

FULL AND FINAL SETTLEMENT OF UNSECURED CONVERTIBLE SECURITIES ISSUED BY MMCONNECT PTE. LTD.

- **EXECUTION OF SUBSCRIPTION AGREEMENTS AND ISSUANCE OF UP TO S\$16,170,000 OF CONVERTIBLE DEBT SECURITIES BY MMLIVE PTE. LTD., A WHOLLY OWNED SUBSIDIARY OF THE COMPANY**
-

1. INTRODUCTION

The Board of Directors (the "**Board**" or the "**Directors**") of mm2 Asia Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**"), wish to announce that the holders of unsecured convertible securities totalling S\$16,170,000 ("**mm Connect CS**") issued by mm Connect Pte. Ltd. ("**mm Connect**"), an associated company and former-wholly owned subsidiary of the Company, have, in consideration of convertible debt securities to be issued by mmLive Pte. Ltd. ("**mmLive**"), a wholly-owned subsidiary of the Company, agreed to fully and finally settle the principal amount of their respective mm Connect CS (the "**Settlement**"). Accordingly, the Subscribers have entered into separate subscription agreements ("**Subscription Agreements**") with mmLive, mm Connect and the Company to carry out the Settlement.

2. SETTLEMENT AND KEY TERMS OF THE SUBSCRIPTION AGREEMENTS

2.1. Settlement and termination

Pursuant to the terms of the Subscription Agreements, mmLive will issue an aggregate of up to S\$16,170,000 in convertible debt securities ("**mmLive CS**") to the Subscribers. Any accrued but unpaid interest due to these Subscribers under the mm Connect CS will be paid in cash or mmLive CS.

At the date of completion (i.e. being the date of issue of the mmLive CS), all existing subscription agreements entered into with the Subscribers (including guarantees provided by the Company thereunder, if any) in connection with the mm Connect CS ("**Existing Agreements**") will be terminated and cease to have any effect. The parties to the respective Existing Agreements have agreed to release and discharge from their obligations and liabilities under the Existing Agreements (including any accrued but unpaid interest payable).

2.2. Coupon and Maturity Date

The mmLive CS carries a coupon rate of 6% per annum and matures 23 to 24 months from their respective dates of issue ("**Maturity Date**").

2.3. Conversion right

The Subscribers can only exercise its respective conversion rights and convert its mmLive CS if mmLive undergoes an initial public offer ("**IPO**") before the Maturity Date. Should this occur, the Subscribers have the right to convert their respective mmLive CS into such number of new ordinary shares in mmLive at a 30% discount to the IPO price of mmLive.

2.4. **Redemption**

At the Maturity Date, the mmLive CS will be fully redeemed by mmLive within fourteen (14) days. The redemption amount will be equal to the outstanding principal amount of mmLive CS, together with all accrued coupons and any outstanding payables (up to the date which the mmLive CS are fully redeemed), and a redemption premium of 2% per annum on the outstanding principal amount of mmLive CS.

2.5. **Guarantee by the Company**

In consideration of the Settlement, the Company has provided a continuing guarantee for the due and punctual payment by mmLive of its obligations under the Subscription Agreements.

2.6. **No voting rights**

For the avoidance of doubt, the mmLive CS constitute debt instruments and will not carry any voting rights in the Company or the right to participate in any dividend of distribution by the Company.

3. **INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS**

None of the Directors or, as far as the Directors are aware, controlling shareholders of the Company has any interest, direct or indirect, in the transactions contemplated herein (other than in their capacity as a director or shareholder of the Company).

4. **DIRECTORS' RESPONSIBILITY STATEMENT**

The Directors 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 transactions above, 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.

By Order of the Board
MM2 Asia Ltd.

Melvin Ang Wee Chye
Executive Chairman
29 September 2023