

SHC CAPITAL ASIA LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201201631D)

**PROPOSED ACQUISITION BY SHC CAPITAL ASIA LIMITED OF CERTAIN TOURISM RELATED BUSINESSES IN THE
REPUBLIC OF THE UNION OF MYANMAR (THE “PROPOSED ACQUISITION”) –**

COMPLETION OF THE PROPOSED ACQUISITION

Unless otherwise defined, all capitalized terms used herein shall bear the same meanings as ascribed to them in the circular to shareholders of SHC Capital Asia Limited (the “**Company**”) dated 20 November 2017 (the “**Circular**”).

1. INTRODUCTION

The Board of Directors of the Company (the “**Board**”) refers to the announcements dated 24 October 2016, 14 December 2016, 22 December 2016, 24 December 2016, 21 June 2017, 17 August 2017, 26 September 2017, 29 September 2017, 17 November 2017, 20 November 2017, 13 December 2017 and 18 December 2017 in relation to the Proposed Acquisition (“**Announcements**”) and the Circular.

2. COMPLETION OF PROPOSED SHARE CONSOLIDATION

Further to the Announcements and the Circular, the Board wishes to announce that the Proposed Share Consolidation has become effective with effect from 9.00 a.m. today and every seven (7) existing Pre-Consolidated Shares have been consolidated into one (1) new Consolidated Share (“**Share Consolidation**”). Fractional entitlements have been disregarded.

The Register of Members of the Company and the Depository Register have been updated to reflect the number of Consolidated Shares held by Shareholders based on the number of Existing Shares held by them as at the Books Closure Date. Shareholders should note that, after disregarding any fractions of Consolidated Shares arising from the Share Consolidation, the Company has in total 43,710,117 Consolidated Shares in issue immediately following the Share Consolidation.

Each Consolidated Share will rank *pari passu* with each other, and will be traded in board lots of 100 Consolidated Share.

Shareholders who have received odd lots of Consolidated Shares pursuant to the Proposed Share Consolidation and who wish to trade such odd lots of Consolidated Shares on the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) should note that odd lots Consolidated Shares can be traded on the unit share market which would allow trading in odd lots with a minimum size of one (1) Consolidated Share.

3. ALLOCATION OF NEW SGX-ST STOCK CODE

The Board also wishes to announce that the SGX-ST has, in accordance with its practice, delisted the Company’s existing stock code – 5UE – and issued a new, randomly generated stock code to the Company – 1H4. All Consolidated Shares in the Company have been debited from the old stock code and credited to the new stock code.

4. COMPLETION OF THE PROPOSED ACQUISITION

- 4.1 The Board also wishes to announce that the Company has, on 26 December 2017, following the fulfilment and/or waiver of the Conditions Precedent set out in the RTO SPA, successfully completed the Proposed Acquisition. Shareholders may wish to refer to the Company’s announcement dated 26 December 2017 entitled “Updates on the Proposed Acquisition” for details on certain matters described in the Circular and the waiver of fulfilment and/or waiver of the Conditions Precedent set out in the RTO SPA.

4.2 Following the completion of the Proposed Acquisition:

- (a) the Company has acquired from the Vendors, all of the issued and paid-up shares of MM Myanmar Pte. Ltd.;
- (b) 167,078,848 Consolidated Shares were allotted and issued by the Company, as Consideration Shares, at S\$0.263 per Consolidated Share to YSIL;
- (c) 41,947,426 Consolidated Shares were allotted and issued by the Company, as Consideration Shares, at S\$0.263 per Consolidated Share to FMI;
- (d) 14,839,271 Consolidated Shares were allotted and issued by the Company, as Consideration Shares, at S\$0.263 per Consolidated Share to JMR;
- (e) 41,131,520 Consolidated Shares were allotted and issued by the Company, as Consideration Shares, at S\$0.263 per Consolidated Share to ACE PAO; and

Following the allotment and issuance of the Consideration Shares, the total issued and paid-up share capital of the Company has increased from 43,710,117 Consolidated Shares (after disregarding any fractions of Consolidated Shares arising from the Share Consolidation) to 308,707,182 Consolidated Shares, being the enlarged issued and paid-up share capital of the Company after the completion of the Proposed Acquisition.

5. RELEASE OF ESCROW AMOUNT

- 5.1 Following the Company's disposal of the entire issued and paid-up share capital of its wholly owned subsidiary, SHC Insurance Pte. Ltd. on 1 August 2014 ("**Disposal**"), and in accordance with Rule 1017(1)(a) of the Catalist Rules, the Company had placed 90% of its cash and short-dated securities in the escrow account ("**Escrow Account**") opened with and operated by United Overseas Bank Limited ("**UOB**") acting as the escrow agent. As at the date of this announcement, the Company holds approximately S\$1.6 million ("**Escrow Amount**") in the Escrow Account.
- 5.2 Following Completion of the Proposed Acquisition, the Escrow Amount will be released into the Company's current account and the Escrow Account with UOB will be closed on 27 December 2017.

6. CHANGE OF NAME

- 6.1 The Company had on 26 December 2017 lodged the requisite notification with ACRA relating to its Proposed Change of Name. Following receipt of a certificate on the change of name to the Company from ACRA, the Company's name has been changed from "SHC Capital Asia Limited" to "Memories Group Limited" with effect from 26 December 2017.
- 6.2 The change of the Company's trading counter name on SGX-ST from "SHC Capital Asia" to "Memories" is expected to take effect at 9.00 a.m. on 5 January 2018.

7. BOARD COMPOSITION

- 7.1 Following the Completion of the Proposed Acquisition, the Board wishes to announce the following changes to the composition of the Board with effect from 26 December 2017:
 - (a) all the Existing Directors have resigned;
 - (b) all members of the New Board, comprising Mr Serge Pun as Executive Chairman, Mr Michel Novatin as Executive Director and Chief Executive Officer, Mr Tun Tun as Non-Executive Director, Mr Basil Chan as the Lead Independent Director, Mr Robin C. Lee and Ms Judy Chan as Independent Directors of the Company, have been appointed;

- (c) the New Audit Committee of the New Board comprises Mr Basil Chan, Mr Robin C. Lee and Mr Tun Tun. The chairman of the New Audit Committee is Mr Basil Chan;
 - (d) the New Nominating Committee of the New Board comprises Mr Basil Chan, Mr Robin C. Lee and Mr Serge Pun. The chairman of the New Nominating Committee is Mr Basil Chan; and
 - (e) the New Remuneration Committee of the New Board comprises Mr Robin C. Lee, Ms Judy Chan and Mr Basil Chan. The chairman of the New Remuneration Committee is Mr Robin C. Lee.
- 7.2 The New Board wishes to record its deepest thanks and appreciation for the invaluable service and contribution that Mr Teo Soo Kiat, Mr Teo Soo Chew, Mr Teo Chiang Khai, Mr Teo Hsi Leang, Mr Ng Fook Ai, Victor and Mr Teo Eu Jin, Nicholas have provided to the Company.
- 7.3 Further particulars of the appointment and resignation of Directors required under the Catalist Rules are contained in separate announcements released by the Company on 26 December 2017.

8. LISTING AND QUOTATION

- 8.1 The Company had, on 20 November 2017, received the listing and quotation notice from the SGX-ST in respect of the listing of and quotation for the Consolidated Shares, the Consideration Shares and the Placement Shares on Catalist and as at the date of this Announcement, such listing and quotation notice has not been revoked or amended.
- 8.2 The listing and quotation notice from the SGX-ST is not an indication of the merits of the Company, its subsidiaries, the Proposed Compliance Placement, the Consolidated Shares, the Consideration Shares and the Placement Shares.

9. NEW PRINCIPAL PLACE OF BUSINESS AND REGISTERED OFFICE AFTER COMPLETION OF THE PROPOSED ACQUISITION

- 9.1 The Board wishes to announce that the new principal place of business of the Enlarged Group shall be at The Campus, 1 Office Park, Rain Tree Drive, Pun Hlaing Estate Hlaing, Thayar Township, Yangon 11401, Myanmar.
- 9.2 The registered office of the Company will be 78 Shenton Way, #32-00, Singapore 079120.

BY ORDER OF THE BOARD

Teo Yiam Beng Steven
Interim Chief Financial Officer

26 December 2017

This announcement has been prepared by the Company and its contents have been reviewed by the sponsor, PrimePartners Corporate Finance Pte. Ltd. (“**Sponsor**”) for compliance with the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalist. The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the accuracy, completeness or correctness of any of the information, 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).