



Memories Group Limited
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201201631D)

RECEIPT OF THE LISTING AND QUOTATION NOTICE FROM THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (THE “SGX-ST”) IN RELATION TO THE PROPOSED ISSUANCE AND ALLOTMENT OF CONSIDERATION SHARES TO SAMENA MANDALAY HOLDINGS AND THE MOKAN VENDOR

Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings as ascribed to them in the Proposed Acquisitions Announcement (as hereinafter defined).

1. INTRODUCTION

The Board of Directors (the “**Board**”) of Memories Group Limited (the “**Company**”) refers to the announcement dated 25 July 2018 (the “**Proposed Acquisitions Announcement**”) in relation to the proposed acquisitions of 100% of the entire issued and fully paid-up capital of SM Asset Holdings Pte. Ltd. and 20% of the remaining interest in Mokan (S) Pte. Ltd. which is a subsidiary of SM Asset Holdings Pte. Ltd. (the “**Proposed Acquisitions**”).

The Proposed Acquisitions have not yet been completed as at the date of this announcement.

2. RECEIPT OF LISTING AND QUOTATION NOTICE

The Board wishes to announce that the Company had on 1 August 2018 obtained the listing and quotation notice from the SGX-ST for the listing of and quotation for an aggregate 146,473,133 Consideration Shares on the Catalist Board of the SGX-ST, subject to compliance with the SGX-ST’s listing requirements (the “**LQN**”).

The Consideration Shares comprise the following:

- (i) 141,004,800 Consideration Shares to be issued at the price of S\$0.25 per Consideration Share to Samena Mandalay Holdings; and
- (ii) 5,468,333 Consideration Shares to be issued at the price of S\$0.25 per Consideration Share to the Mokan Vendor, Pyai Phyo Tun.

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The LQN granted by the SGX-ST is not an indication of the merits of the Proposed Acquisitions, the Consideration Shares, the Company, its subsidiaries and their securities.

The Company will make further announcement(s) upon the allotment and issuance of the Consideration Shares.

By Order of the Board

Serge Pun
Executive Chairman
2 August 2018

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's continuing sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"), for compliance with the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") Listing Manual Section B: Rules of Catalyst. 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).

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