

**mm2 Asia Ltd.**  
(Incorporated in Singapore)  
(Registration No. 201424372N)

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**PROPOSED SHARE SPLIT OF EVERY ONE (1) ORDINARY SHARE IN THE CAPITAL OF THE COMPANY INTO TWO (2) ORDINARY SHARES**

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**1. INTRODUCTION**

The Board of Directors (the “**Board**” or “**Directors**”) of mm2 Asia Ltd. (the “**Company**”) wishes to announce that the Company is proposing a share split of every one (1) existing ordinary share in the capital of the Company (“**Share**”) held by the shareholders of the Company (the “**Shareholders**”), on a books closure date to be determined by the Board, into two (2) Shares (the “**Proposed Share Split**”). Upon the completion of the Proposed Share Split, the Company shall have an issued and paid-up share capital of approximately S\$51,176,042.95 comprising 426,701,920 Shares.

**2. TERMS OF THE PROPOSED SHARE SPLIT**

The Company proposes to split every one (1) existing Share into two (2) Shares.

As at the date of this announcement, the Company has an issued and paid-up share capital of approximately S\$51,176,042.95 comprising 213,350,960 Shares. Following the completion of the Proposed Share Split, an additional 213,350,960 Shares (“**Additional Shares**”) will be allotted and issued, and the Company will have an issued and paid-up share capital of approximately S\$51,176,042.95 comprising 426,701,920 Shares.

Shareholders are not required to make any payment to the Company in respect of the Proposed Share Split. All Shares after the Proposed Share Split shall rank *pari passu* with one another, except that the Additional Shares will not be entitled to any dividends, rights, allotments or other distributions, the record date of which falls before the date of issue of the Additional Shares. For this purpose, “**record date**” means, in relation to any dividends, rights, allotments or other distributions, the date as at the close of business (or such other time as may have been notified by the Company) on which Shareholders must be registered with the Company or The Central Depository (Pte) Limited in order to participate in such dividends, rights, allotments or other distributions.

The Additional Shares will be issued to the Shareholders whose names appear in the register of members of the Company or who have Shares entered against their names in the Depository Register as at the books closure date to be determined by the Board, on the basis of the number of such Shares registered in their names or standing to the credit of their securities accounts as at the books closure date. The Company will make a further announcement regarding the books closure date after obtaining all the necessary approvals for the Proposed Share Split.

**3. RATIONALE FOR THE PROPOSED SHARE SPLIT**

The Directors believe that the Proposed Share Split will be beneficial to the Company and its Shareholders for the following reasons:

(a) Reduced price of each Share and increased market liquidity of the Shares

The reduced price of each Share after the Proposed Share Split will make each Share more affordable to investors, thus encouraging greater participation by and providing greater flexibility in terms of the size of the trades to investors with different investment profiles. Furthermore, the reduced price of each board lot of Shares would enhance the trading liquidity of the Shares over time.

(b) Broadened shareholder base

The number of Shareholders after the Proposed Share Split may increase with the increase in the number of Shares available for trading purposes, given that an investment in the Shares would be made more accessible to investors.

For illustration purposes only and assuming that the Proposed Share Split had been completed on 3 December 2015, the theoretical price for the Shares traded after the Proposed Share Split would be S\$0.3927 (based on the volume weighted average price of each Share for trades done on the Catalist board (the “**Catalist**”) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 2 December 2015 of S\$0.7854).

**4. ADJUSTMENTS TO EXCHANGE-A PRICE OF EXCHANGEABLE NOTES**

The Proposed Share Split will give rise to adjustments to the exchange price (the “**Exchange-A Price**”) of the outstanding S\$3,400,000 in aggregate principal amount of exchangeable notes (the “**Exchangeable Notes**”) issued by the Company’s wholly owned subsidiary, mm2 Entertainment Pte Ltd, pursuant to the terms and conditions of the Exchangeable Notes.

Any adjustments which are required will be made in accordance with the terms and conditions of the Exchangeable Notes resulting from the Proposed Share Split and to ensure that the status of the holders of the Exchangeable Notes is not prejudiced thereafter. The rights and obligations of the holders of the Exchangeable Notes will remain unchanged, save for the adjustment to the Exchange-A Price in respect of the Exchangeable Notes.

**5. APPROVALS**

The Proposed Share Split is subject to the receipt of a listing and quotation notice (the “**LQN**”) from the SGX-ST for the dealing in, the listing of and the quotation for the Additional Shares arising from the Proposed Share Split.

The Proposed Share Split is also subject to approval from Shareholders by way of an ordinary resolution at an extraordinary general meeting of the Company to be convened. A circular to Shareholders will be despatched in due course to provide Shareholders with information relating to the Proposed Share Split and to seek Shareholders’ approval for the Proposed Share Split.

The sponsor of the Company, Hong Leong Finance Limited, will be submitting an application on behalf of the Company to the SGX-ST for the dealing in, the listing of and the quotation for the Additional Shares on the Catalist. The Company will make the necessary announcement once the LQN has been obtained.

**6. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS**

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Share Split save for their interests arising by way of their shareholdings, if any, in the Company.

**7. DIRECTORS’ RESPONSIBILITY STATEMENT**

The Directors (including those who may have been delegated detailed supervision of the Proposed Share Split) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true

disclosure of all material facts about the Proposed Share Split, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

## **8. CAUTIONARY STATEMENT**

Shareholders and potential investors should note, however, that there can be no assurance that the intended effects of the Proposed Share Split above can be achieved, nor is there any assurance that such effects can be sustained in the longer term. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

### **By Order of the Board**

Melvin Ang Wee Chye  
Chief Executive Officer and Executive Director  
3 December 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Hong Leong Finance (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST and 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 Mr Tang Yeng Yuen, Vice President, Head of Corporate Finance, at 16 Raffles Quay, #40-01A Hong Leong Building, Singapore 048581. Telephone (65) 64159886.*