

MM2 ASIA LTD.
(Company Registration No. 201424372N)
(Incorporated in Singapore)

PROPOSED SPIN-OFF AND LISTING OF THE UnUsUaL GROUP OF COMPANIES ON THE CATALIST BOARD OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED

- REGISTRATION OF FINAL OFFER DOCUMENT

*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 12 May 2016, 31 May 2016, 9 June 2016, 11 August 2016, 18 November 2016, 29 December 2016, 22 February 2017, 2 March 2017, 3 March 2017, 8 March 2017 and 20 March 2017 (the “**Announcements**”). Unless otherwise defined, all terms and references used herein shall bear the same meaning ascribed to them in the Announcements.*

1. INTRODUCTION

Following the lodgement of the preliminary Offer Document with the SGX-ST, acting as agent on behalf of the Monetary Authority of Singapore, the Board is pleased to announce the launch of the initial public offering of Shares in the share capital of UnUsUaL Limited (formerly known as UnUsUaL Pte. Ltd.), following the registration of the final Offer Document with the SGX-ST on 3 April 2017.

UnUsUaL is placing 96,990,000 shares (“**Placement Shares**”), at a placement price of S\$0.20 (“**Placement Price**”) per Placement Share (the “**Placement**”). The Placement Shares are made available to retail and institutional investors in Singapore. Hong Leong Finance Limited (“**HLF**”) is the sponsor, issue manager, and placement agent for the Placement.

The total number of issued Shares immediately after the Placement will be 643,237,059 Shares. The size of the Placement will be approximately S\$19.4 million and the market capitalisation of UnUsUaL will be approximately S\$128.6 million. The Company will retain an indirect shareholding interest in UnUsUaL via UnUsUaL Management Pte. Ltd. (“**UnUsUaL MCo**”) of approximately 41.91% immediately after the Placement.

Please refer to the final Offer Document for full details on UnUsUaL and the Placement. A copy of the final Offer Document is available on the SGX-ST’s website at <http://www.sgx.com>.

2. FINANCIAL EFFECTS OF THE OFFERING

2.1 Bases and Assumption

The financial effects in this section are presented for illustration only and are not intended to reflect the actual future financial situation of the Company after the completion of the Placement. These illustrative financial effects have been computed based on (a) the Group’s latest announced unaudited consolidated financial statements for the half year ended 30 September 2016; and (b) the audited consolidated financial statements of UnUsUaL for the nine (9) months ended 30 September 2016, as well as the following key assumptions:

- 2.1.1** as a result of the Placement, the Company’s shareholding interest in UnUsUaL via UnUsUaL MCo will be diluted from 51.00% to 41.91% immediately after the Placement;
- 2.1.2** the Company will continue to consolidate the financial results of UnUsUaL assuming it fulfils the relevant Financial Reporting Standards as UnUsUaL will continue to be

considered a subsidiary of the Company through its 51% shareholding in UnUsUaL MCo; and

2.1.3 expenses incurred in relation to the Proposed Listing are approximately S\$2 million.

2.2 SHARE CAPITAL

As no new shares will be issued by the Company in connection with the Placement, the Placement will have no impact on the Company's issued and paid-up share capital.

2.3 NET TANGIBLE ASSETS ("NTA") PER SHARE

The illustrative effect of the Placement on the Group's NTA per Share is as follows:

	Before the Placement	After the Placement
NTA ⁽¹⁾ attributable to shareholders of the Company (S\$'000)	27,603	34,815 ⁽²⁾
Number of shares	523,890,710	523,890,710
NTA per share (cents)	5.27	6.65

Notes:

- (1) NTA is computed based on total assets less total liabilities and less intangible assets but including film rights and film intangibles attributable to shareholder of the company.
- (2) Assuming all convertible loan had been converted to ordinary shares.

2.4 EARNINGS PER SHARE ("EPS")

The illustrative effect of the Placement on the Group's EPS is as follows:

	Before the Placement	After the Placement
Profit attributable to shareholders of the Company (S\$'000)	7,837	7,695
Weighted average number of shares	523,890,710	523,890,710
EPS (cents)	1.50	1.47

2.5 GEARING

The illustrative financial effects of the Placement on the Group's gearing is as follows:

	Before the Placement	After the Placement
Net borrowings/ (cash) ⁽¹⁾ as at 30 September 2016 (S\$'000)	(9,143)	(29,730)
Shareholder's equity (S\$'000)	74,783	81,995
Gearing (times) ⁽²⁾	N/A	N/A

Notes:

(1) Net borrowing means total borrowings less cash and bank balances. Net cash means cash and bank balances are more than total borrowings.

(2) As the Group has net cash as at 30 September 2016, the Group has no gearing.

3. INDICATIVE TIMETABLE

An indicative timetable for the Placement and trading of our Shares is set out below for reference:-

<u>Indicative Time and Date</u>	<u>Event</u>
3 April 2017 (immediately upon registration of the Offer Document)	Opening of Application List
6 April 2017, at 12.00 p.m.	Close of Application List and closing date and time for the Placement
10 April 2017, at 9.00 a.m.	Commence trading on a "ready" basis
14 April 2017	Settlement date for all trades done on a "ready" basis

The above timetable is only indicative as it assumes that the date of closing of the Application List is 6 April 2017, the date of admission of UnUsUaL to Catalist is 10 April 2017, the SGX-ST's shareholding spread requirement will be complied with and the Placement Shares will be issued and allotted or allocated (as the case may be) and fully paid-up prior to 10 April 2017. **The actual date on which the Shares will commence trading on a "ready" basis will be announced when it is confirmed by the SGX-ST.**

The above timetable and procedures may be subject to such modification as the SGX-ST may, in its absolute discretion, decide, including the decision to permit trading on a "ready" basis and the commencement date of such trading.

Investors should consult the SGX-ST's announcement on the "ready" trading date released on

the internet (at the SGX-ST's website at <http://www.sgx.com>) or the newspapers, or check with their brokers on the date on which trading on a "ready" basis will commence.

In the event of any changes in the close of the Application List or the time period during which the Placement is open, UnUsUaL will publicly announce the same:

(a) through a SGXNET announcement to be posted on the internet at the SGX-ST's website at <http://www.sgx.com>; and

(b) in a major English language newspaper in Singapore.

UnUsUaL will publicly announce details of the results of the Placement (including the level of subscription for the Placement Shares and the basis of allotment and/or allocation of the Placement Shares pursuant to the Placement), as soon as it is practicable after the close of the Application List through the channels described in (a) and (b) above.

The Company will announce any material developments on the Placement as and when appropriate.

4. IMPORTANT NOTICE

This announcement does not constitute an offer, invitation to purchase or subscribe for or solicitation of the Shares in Singapore or any jurisdiction nor should it or any part of it form the basis of, or be relied upon in connection with, any contract or commitment whatsoever. The information in this announcement is qualified in its entirety by, and is subject to, the more detailed information set out in the final Offer Document. The information presented in this announcement is subject to change. Copies of the final Offer Document relating to the Placement may be obtained, subject to availability, from HLF.

5. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors (including those who may have delegated detailed supervision of the Placement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Placement, UnUsUaL, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

6. TRADING CAUTION

Shareholders and potential investors of the Company are advised to read this announcement and any further announcements by the Company carefully. Shareholders of the Company are 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 of the Company should consult their stockbrokers, bank managers, solicitors,

accountants or other professional advisers.

By Order of the Board

Melvin Ang Wee Chye
Executive Chairman
4 April 2017

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Hong Leong Finance Limited (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"). The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the sponsor is Mr. Tang Yeng Yuen, Vice President, Head of Corporate Finance, at 16 Raffles Quay, #40-01A Hong Leong Building, Singapore 048581. Telephone (65) 64159886.