



RESULTS OF ANNUAL GENERAL MEETING

The Board of Directors (the “**Board**”) of Memories Group Limited (the “**Company**”) wishes to announce that at the Annual General Meeting (“**AGM**”) of the Company held on 25 July 2018, all resolutions as set out in the Notice of AGM dated 10 July 2018 were put to vote by poll and duly passed.

The information as required under Rule 704(15) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the “**Catalist Rules**”) is as follows:

- The results of the poll on each of the ordinary resolutions put to vote at the AGM 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 (%)	
Ordinary Resolution – Ordinary Business						
1	To receive and adopt the Directors’ Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2018 together with the Independent Auditor’s Report thereon.	245,079,829	245,079,829	100	0	0
2	To approve the payment of Directors’ fees of S\$28,744, payable by the Company for the financial year ended 31 March 2018.	245,079,829	245,076,258	100	3,571	0



3	To approve the payment of Directors' fees of up to S\$120,000 payable by the Company for the financial year ending 31 March 2019.	245,079,829	245,066,258	99.99	13,571	0.01
4	To re-elect Mr Basil Chan as a Director of the Company, who is retiring pursuant to Regulation 99(2) of the Constitution of the Company and who, being eligible, will offer himself for re-election.	245,079,829	245,079,829	100	0	0
5	To re-elect Mr Tun Tun as a Director of the Company, who is retiring pursuant to Regulation 99(2) of the Constitution of the Company and who, being eligible, will offer himself for re-election.	245,079,829	245,079,829	100	0	0
6	To re-appoint Nexia TS Public Accounting Corporation as Independent Auditor of the Company for the financial year ending 31 March 2019 and to authorise the Directors of the Company to fix their remuneration.	245,079,687	245,079,687	100	0	0



Ordinary Resolution – Special Business						
7	To approve the authority to allot and issue shares.	245,079,829	245,063,745	99.99	16,084	0.01
8	To approve the renewal of Interested Person Transactions Mandate.	36,053,555	36,038,899	99.99	14,656	0.04
9	To approve the authority to allot and issue shares under the Memories Performance Share Plan.	245,079,829	245,073,745	100	6,084	0

2. Mr Basil Chan having been re-elected as a Director of the Company, remains as a Non-Executive Independent Director and Lead Independent Director of the Company, Chairman of the Audit and Nominating Committees and a member of the Remuneration Committee. The Board considers him to be independent for the purpose of Rule 704(7) of the Catalist Rules.
3. Mr Tun Tun having been re-elected as a Director of the Company, remains as a Non-Executive Director of the Company and a member of the Audit Committee. The Board considers him to be a non-independent for the purpose of Rule 704(7) of the Catalist Rules.
4. No party was required to abstain from voting on any resolution put to the AGM except for the following:-

Resolution number and details	Parties who are required to abstain from voting and the total number of shares held by them
Ordinary Resolution 8 To approve the renewal of Interested Person Transactions Mandate	Yoma Strategic Investment Ltd. and its associates, First Myanmar Investment Company Limited and its associates, as well as Mr Serge Pun @ Theim Wai and his associates holding an aggregate 209,026,274 shares in the Company.



5. ZICO BPO Pte. Ltd. was appointed as the Scrutineer of the AGM.

By Order of the Board

Serge Pun
Executive Chairman
25 July 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).
