

**SAKAE HOLDINGS LTD.**  
(Incorporated in the Republic of Singapore)  
(Company Registration No.: 199604816E)

---

**MEMORANDUM OF UNDERSTANDING IN RELATION TO THE PROPOSED SUBSCRIPTION FOR SHARES IN SAKAE FINTECH PTE. LTD.**

---

**1. INTRODUCTION**

The Board of Directors (the “**Board**”) of Sakae Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that it has through its subsidiary, Sakae Fintech Pte. Ltd. (“**Sakae Fintech**”), entered into a non-binding memorandum of understanding dated 17 March 2017 with Chan Chee Seng, Yap Kim Boon and Koh Yen Khoon (each an “**Subscriber**”, and collectively the “**Subscribers**”) (the “**MOU**”) in relation to, *inter alia*, the proposed allotment and issue of shares in Sakae Fintech to the Subscribers for the provision of certain services to Sakae Fintech (the “**Proposed Subscription**”).

The MOU is not intended to be legally binding between Sakae Fintech and the Subscribers (collectively, the “**Parties**”), save for certain provisions relating to, *inter alia*, confidentiality and expenses. The terms of the MOU are subject to the Parties entering into definitive agreements (“**Definitive Agreements**”).

**2. RATIONALE**

In line with the Group’s strategy to expand its business into the financial technology industry through Sakae Fintech, the Group believes that the services provided by the Subscribers pursuant to the Proposed Subscription will provide Sakae Fintech with valuable experience and expertise instrumental to the Group’s efforts to grow and diversify its business portfolio.

**3. CONSIDERATION**

Under the terms of the MOU, the Proposed Subscription will be fully satisfied by the allotment and issue of 30,000 ordinary shares in the enlarged issued and paid-up capital of Sakae Fintech, with an aggregate value of S\$30,000 (the “**Consideration**”), to the Subscribers.

The Consideration was arrived at following arm’s length negotiations between Sakae Fintech and the Subscribers on a willing buyer, willing seller basis, and takes into account, *inter alia*, the value and expertise of the services provided and/or to be provided by the Subscribers.

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

Koh Yen Khoon, a Subscriber, is the wife of Douglas Foo Peow Yong, the Executive Chairman of the Board. Save as disclosed, none of the Directors or controlling shareholders of the Company has any direct or indirect interest in the Proposed Subscription.

**5. FURTHER ANNOUNCEMENTS**

The Company will make further announcements on the Proposed Subscription as appropriate or if there are further developments on the same.

**6. CAUTION IN TRADING**

Shareholders of the Company are advised to exercise caution in dealing with the shares of the Company as the MOU is non-binding and may or may not lead to the entry of any Definitive Agreements. Shareholders are advised to read this Announcement and any further announcements by the Company carefully. In the event that Shareholders are in doubt when dealing with the shares of the Company, they should consult their stockbrokers, solicitors or other professional advisors if they have any doubts about the actions they should take.

**BY ORDER OF THE BOARD**

Douglas Foo Peow Yong  
Executive Chairman  
17 March 2017