

NON-BINDING MEMORANDUM OF UNDERSTANDING

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**”) of Swing Media Technology Group Limited (the “**Company**”) wishes to announce that the Company had, on [19] August 2016, entered into a non-binding memorandum of understanding (the “**MOU**”) with Total Victor Global Limited (the “**Vendor**”), pursuant to which the Company shall acquire 100% of the issued share capital (the “**Sale Shares**”) of Grace Health Group Limited (the “**Target Company**”) from the Vendor (the “**Proposed Acquisition**”). The Purchaser and Vendor shall mutually agree on the consideration for the Sale Shares after taking into consideration, amongst others, the valuation report to be issued by an independent valuer.
- 1.2 The MOU shall be valid for a period of 8 months from [19] August 2016 (the “**Term**”), unless terminated earlier or extended by the mutual consent of the Company and the Vendor. During the Term of the MOU, the Vendor shall negotiate exclusively with the Company in relation to the Proposed Acquisition.
- 1.3 Save for the clauses of the MOU in relation to confidentiality, exclusivity, expenses, the non-binding nature of the terms of the MOU, governing law and execution in counterparts, the MOU is not intended to be legally binding on the Company and the Vendor.

2. INFORMATION ON THE TARGET COMPANY

- 2.1 The Target Company is a company incorporated in the British Virgin Islands, and holds 90% of the shareholding interest in Grace Health Australia Pty Ltd (“**Grace Health (Australia)**”) and 100% of the shareholding interest in Grace Health International Limited (“**Grace Health (Hong Kong)**”).
- 2.2 Grace Health (Australia) is a company incorporated in Australia. Upon completion of a restructuring exercise, Grace Health (Australia) will own a total area of approximately 200 square kilometres feeding approximately 7,000 top quality wagyu cattle in Queensland, Australia. Produce will be sold both domestically and exported globally. Moving forward, Grace Health (Australia) intends to target the market in the Greater China Region.
- 2.3 Grace Health (Hong Kong) is a company incorporated in Hong Kong. It is principally involved in the marketing of wagyu in Asia, and enters into sale and purchase agreements for the purchase of wagyu with customers in Asia. Customers of Grace Health (Hong Kong) include a Chinese state-owned enterprise.

3. FURTHER ANNOUNCEMENTS

The Company will release further announcement(s) to inform shareholders of the Company as and when there are material developments with respect to the Proposed Acquisition in accordance with the Listing Manual of the Singapore Exchange Securities Trading Limited.

4. TRADE WITH CAUTION

Shareholders and potential investors should exercise caution when trading in the Shares, as there is no certainty that the Potential Acquisition will take place. In the event of any doubt as to the action they should take, shareholders and potential investors should consult their financial, tax, legal or other professional advisers.

By order of the Board

Johnny Chan Hon Chung
Director / Company Secretary
19 August 2016