



RESULTS OF ANNUAL GENERAL MEETING HELD ON 23 JULY 2019

The Board of Directors (the "**Board**") of Memories Group Limited (the "**Company**") wishes to announce that at the Annual General Meeting ("**AGM**") of the Company held on 23 July 2019, all resolutions as set out in the Notice of AGM dated 8 July 2019 were duly passed by way of poll.

The information as required under Rule 704(15) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**") is as follows:

(a) **Breakdown of all valid votes cast at the AGM**

Resolution number and details	Total number of Shares represented by votes for and against the relevant resolution	For		Against		
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	
Ordinary Resolution – Ordinary Business						
1	Adoption of the Directors' Statement and Audited Financial Statements for the financial year ended 31 March 2019 together with the Independent Auditor's Report	386,417,645	386,416,360	100	1,285	NM*
2	Approval of Directors' fees of up to S\$130,000 for the financial year ending 31 March 2020, payable quarterly in arrears	386,417,645	386,402,075	100	15,570	NM*
3	Re-election of Mr. Serge Pun @ Theim Wai as a Director of the Company	386,417,645	386,416,360	100	1,285	NM*





Resolution number and details	Total number of Shares represented by votes for and against the relevant resolution	For		Against		
		Number of Shares	As a percentage of total number of votes for and against the resolution (%)	Number of Shares	As a percentage of total number of votes for and against the resolution (%)	
4	Re-election of Mr. Pun Chi Yam Cyrus as a Director of the Company	386,417,645	386,416,360	100	1,285	NM*
5	Re-election of Mr. Lee Chye Beng Robin as a Director of the Company	386,417,645	386,416,360	100	1,285	NM*
6	Re-election of Mr. Chan Chun Hung Vincent as a Director of the Company	386,417,645	386,416,360	100	1,285	NM*
7	Re-appoint Nexia TS Public Accounting Corporation as Independent Auditor	386,417,645	386,412,075	100	5,570	NM*
Ordinary Resolution – Special Business						
8	Authority to issue Shares pursuant to the share issue mandate	386,417,645	386,402,075	100	15,570	NM*
9	Renewal of Shareholders' Mandate for Interested Person Transactions	177,288,371	177,272,801	99.99	15,570	0.01
10	Authority to allot and issue Shares under the Memories Performance Share Plan	386,417,645	386,402,075	100	15,570	NM*

* NM means not meaningful, less than 0.01%





- (b) Mr Lee Chye Beng Robin having been re-elected as a Director of the Company, remains as a Non-Executive Independent Director, the Chairman of Remuneration Committee and a member of the Audit Risk and Management Committee and Nominating Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.
- (c) No party was required to abstain from voting on any resolution put to the AGM except for the following:-

Resolution number and details	Parties who are required to abstain from voting and the total number of shares held by them
Ordinary Resolution 9 Renewal of Shareholders' Mandate for Interested Person Transactions	Yoma Strategic Investments Ltd. and its associates, First Myanmar Investment Public Company Limited and its associates, as well as Mr Serge Pun @ Theim Wai and his associates holding an aggregate of 209,129,274 shares in the Company.

- (d) ZICO BPO Pte. Ltd. was appointed as the scrutineer at the AGM.

By Order of the Board

Cyrus Pun
Chief Executive Officer
23 July 2019

This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") in accordance with Rules 226(2)(b) and 753(2) of the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist.

This announcement has not been examined or approved by the SGX-ST. 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 Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).

