

MEMORIES GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration No.: 201201631D)
(the “**Company**”)

MINUTES OF EXTRAORDINARY GENERAL MEETING

PLACE	:	Metropolitan YMCA Singapore The Vine Ballroom Level 2 60 Stevens Road, Singapore 257854
DATE	:	Friday, 18 November 2022
TIME	:	9.30 a.m.
PRESENT	:	<u>Board of Directors</u> Mr. Serge Pun (Executive Chairman) Mr. Pun Chi Yam Cyrus (Chief Executive Officer and Executive Director) Mr. Basil Chan (Lead Independent Director) Mr. Robin C. Lee (Non-Executive Independent Director) <i>By live webcast -</i> Mr. Vincent Chan (Non-Executive Non-Independent Director) Mr. Tun Tun (Non-Executive Non-Independent Director)
IN ATTENDANCE	:	As per attendance record maintained by the Company.
CHAIRMAN	:	Mr. Basil Chan

INTRODUCTION

As the Executive Chairman of the Company, Mr. Serge Pun is a director and the ultimate controlling shareholder of Memories (2022) Pte. Limited, the Offeror named under the Circular (as defined below) to Shareholders in relation to the proposed voluntary delisting of the Company pursuant to Rule 1307 and Rule 1308 of the Catalist Rules dated 3 November 2022 (the “**Circular**”), Mr. Basil Chan (“**Mr. Chan**”), the Lead Independent Director of the Company was invited to chair the Extraordinary General Meeting (“**EGM**” or the “**Meeting**”) proceedings.

Having ascertained that a quorum was present, Mr. Chan called the Meeting to order at 9.30 a.m. Mr. Chan introduced the Directors, Company Secretary, Management and professional parties who are present at the Meeting.

NOTICE

The Circular and Notice of EGM dated 3 November 2022 had been uploaded onto SGXNET and the Company’s website for the requisite statutory period. The Notice of EGM was taken as read.

Mr. Chan, being the Chairman of the Meeting informed the shareholders that the resolution tabled at the Meeting would be voted on by way of a poll for compliance with Regulation 63 of the Company’s Constitution as well as Rule 730A of the Catalist Rules of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

Mr. Chan informed shareholders that in his capacity as Chairman of the Meeting, he had been appointed as proxy by a few shareholders and had casted the votes on the resolution in accordance with the specific instruction of those shareholders. Mr Chan proceeded with the business of the Meeting.

ORDINARY BUSINESS

DELISTING RESOLUTION – THE VOLUNTARY DELISTING OF THE COMPANY FROM THE CATALIST OF THE SGX-ST UNDER RULES 1307 AND 1308 OF THE CATALIST RULES

Mr. Chan informed the Meeting that Delisting Resolution was sought shareholders' approval in relation to the voluntary delisting of the Company from the Catalist of the SGX-ST under Rules 1307 and 1308 of the Catalist Rules, pursuant to which the Exit Offer (as defined in the Circular) to the shareholders of the Company would be made to the shareholders on the terms and conditions set out in the Circular.

Pursuant to Rule 1307 of the Catalist Rules, the Delisting Resolution is required to be approved by a majority of at least 75% of the total number of issued shares (excluding treasury shares and subsidiary holdings) held by the shareholders present and voted, on a poll, either in person or by proxy at the EGM.

As explained in the Circular, the Offeror Concert Party Group which comprised of Mr. Serge Pun, First Myanmar Investment Public. Co., Ltd, Yoma Strategic Investments Ltd. and ACE Venture Opportunities, are required to abstain from voting on the Delisting Resolution and accordingly they did not vote at the EGM.

Shareholders were invited to ask questions regarding this resolution.

The Company received questions from shareholders in relation to the EGM and the responses to the questions had been announced on SGXNET on 14 November 2022.

As no question was raised by shareholders, Mr. Chan proposed the motion which was seconded by Ms. Joycelyn Siow.

POLLING

As the motion had been duly proposed and seconded, the Meeting proceeded to conduct a poll on the Delisting Resolution.

B.A.C.S. Private Limited has been appointed as the Polling Agent, and Complete Corporate Services Pte. Ltd. was appointed as the Scrutineer for this EGM.

The Meeting was adjourned at 9.45 a.m. for counting and verification of votes by the polling agent and scrutineer respectively.

RESULT OF POLL

The meeting resumed at 9.58 a.m.

Following the tabulation of votes by scrutineer, the following ordinary resolution was declared carried by poll:

DELISTING RESOLUTION – THE VOLUNTARY DELISTING OF THE COMPANY FROM THE CATALIST OF THE SGX-ST UNDER RULES 1307 AND 1308 OF THE CATALIST RULES

The results of the votes were as follows:

	<u>No. of Shares</u>	<u>In Percentage</u>
Number of votes "FOR" :	229,103,338	99.99%
Number of votes "AGAINST" :	26,770	0.01%
Total number of votes cast :	<u>229,130,338</u>	<u>100%</u>

Based on the votes cast, Delisting Resolution was declared carried and it was RESOLVED as an ordinary resolution:

“THAT

- (1) the voluntary delisting of the Company from the Catalist of the SGX-ST under Rules 1307 and 1308 of the Catalist Rules (“**Delisting**”), pursuant to which the Exit Offer (as defined in the Circular) to the shareholders of the Company (“**Shareholders**”) would be made to the Shareholders on the terms and conditions set out in the Circular, be and is hereby approved; and*
- (2) the directors of the Company and each of them be and is hereby authorised and empowered to complete and to do all such acts and things as they or he may consider necessary or expedient to give effect to the Delisting and/or this Delisting Resolution, with such modification thereto (if any) as they or he shall think fit in the interests of the Company.”*

CONCLUSION

There being no other business to transact, Mr. Chan declared the EGM of the Company closed at 10.01 a.m. and thanked everyone for their attendance.

Mr. Chan stated that the Company will publish the minutes of the EGM on the SGXNET and the Company’s website within a month after the EGM.

Confirmed as True Record of Proceedings Held

Mr. Basil Chan
Chairman of the Meeting