

MEMSTAR TECHNOLOGY LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No.: 197901641K)

**FINAL EXTENSION OF TIME GRANTED IN RELATION TO THE IMPLEMENTATION AGREEMENT FOR
THE PROPOSED TRANSFER OF LISTING STATUS ON SGX-ST**

1. INTRODUCTION

1.1 The board of directors ("**Board**") of Memstar Technology Ltd. ("**Company**") refers to the following announcements by the Company:

- (a) the announcement dated 20 July 2018 in relation to the Singapore Exchange Securities Trading Limited ("**SGX-ST**" or "**Exchange**") informing the Company that it had no objection to deferring the delisting requirement for the Company subject to satisfaction of certain milestones ("**Initial Extension Announcement**");
- (b) the announcement dated 30 July 2018 in relation to the Company entering into the implementation agreement dated 28 July 2018 ("**Implementation Agreement**") with T B N Property Company Limited ("**TBN**") for the proposed transfer of listing status on the SGX-ST; and
- (c) the announcement dated 5 December 2018 in relation to TBN's request for an extension of time to the dates under the Implementation Agreement and the Company's request to the SGX-ST for an equivalent extension of time ("**Update Announcement**"),

(collectively, "**Announcements**")

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them respectively in the Announcements.

1.2 This announcement should be read in conjunction with the full text of the Announcements.

2. RECEIPT OF THE LETTER FROM SGX-ST IN RESPECT OF THE MEMSTAR EXTENSION

2.1 The Board wishes to announce that further to the Company's submissions and representations to the SGX-ST, the Company had, on 31 December 2018, received a letter from the SGX-ST in respect of the Memstar Extension.

2.2 In its letter dated 31 December 2018, the SGX-ST had informed the Company that it is granted the final extension of time ("**Waiver**") to do the following (as reproduced from the letter by the SGX-ST):

"(a) submit the pre-consultation letter to the SGX-ST by 31 March 2019;

(b) complete the FY2018 audit by 31 May 2019;

(c) submit the Scheme and the pre-admission notification in respect of the Listing to the Exchange by 30 June 2019; and

(d) seek shareholders' approval for the Scheme and complete the Scheme by 30 September 2019"⁽¹⁾,

subject to the Company announcing the Waiver, the reasons for seeking the Waiver, the conditions above and conditions stated in paragraphs 3(a), (b), (c) and (e) of the Initial Extension Announcement as required under Rule 107 of the Listing Manual and if the Waiver conditions have been satisfied. If the Waiver conditions have not been met on the date of the announcement, the Company must make an update announcement when the conditions have all been met.

- 2.3 The Company wishes to refer its shareholders to the reasons for seeking the Waiver as set out in paragraph 2 of the Update Announcement. Please refer to the Update Announcement for further details.
- 2.4 For ease of reference, the conditions stated in paragraphs 3(a), (b), (c) and (e) of the Initial Extension Announcement refer to the following:
- (a) compliance with the SGX-ST's listing requirements;
 - (b) immediate announcement of the plans relating to the Proposed Transaction and the milestones for completion in respect of the Proposed Transaction;
 - (c) submission of a written confirmation via SGXNet that the Company will provide regular monthly status updates via SGXNet to Shareholders and upon achieving specific milestones for the Proposed Transaction; and
 - (e) submission of a written confirmation via SGXNet that the Company will proceed with delisting as soon as practicable if the Proposed Transaction fails to meet the timelines in paragraph 2.2 of this announcement.
- 2.5 In respect of paragraph 2.4 above, the Board wishes to update Shareholders that the Company has entered into the Implementation Agreement with TBN on 28 July 2018 and further to the Memstar Extension request, been granted the Waiver by the SGX-ST on 31 December 2018.

3. FURTHER ANNOUNCEMENTS

The Company will continue to keep Shareholders updated on any material developments on a timely basis. Trading in the Company's securities on the SGX-ST has been suspended from 20 June 2016.

4. CAUTIONARY STATEMENT

The Transfer and the Listing are subject to, *inter alia*, satisfaction of various conditions precedent, and there is no certainty as at this date whether the Transfer and the Listing can or will proceed. Shareholders and potential investors are advised to read any further announcements by the Company carefully. Shareholders are also advised to refrain from taking any action in respect of their securities in the Company which may be prejudicial to their interests, and to exercise caution when dealing in the securities of the Company. In the event of any doubt, Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisors.

⁽¹⁾ For the purpose of paragraph (b), "FY2018 audit" refers to the audit of TBN's financial statements for the financial year ended 31 December 2018.

By Order of The Board

Dr Ge Hailin
Non-Executive Director
3 January 2019