



## RESULTS OF EXTRAORDINARY GENERAL MEETING HELD ON 18 NOVEMBER 2022

Unless otherwise expressly stated or the context otherwise requires, all capitalised terms used and not defined herein shall have the same meanings given to them in the Delisting Circular (as defined below).

The Board of Directors (the “**Board**”) of Memories Group Limited (the “**Company**”) refers to the circular dated 3 November 2022 (the “**Delisting Circular**”) issued by the Company in relation to the proposed voluntary delisting of the Company from the Catalist of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) pursuant to Rules 1307 and 1308 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**Catalist Rules**”).

The Board of the Company wishes to announce that at the Extraordinary General Meeting (“**EGM**”) of the Company held at 9.30 a.m. on 18 November 2022 at Metropolitan YMCA Singapore, The Vine Ballroom Level 2, 60 Stevens Road, Singapore 257854, the resolution as set out in the Notice of EGM dated 3 November 2022 was put to vote by poll and duly passed by the Shareholders in accordance with the requirements of Rule 1307 of the Catalist Rules.

The information as required under Rule 704(15) of the Catalist Rules is as follows:

- The results of the poll on the ordinary resolution put to vote at the EGM are set out below for information:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	For		Against	
		Number of shares	As a percentage of total number of votes for and against the resolution (%)	Number of shares	As a percentage of total number of votes for and against the resolution (%)
<b>Resolution</b>					
Approval for the voluntary delisting of the Company pursuant to Rules 1307 and 1308 of the Catalist Rules.	229,130,108	229,103,338	99.99	26,770	0.01

Shareholders should note that approving the Delisting Resolution at the EGM does not automatically mean that the Exit Offer has been accepted by them. Shareholders who wish to accept the Exit Offer should refer to Appendix 2 of the Exit Offer letter and the relevant Acceptance Forms, and Shareholders are advised to read the Exit Offer Letter and the respective Acceptance Forms in their entirety.



**Following the passing of the Delisting Resolution above, the Delisting remains subject to the approval of SGX-ST.** An application will be made to the SGX-ST to delist and remove the Company from the Catalist and the Company will update Shareholders on the outcome of such application. The SGX-ST's decision is not an indication of the merits of the Delisting.

As the Delisting Resolution has been approved by Shareholders in accordance with the requirements of the Catalist Rules, Shareholders should note that, subject to the approval of the SGX-ST, the Company will be delisted regardless of the acceptance level of the Exit Offer.

Following the Delisting, Shareholders who do not accept the Exit Offer will continue to hold Shares in the Company, which will then be a public unlisted company. Shareholders should also note that if for whatever reason, the approval of the SGX-ST for the Delisting is not obtained, the Company will remain listed on the Catalist of the SGX-ST subject, *inter alia*, to the Company being delisted in the event the percentage of Shares held by members of the public falls below the requisite thresholds following acceptances of the Exit Offer.

2. The following parties are required to abstain from voting on the resolution put to vote at the EGM:-

<b>Parties who are required to abstain from voting</b>	<b>The total number of shares held by them</b>
Serge Pun	<ul style="list-style-type: none"> <li>• 103,000 ordinary shares</li> <li>• 209,026,274 ordinary shares held by YSIL and FMI (deemed interest)</li> </ul>
First Myanmar Investment Public Co., Ltd ("FMI")	<ul style="list-style-type: none"> <li>• 41,947,426 ordinary shares</li> </ul>
Yoma Strategic Investments Ltd ("YSIL")	<ul style="list-style-type: none"> <li>• 167,078,848 ordinary shares</li> </ul>
ACE Venture Opportunities on behalf of Myanmar Tourism S.P.	<ul style="list-style-type: none"> <li>• 41,131,520 ordinary shares</li> </ul>

3. Complete Corporate Services Pte. Ltd. was appointed as the scrutineer for the conduct of poll at the EGM.
4. As the Delisting Resolution is approved by the Shareholders at the EGM, the Exit Offer will remain open for acceptance for a period of fourteen (14) days after the date of the announcement of the fulfilment of the Delisting Resolution Approval Condition. Accordingly, the Exit Offer will close at **5.30 p.m. (Singapore time) on 2 December 2022. THE OFFEROR DOES NOT INTEND TO EXTEND THE EXIT OFFER BEYOND 5.30 P.M. (SINGAPORE TIME) ON THE CLOSING DATE.**

**By Order of the Board**

Cyrus Pun  
 Chief Executive Director  
 18 November 2022



---

This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms. Lim Hui Ling, 16 Collyer Quay, #10-00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.

---