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	25-Nov-2022
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	25-Nov-2022

- 6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):
- 7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total		
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	35,662,759	35,662,759		
As a percentage of total no. of voting shares/د):	0	7.1	7.1		
Immediately after the transaction	Direct Interest	Deemed Interest	Total		
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	0	0		
As a percentage of total no. of voting shares/t	0	0	0		

See Hoy Chan Holdings Pte. Ltd. has a deemed interest in 35,662,759 ordinary shares in Memories Group
Limited held by SHC Capital Holdings Pte. Ltd. arising from its 100.0% interest in SHC Capital
Holdings Pte. Ltd.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

See Hoy Chan Holdings Pte. Ltd. has a deemed interest in 35,662,759 ordinary shares in Memories Group Limited ("Shares") held by SHC Capital Holdings Pte. Ltd. arising from its 100.0% interest in SHC Capital Holdings Pte. Ltd..

10. Attachments (if any): 🕤

(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

- (b) Date of the Initial Announcement:
- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (if any):

Unless otherwise defined, the terms used herein shall have the meanings ascribed to them in Memories Group Limited's ("Company") circular to shareholders dated 3 November 2022.

In connection with the exit offer ("Exit Offer") by SAC Capital Private Limited for and on behalf of Memories (2022) Pte Limited ("Offeror") to acquire (i.) all issued ordinary shares ("Shares") in the capital of the Company (other than those Shares already held by the Company as treasury shares and those held directly and indirectly by the Offeror) as at the date of the Exit Offer and (ii.) any Second Tranche Shares unconditionally issued prior to the Closing Date (collectively, "Offer Shares").

The Exit Offer was declared unconditional in all respects on 18 November 2022. The change in deemed interest arises from the settlement of the Exit Offer Consideration due in respect of 35,662,759 Offer Shares and the transfer of such 35,662,759 Offer Shares to the Offeror.

The percentage of shares before and after the transaction is calculated based on the total number of Shares as at the Latest Practicable Date of 502,170,955 Shares.

9

Substantial Shareholder/Unitholder C

1. Name of Substantial Shareholder/Unitholder:

See Hoy Chan Sdn. Berhad.

- 2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?
 - Yes
 - ✓ No
- 3. Notification in respect of:
 - Becoming a Substantial Shareholder/Unitholder
 - Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 - Ceasing to be a Substantial Shareholder/Unitholder
- 4. Date of acquisition of or change in interest:

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

25-Nov-2022	
23-1100-2022	

- 6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):
- 7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	35,662,759	35,662,759
As a percentage of total no. of voting shares/ເງ:	0	7.1	7.1
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	0	0
As a percentage of total no. of voting shares/ເ	0	0	0

See Hoy Chan Sdn. Berhad. has a deemed interest in 35,662,759 Shares held by SHC Capital Holdings Pte. Ltd., arising from its 100.0% interest in See Hoy Chan Holdings Pte. Ltd., which in turn holds 100.0% interest in SHC Capital Holdings Pte. Ltd.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

SHC Capital Holdings Pte. Ltd. is wholly owned by See Hoy Chan Holdings Pte. Ltd., which is in turn wholly owned by See Hoy Chan Sdn. Berhad. Each of Mr Teo Soo Kiat, Mr Teo Soo Chew and Mr Teo Chiang Khai holds interests in See Hoy Chan Sdn. Berhad.

10. Attachments (if any):

(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

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- (b) Date of the Initial Announcement:
- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (if any):

Unless otherwise defined, the terms used herein shall have the meanings ascribed to them in Memories Group Limited's ("Company") circular to shareholders dated 3 November 2022.

In connection with the exit offer ("Exit Offer") by SAC Capital Private Limited for and on behalf of Memories (2022) Pte Limited ("Offeror") to acquire (i.) all issued ordinary shares ("Shares") in the capital of the Company (other than those Shares already held by the Company as treasury shares and those held directly and indirectly by the Offeror) as at the date of the Exit Offer and (ii.) any Second Tranche Shares unconditionally issued prior to the Closing Date (collectively, "Offer Shares").

The Exit Offer was declared unconditional in all respects on 18 November 2022. The change in deemed interest arises from the settlement of the Exit Offer Consideration due in respect of 35,662,759 Offer Shares and the transfer of such 35,662,759 Offer Shares to the Offeror.

The percentage of shares before and after the transaction is calculated based on the total number of Shares as at the Latest Practicable Date of 502,170,955 Shares.

9

Substantial Shareholder/Unitholder D

1. Name of Substantial Shareholder/Unitholder:

Teo Soo Kiat

- 2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?
 - Yes
 - ✓ No
- 3. Notification in respect of:
 - Becoming a Substantial Shareholder/Unitholder
 - Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 - Ceasing to be a Substantial Shareholder/Unitholder
- 4. Date of acquisition of or change in interest:

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

25-Nov-2022	
20 1100 2022	

- 6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):
- 7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	35,662,759	35,662,759
As a percentage of total no. of voting shares/ເງ:	0	7.1	7.1
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	0	0
As a percentage of total no. of voting shares/ເ	0	0	0

Mr Teo Soo Kiat is deemed to be interested in 35,662,759 Shares held by SHC Capital Holdings Pte. Ltd. by virtue of his interest in See Hoy Chan Sdn. Berhad. SHC Capital Holdings Pte. Ltd. is wholly owned by See Hoy Chan Holdings Pte. Ltd., which is in turn wholly owned by See Hoy Chan Sdn. Berhad.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

SHC Capital Holdings Pte. Ltd. is wholly owned by See Hoy Chan Holdings Pte. Ltd., which is in turn wholly owned by See Hoy Chan Sdn. Berhad. Each of Mr Teo Soo Kiat, Mr Teo Soo Chew and Mr Teo Chiang Khai holds interests in See Hoy Chan Sdn. Berhad.

10. Attachments (if any):

(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

- (b) Date of the Initial Announcement:
- (c) 15-digit transaction reference number of the relevant transaction in the Form 3
 - which was attached in the Initial Announcement:

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12. Remarks (if any):

Unless otherwise defined, the terms used herein shall have the meanings ascribed to them in Memories Group Limited's ("Company") circular to shareholders dated 3 November 2022.

In connection with the exit offer ("Exit Offer") by SAC Capital Private Limited for and on behalf of Memories (2022) Pte Limited ("Offeror") to acquire (i.) all issued ordinary shares ("Shares") in the capital of the Company (other than those Shares already held by the Company as treasury shares and those held directly and indirectly by the Offeror) as at the date of the Exit Offer and (ii.) any Second Tranche Shares unconditionally issued prior to the Closing Date (collectively, "Offer Shares").

The Exit Offer was declared unconditional in all respects on 18 November 2022. The change in deemed interest arises from the settlement of the Exit Offer Consideration due in respect of 35,662,759 Offer Shares and the transfer of such 35,662,759 Offer Shares to the Offeror.

The percentage of shares before and after the transaction is calculated based on the total number of Shares as at the Latest Practicable Date of 502,170,955 Shares.

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Substantial Shareholder/Unitholder E

Name of	Substantial	Shareholder/I	Unitholder:

Teo Soo Chew

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- 2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?
 - Yes
 - ✓ No
- 3. Notification in respect of:
 - Becoming a Substantial Shareholder/Unitholder
 - Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 - Ceasing to be a Substantial Shareholder/Unitholder
- 4. Date of acquisition of or change in interest:

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

25-Nov-2022	
23-1100-2022	

- 6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):
- 7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	35,662,759	35,662,759
As a percentage of total no. of voting shares/ເງ	0	7.1	7.1
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	0	0
As a percentage of total no. of voting shares/ເ	0	0	0

Mr Teo Soo Chew is deemed to be interested in the 35,662,759 Shares held by SHC Capital Holdings Pte. Ltd. by virtue of his interest in See Hoy Chan Sdn. Berhad. SHC Capital Holdings Pte. Ltd. is wholly owned by See Hoy Chan Holdings Pte. Ltd., which is in turn wholly owned by See Hoy Chan Sdn. Berhad.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

SHC Capital Holdings Pte. Ltd. is wholly owned by See Hoy Chan Holdings Pte. Ltd., which is in turn wholly owned by See Hoy Chan Sdn. Berhad. Each of Mr Teo Soo Kiat, Mr Teo Soo Chew and Mr Teo Chiang Khai holds interests in See Hoy Chan Sdn. Berhad.

10. Attachments (if any): 🕤

(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

- (b) Date of the Initial Announcement:
- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

12. Remarks (if any):

Unless otherwise defined, the terms used herein shall have the meanings ascribed to them in Memories Group Limited's ("Company") circular to shareholders dated 3 November 2022.

In connection with the exit offer ("Exit Offer") by SAC Capital Private Limited for and on behalf of Memories (2022) Pte Limited ("Offeror") to acquire (i.) all issued ordinary shares ("Shares") in the capital of the Company (other than those Shares already held by the Company as treasury shares and those held directly and indirectly by the Offeror) as at the date of the Exit Offer and (ii.) any Second Tranche Shares unconditionally issued prior to the Closing Date (collectively, "Offer Shares").

The Exit Offer was declared unconditional in all respects on 18 November 2022. The change in deemed interest arises from the settlement of the Exit Offer Consideration due in respect of 35,662,759 Offer Shares and the transfer of such 35,662,759 Offer Shares to the Offeror.

The percentage of shares before and after the transaction is calculated based on the total number of Shares as at the Latest Practicable Date of 502,170,955 Shares.

9

Substantial Shareholder/Unitholder F

1. Name of Substantial Shareholder/Unitholder:

Teo Chiang Khai

- 2. Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?
 - Yes
 - ✓ No
- 3. Notification in respect of:
 - Becoming a Substantial Shareholder/Unitholder
 - Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
 - Ceasing to be a Substantial Shareholder/Unitholder
- 4. Date of acquisition of or change in interest:

5. Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):

25-Nov-2022	
23-1100-2022	

- 6. Explanation (*if the date of becoming aware is different from the date of acquisition of, or the change in, interest*):
- 7. Quantum of total voting shares/units (*including voting shares/units underlying rights/options/warrants/convertible debentures {conversion price known}*) held by Substantial Shareholder/Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/convertible debentures:	0	35,662,759	35,662,759
As a percentage of total no. of voting shares/ເງ:	0	7.1	7.1
Immediately after the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	0	0	0
As a percentage of total no. of voting shares/ເ	0	0	0

Mr Teo Chiang Khai is deemed to be interested in 35,662,759 Shares held by SHC Capital Holdings Pte. Ltd. by virtue of his interest in See Hoy Chan Sdn. Berhad. SHC Capital Holdings Pte. Ltd. is wholly owned by See Hoy Chan Holdings Pte. Ltd., which is in turn wholly owned by See Hoy Chan Sdn. Berhad.

9. Relationship between the Substantial Shareholders/Unitholders giving notice in this form: [You may attach a chart in item 10 to show the relationship between the Substantial Shareholders/Unitholders]

SHC Capital Holdings Pte. Ltd. is wholly owned by See Hoy Chan Holdings Pte. Ltd., which is in turn wholly owned by See Hoy Chan Sdn. Berhad. Each of Mr Teo Soo Kiat, Mr Teo Soo Chew and Mr Teo Chiang Khai holds interests in See Hoy Chan Sdn. Berhad.

10. Attachments (if any):

(The total file size for all attachment(s) should not exceed 1MB.)

- 11. If this is a **replacement** of an earlier notification, please provide:
 - (a) SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (*the "Initial Announcement"*):

- (b) Date of the Initial Announcement:
- (c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:

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12. Remarks (if any):

Unless otherwise defined, the terms used herein shall have the meanings ascribed to them in Memories Group Limited's ("Company") circular to shareholders dated 3 November 2022.

In connection with the exit offer ("Exit Offer") by SAC Capital Private Limited for and on behalf of Memories (2022) Pte Limited ("Offeror") to acquire (i.) all issued ordinary shares ("Shares") in the capital of the Company (other than those Shares already held by the Company as treasury shares and those held directly and indirectly by the Offeror) as at the date of the Exit Offer and (ii.) any Second Tranche Shares unconditionally issued prior to the Closing Date (collectively, "Offer Shares").

The Exit Offer was declared unconditional in all respects on 18 November 2022. The change in deemed interest arises from the settlement of the Exit Offer Consideration due in respect of 35,662,759 Offer Shares and the transfer of such 35,662,759 Offer Shares to the Offeror.

The percentage of shares before and after the transaction is calculated based on the total number of Shares as at the Latest Practicable Date of 502,170,955 Shares.

Part IV - Transaction details

1.	Type of securities which are the subject of the transaction (more than one option may be chosen):			
	Voting shares/units			
	Rights/Options/Warrants over voting shares/units			
	Convertible debentures over voting shares/units (conversion price known)			
	Others (<i>please specify</i>):			
2.	Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:			
	35,662,759 ordinary shares			
3.	5,662,759 ordinary shares mount of consideration paid or received by Substantial Shareholders/Unitholders (<i>excluding</i> <i>okerage and stamp duties</i>): 5,662,759 ordinary shares in the capital of Memories (2022) Pte. Limited rcumstance giving rise to the interest or change in interest: cquisition of: Securities via market transaction Securities via off-market transaction (<i>e.g. married deals</i>) Securities via physical settlement of derivatives or other securities Securities pursuant to rights issue Securities via a placement Securities following conversion/exercise of rights, options, warrants or other convertibles			
	35,662,759 ordinary shares in the capital of Memories (2022) Pte. Limited			
4.	Circumstance giving rise to the interest or change in interest:			
	Acquisition of:			
	•			
	Securities via off-market transaction (<i>e.g. married deals</i>)			
	Securities via physical settlement of derivatives or other securities			
	Securities pursuant to rights issue			
	Securities via a placement			
	Securities following conversion/exercise of rights, options, warrants or other convertibles			
	Disposal of:			
	Securities via market transaction			
	Securities via off-market transaction (e.g. married deals)			
	Other circumstances:			
	✓ Acceptance of take-over offer for the Listed Issuer			
	Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (<i>please specify</i>):			
	Others (<i>please specify</i>):			

Item 5 is to be completed by an individual submitting this notification form on behalf of the Substantial Shareholders/Unitholders.

5. Particulars of Individual submitting this notification form to the Listed Issuer:

(a) Name of Individual:

Teo Yiam Beng Steven

- (b) Designation (*if applicable*):
- (c) Name of entity (*if applicable*):

See Hoy Chan Sdn. Berhad.

Transaction Reference Number (auto-generated):

2	5	6	7	7	8	4	4	8	3	2	0	7	3	3	