

MM2 ASIA LTD.

(Company Registration No.: 201424372N)
(Incorporated in the Republic of Singapore)

PROPOSED RENOUNCEABLE RIGHTS ISSUE – CLARIFICATION ANNOUNCEMENT

The board of directors (the "**Board**" or "**Directors**") of mm2 Asia Ltd. (the "**Company**") refers to the Company's announcement on 29 September 2023 regarding the Company's Proposed Renounceable Rights Issue (the "**Announcement**").

Unless otherwise defined, all capitalised terms used herein shall have the same meanings ascribed to them in the Announcement.

As disclosed in the Announcement:

- (i) each of OHL and GSH (collectively, the "**Undertaking Shareholders**"), being substantial Shareholders, has given Irrevocable Undertakings, which includes an undertaking to, among others, make excess applications and payment for, in respect of OHL, up to 591,208,280 Excess Rights Shares, and, in respect of GSH, up to 591,208,280 Excess Rights Shares, that remain unsubscribed for by the Entitled Shareholders (inclusive of the Undertaking Shareholders) at the closing date of the Rights Issue ("**Closing Date**"), provided that following the completion of the Rights Issue (after satisfying all applications and excess applications (if any) for the Rights Shares, the total shareholding of OHL and those parties acting in concert with him, and the total shareholding of GSH and those parties acting in concert with him, each remain less than 30.0% of the total enlarged issued and paid-up share capital of the Company; and
- (ii) in the allotment of Excess Rights Shares, preference will be given to Shareholders for the rounding of odd lots, whereas Directors and substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company, or the terms of the Rights Issue, or have a representation (direct or through a nominee) on the Board, will rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.

The Company wishes to clarify that as none of the Undertaking Shareholders (i) are Directors; (ii) are substantial Shareholders who have control or influence over the Company in connection with the day-to-day affairs of the Company, or the terms of the Rights Issue; or (iii) have representation (direct or through a nominee) on the Board, in accordance with the disclosures in the Announcement, the Undertaking Shareholders will not rank last in priority for the rounding of odd lots and allotment of Excess Rights Shares.

The table below illustrates the shareholding of the Company before and upon completion of the Rights Issue under the Maximum Subscription Scenario and the Minimum Subscription Scenario:

Minimum Subscription Scenario:

	Shareholding at the Record Date	Provisional entitlement to Nil-Paid Rights	Number of Excess Rights subscribe for	Shareholding at the completion of the Rights Issue	%
OHL	235,776,100	117,888,050	591,208,280	944,872,430	22.57%
GSH	190,000,000	95,000,000	591,208,280	876,208,280	20.93%
Other Shareholders	2,364,833,120	-	-	2,364,833,120	56.50%
Dilution arising from the exercise of Warrants and conversion of the Bonds ⁽¹⁾	-	-	-	-	0.00%
Total	2,790,609,220	212,888,050	1,182,416,560	4,185,913,830	100.0%

Note:

- (1) The Minimum Subscription Scenario assumes that none of the Warrants and Bonds are exercised or converted before the Record Date and up to the completion of the Rights Issue.

Maximum Subscription Scenario:

	Shareholding at the Record Date	Provisional entitlement to Nil-Paid Rights	Number of Excess Rights subscribe for	Shareholding at the completion of the Rights Issue	%
OHL	235,776,100	117,888,050	-	353,664,150	6.64%
GSH	190,000,000	95,000,000	-	285,000,000	5.35%
Other Shareholders	2,364,833,120	1,182,416,560	-	3,547,249,680	66.57%
Dilution arising from the exercise of Warrants and conversion of the Bonds ⁽²⁾	761,700,000 ⁽²⁾	380,850,000	-	1,142,550,000 ^{(2),(3)}	21.44%
Total	3,552,309,220	1,766,154,610	-	5,328,463,830	100.0%

Notes:

- (2) The Maximum Subscription Scenario assumes that all outstanding Warrants and Bonds are exercised or converted before the Record Date.
- (3) The Rights Issue will result in adjustments to (a) in the case of the Warrants, the number of Warrants held by each holder and the exercise price of the Warrants, which will come into effect on the day following the Closing Date; and (b) in the case of the Bonds, the conversion price, which will come into effect one day after the Record Date, each in accordance with applicable terms and conditions. In the event (a) all outstanding Warrants are exercised after the Closing Date but prior to completion of the Rights Issue; and (b) all outstanding Bonds are converted after the Record Date but prior to completion of the Rights Issue, such exercise and conversion will result in the Company issuing an aggregate of 910,915,000 Shares. Further details relating to such adjustments will be set out in the circular to Shareholders pertaining to the Rights Issue which will be despatched to Shareholders in due course.

BY ORDER OF THE BOARD

Melvin Ang Wee Chye
Executive Chairman
17 October 2023