



## mm2 Asia Ltd.

(Company Registration No. 201424372N)  
(Incorporated in Singapore)  
(the "Company")

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### PROPOSED SPIN-OFF AND LISTING OF VIVIDTHREE HOLDINGS LTD. ON THE CATALIST BOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

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The Board of Directors (the "**Board**") of mm2 Asia Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the announcements released by the Company on 3 March 2015, 8 April 2015, 14 May of 2015, 31 January 2018, 7 April 2018, 23 April 2018 and 15 May 2018 (the "**Announcements**"). Unless otherwise defined, all terms and references used herein shall bear the same meaning ascribed to them in the Announcements.

#### (A) Restructuring Agreement

The Board refers to the Announcements and wishes to announce that pursuant to the Proposed Spin-Off and the Proposed Listing, Vividthree Holdings Pte. Ltd. ("**Purchaser**" or "**VVH**"), a 51% owned subsidiary of the Company, had, on 27 August 2018, entered into a restructuring agreement ("**Restructuring Agreement**") with mm2 Entertainment Pte. Ltd. ("**MM2 Entertainment**"), a wholly owned subsidiary of the Company, together with the existing four (4) individual shareholders ("**4 Individual Shareholders**") (Collectively, the "**Sellers**") of Vividthree Productions Pte. Ltd. ("**VVP**") for the acquisition of the entire issued and paid-up capital of VVP for an aggregate consideration of S\$50,000 ("**Consideration**").

Pursuant to the Restructuring Agreement, *inter alia*,

- (i) mm2 Entertainment, together with the 4 Individual Shareholders, will transfer to VVH their entire equity interests in VVP, representing 100% of the issued and paid-up share capital of VVP;
- (ii) the Consideration will be fully satisfied by VVH's allotment and issuance of an aggregate of 49,700 new ordinary shares (the "**Consideration Shares**") in VVH, to the 4 Individual Shareholders and the Company, credited as fully-paid, at the issue price of approximately S\$1.006 per Consideration share; and
- (iii) the Consideration Shares which MM2 Entertainment will be entitled to will be issued and allotted to the Company as the nominee of MM2 Entertainment.

(Collectively, the "**Share Swap**" or "**Proposed Restructuring**")

#### (B) Completion of the Proposed Restructuring

The Board wishes to further announce that VVH had on 28 August 2018:

- (i) Completed the Proposed Restructuring, pursuant to which MM2 Entertainment has ceased to be a shareholder of VVP. VVP is now a wholly-owned subsidiary of VVH and an indirect subsidiary of the Company. Vividthree Productions Sdn Bhd, a company incorporated in Malaysia, is a direct wholly-owned subsidiary of VVP and an indirect subsidiary of VVH and the Company;

- (ii) Issued and allotted 49,700 ordinary shares as the Consideration Shares for the Share Swap; and
- (iii) Effected the conversion of VVH's status from a private company limited by shares into a public company limited by shares named "Vividthree Holdings Ltd."

Accordingly, the issued and paid-up share capital of VVH has increased from S\$300 comprising 300 ordinary shares to S\$50,000 comprising 50,000 ordinary shares.

None of the directors or controlling shareholders of the Company has any interest, direct or indirect, in the above transaction, save for their respective shareholdings, if any, in the Company.

**The Company would like to highlight that the Proposed Listing is dependent on and subject to, requisite approvals from the relevant regulatory authorities, compliance with the Catalist Rules and the then-prevailing market conditions. Further, the Directors may, notwithstanding that all requisite regulatory approvals have been obtained, decide not to proceed with the Proposed Listing if, having regard to investors' interests and response at the material time and any other relevant factors, the Directors deem it not in the interests of the Company to proceed with the Proposed Listing.**

**Shareholders and other investors are reminded to exercise caution when dealing in the securities of the Company and should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers if they are in doubt about the actions that they should take.**

**By Order of the Board**

Melvin Ang Wee Chye  
Executive Chairman  
28 August 2018