

MEMORIES (2022) PTE. LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 202229618G)

5 December 2022

To: The Dissenting and Non-Assenting Shareholders of Memories Group Limited

Dear Shareholder,

COMPULSORY ACQUISITION OF ALL THE ISSUED ORDINARY SHARES IN THE CAPITAL OF MEMORIES GROUP LIMITED (THE “COMPANY”) BY MEMORIES (2022) PTE. LIMITED (THE “OFFEROR”) PURSUANT TO SECTION 215(1) OF THE COMPANIES ACT 1967 OF SINGAPORE (THE “COMPANIES ACT”), AND RIGHTS PURSUANT TO SECTION 215(3) OF THE COMPANIES ACT.

1. INTRODUCTION

1.1 **Exit Offer.** The Offeror refers to:

- (a) the exit offer letter dated 3 November 2022 (the “**Exit Offer Letter**”) in relation to the exit offer (the “**Exit Offer**”) by SAC Capital Private Limited (“**SAC Capital**”), for and on behalf of the Offeror, in connection with 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 SGX-ST Listing Manual Section B: Rules of Catalist, in cash or new ordinary shares in the Offeror (the “**New Offeror Shares**”). The Exit Offer is conditional on the obtaining of the Shareholders’ Approval (as defined in the Exit Offer Letter), to acquire (i) all the issued and paid-up ordinary shares in the capital of the Company (the “**Shares**”) (other than those already held as treasury shares and those held, directly and indirectly, by the Offeror, as at the date of the Exit Offer) and (ii) any Second Tranche Shares (as defined in the Exit Offer Letter) unconditionally issued prior to 2 December 2022, being the last day for the lodgement of acceptances of the Exit Offer (collectively, “**Offer Shares**”);
- (b) the announcement dated 18 November 2022 by SAC Capital, for and on behalf of the Offeror, that both the Delisting Resolution Approval Condition and the Minimum Acceptance Condition in respect of the Exit Offer have been satisfied and the Exit Offer has therefore become and declared unconditional in all respects on 18 November 2022;
- (c) the announcement dated 29 November 2022 by SAC Capital, for and on behalf of the Offeror, announcing, *inter alia*, that less than 10% of the total number of issued Shares (excluding treasury shares) is held by the public and that the Offeror intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act 1967 (the “**Companies Act**”) to compulsorily acquire all the Offer Shares of Shareholders who have not accepted the Exit Offer (“**Acquired Shares**”); and
- (d) the announcement dated 2 December 2022 by SAC Capital, for and on behalf of the Offeror, that the Exit Offer has closed at 5.30 p.m. on 2 December 2022.

Unless otherwise defined herein, capitalised terms used in this letter (the “**Letter**”) shall have the same meanings as defined in the Exit Offer Letter.

If you have already (a) accepted the Exit Offer in respect of all your Offer Shares by completing and returning a valid Acceptance Form or (b) sold all your Offer Shares prior to the date of this Letter, please disregard this Letter and the accompanying Form 57 and Form 58 (as defined below).

- 1.2 **Acceptances as at 29 November 2022.** On 29 November 2022, SAC Capital announced, for and on behalf of the Offeror, that based on information available to the Offeror, as at 6.00 p.m. (Singapore time) on 29 November 2022, the Offeror had received valid acceptances in respect of an aggregate of 472,004,265 Offer Shares, representing approximately 93.99% of the total number of issued Shares¹ and 93.27% of the maximum potential issued share capital² of the Company.
- 1.3 **Right of Compulsory Acquisition.** As the Offeror had received valid acceptances of the Exit Offer representing not less than 90% of the total number of issued Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Exit Offer and excluding any treasury Shares), the Offeror is entitled and, as stated in the Exit Offer Letter and as announced on 29 November 2022, intends, to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to compulsorily acquire all the Shares in respect of which acceptances have not been received by the Offeror as at the close of the Exit Offer.

2. COMPULSORY ACQUISITION UNDER SECTION 215(1) OF THE COMPANIES ACT

- 2.1 **Dissenting Shareholder.** According to the records maintained by the Central Depository (Pte) Limited (“**CDP**”) and/or B.A.C.S. Private Limited (the “**Share Registrar**”), as the case may be, as at 6.00 p.m. (Singapore time) on 29 November 2022, you have not accepted the Exit Offer in respect of your Offer Shares. Accordingly, the Offeror is writing to inform you that the Offeror wishes to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act to acquire all your Shares (the “**Acquired Shares**”) at the Exit Offer Consideration (as defined in paragraph 2.2 of this Letter). We enclose, for this purpose, a Notice to Dissenting Shareholder in the form prescribed under the Companies Act (“**Form 57**”).
- 2.2 **Consideration.** The consideration for each Acquired Share (“**Exit Offer Consideration**”) shall be satisfied, at your election, either in cash or New Offeror Shares, as follows:

For each Acquired Share, either:

- (a) S\$0.047 in cash (the “**Cash Consideration**”)

OR

- (b) In lieu of the Cash Consideration, one (1) New Offeror Share at the price of S\$0.047 per New Offeror Share (the “**Share Consideration**”)

It is not currently contemplated that the New Offeror Shares will be listed on any securities exchange.

Dissenting Shareholders may elect to receive either (i) the Cash Consideration or (ii) the Share Consideration, but not a combination thereof.

The actual number of New Offeror Shares which a Shareholder who accepts the Exit Offer and who elects to receive the Share Consideration will receive, will be rounded down to the nearest whole number and calculated such that any resultant fraction of any New Offeror Share will be disregarded, and accordingly no fraction of any New Offeror Share will be issued to any such Shareholder.

If you fail to elect your preferred mode of the Exit Offer Consideration, you will be deemed to have chosen to receive the Cash Consideration in respect of all your Acquired Shares.

1 Unless otherwise stated, all references in this Letter to the total number of issued shares are based on 502,170,955 Shares in issue.

2 The maximum potential issued share capital of the Company will comprise 506,061,595 Shares assuming that the Second Tranche Shares have been allotted and issued as at the date of the Exit Offer, but excluding the Conversion Shares.

2.3 **Form of Election and Authorisation.** If you wish to elect to receive the Share Consideration, you should complete, sign and deliver to the Offeror the accompanying Form of Election and Authorisation (the “**FEA**”) not later than:

- (a) **6 January 2023** (being one (1) month from the date of this Letter); or
- (b) the date falling 14 days after a statement is supplied pursuant to Section 215(2) of the Companies Act,

whichever is the later (the “**Last Submission Date**”).

If you do not or fail to make an election within the time specified above, you will be deemed to have elected to receive the Cash Consideration in respect of the Acquired Shares. If you wish to receive the Cash Consideration, you need not make an election or take any action.

2.4 **KYC Particulars Form.** If you wish to elect to receive the Share Consideration, you should return the duly completed FEA and “know-your-client particulars form” (the “**KYC Particulars Form**”), together with the supporting document(s), which are satisfactory to the Offeror:

- (a) **by hand**, to 77 Robinson Road #06-03, Robinson 77, Singapore 068896; or
- (b) **by post**, in the enclosed pre-addressed envelope at your own risk, to Memories (2022) Pte. Limited, c/o B.A.C.S. Private Limited, 77 Robinson Road #06-03, Robinson 77, Singapore 068896,

at the same time you have submitted your completed FEA in paragraph 2.3 above, failing which you will receive the Cash Consideration. The last date and time that you can submit the FEA and the KYC Particulars Form (together with the supporting document(s)) is **5.30p.m. (Singapore time) on the Last Submission Date** (as defined in paragraph 2.3 of this Letter). You may contact the Company’s Share Registrar at telephone number +65 6593 4848 or email to main@zicoholdings.com for further details.

2.5 **Overseas Shareholders.** For practical reasons and to avoid violating applicable securities laws outside Singapore, the New Offeror Share certificates will not be despatched to any overseas jurisdictions. If your address is outside Singapore as shown in the Register or in the Depository Register (as the case may be) and you wish to elect to receive the Share Consideration in respect of the Acquired Shares, you must provide in the FEA a mailing address in Singapore for the Offeror to despatch the New Offeror Share certificate(s) to you. If you fail to provide the Offeror with a mailing address in Singapore in the FEA, you shall be deemed to have elected to receive only the Cash Consideration.

2.6 **Compulsory Acquisition.** The Offeror will exercise its right of compulsory acquisition to acquire the Acquired Shares on or after 6 January 2023 (the “**Exercise Date**”), being the day after the expiration of one (1) month from the date on which the Form 57 is given to you, subject to and on the terms set out in the enclosed Form 57 and the provisions of Section 215(4) of the Companies Act.

2.7 **Registration of Transfer.** On or after the Exercise Date, the Offeror will, *inter alia*, pay, allot or transfer to the Company the Exit Offer Consideration for the Acquired Shares. Upon, *inter alia*, payment, allotment or transfer of the Exit Offer Consideration to the Company as aforesaid, the Company will cause all the Acquired Shares to be transferred to the Offeror and will register the Offeror as the holder of the Acquired Shares as soon as practicable. If you elect to receive the Cash Consideration, the Cash Consideration will be credited by the Company into a separate bank account and held by the Company on trust for you. If you elect to receive the Share Consideration, the New Offeror Share certificate for the relevant New Offeror Shares in your name will be held by the Company on trust for you.

2.8 **Settlement.** Subject to and in accordance with the provisions of Section 215(1) of the Companies Act and the terms set out in the enclosed Form 57, as soon as practicable after the Exercise Date:

(a) if you elect to receive the Cash Consideration for all of your Acquired Shares.

(i) if your Acquired Shares are held through a Securities Account maintained with CDP, CDP will send you a notification letter stating the number of Shares debited from your Securities Account together with payment of the Cash Consideration which will be credited directly into your designated bank account for Singapore Dollars via CDP's Direct Crediting Service ("**DCS**") or in such other manner as you may have agreed with CDP for the payment of any cash distributions. In the event you are not subscribed to CDP's DCS, any monies to be paid shall be credited to your Cash Ledger and subject to the same terms and conditions as Cash Distributions under the CDP Operation of Securities Account with the Depository Terms and Conditions (Cash Ledger and Cash Distribution are as defined therein); and

(ii) if your Acquired Shares are held in scrip form, the Share Registrar will, on behalf of the Company, despatch remittance in the form of a Singapore Dollar crossed cheque for the appropriate aggregate amount of the Cash Consideration payable to you in respect of the Acquired Shares to you (or your designated agent, as you may direct) by ordinary post, at your own risk, to your address as it appears in the Register of Members of the Company, as maintained by the Share Registrar; and

(b) if you elect to receive the Share Consideration for all of your Acquired Shares by submitting a duly completed FEA and the KYC Particulars Form (together with the supporting document(s)) to the Offeror on or before the time specified in paragraph 2.3 above, the Offeror c/o the Share Registrar will send you a notification letter stating the number of Shares debited from your Securities Account together with payment of the Share Consideration by way of share certificate for the appropriate number of New Offeror Shares issued to you and sent by ordinary mail to your mailing address as recorded with CDP (or if your Acquired Shares are held in certificate form, your address maintained in the Register of Members of the Company, as maintained by the Share Registrar), at your own risk.

2.9 **No Action Needed.** No action needs to be taken by you in relation to Form 57 to effect the transfer of your Acquired Shares and to entitle you to payment of the Exit Offer Consideration for your Acquired Shares, which payment will be made to you in accordance with paragraphs 2.7 and 2.8 above.

3. RIGHTS UNDER SECTION 215(3) OF THE COMPANIES ACT

3.1 **Non-Assenting Shareholder.** Under Section 215(3) of the Companies Act, you have the right to require the Offeror to acquire your Shares. In connection therewith, a Notice to Non-Assenting Shareholder in the form prescribed under the Companies Act ("**Form 58**") is enclosed with this Letter. Subject to and in accordance with Section 215 of the Companies Act, you may, within three (3) months from the giving of the Form 58 to you (that is, by 6 March 2023), require the Offeror to acquire your Offer Shares, and the Offeror shall be entitled and bound to acquire your Offer Shares at the Exit Offer Consideration and on the same terms as those offered under the Exit Offer (or otherwise in accordance with Section 215(3) of the Companies Act).

3.2 **No Action Needed.** As the Offeror will be proceeding to compulsorily acquire your Acquired Shares pursuant to Section 215(1) of the Companies Act as described in paragraph 2 above, you need not take any action in relation to Form 58 and your right under Section 215(3) of the Companies Act. Nevertheless, if you wish to exercise your right under Section 215(3) of the Companies Act or if you are in any doubt, you are advised to seek your own independent legal advice.

4. FREE FLOAT AND DELISTING

- 4.1 **Free Float Requirement.** Rule 723 of the Catalist Rules requires the Company to ensure that at least 10% of the Shares (excluding treasury shares) is at all times held by the public (the “**Free Float Requirement**”). As announced by the Company on 25 November 2022, the Free Float Requirement is no longer satisfied. As stated in the Exit Offer Letter, the Offeror does not intend to maintain or support any action taken or to be taken to maintain the present listing status of the Company.
- 4.2 **Delisting of the Company.** Pursuant to Rule 1303(1) of the Catalist Rules, the SGX-ST will suspend trading of the listed securities, being the Shares, of the Company on the SGX-ST, at the close of the Exit Offer. Subject to the SGX-ST’s Approval being obtained, the Company will be delisted from the Catalist of the SGX-ST following the completion of the compulsory acquisition by the Offeror under Section 215(1) of the Companies Act. The date on which the Company will be delisted from the SGX-ST will be announced in due course.

5. GENERAL

If you are in any doubt about any of the matters referred to in this Letter, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

If you have sold or otherwise transferred any or all of your Shares, please forward this Letter and the accompanying Form 57, Form 58 and FEA immediately to the purchaser or transferee or to the bank, stockbroker or other agent through whom the sale was effected for onward transmission to the purchaser or transferee of your Shares.

6. DIRECTORS’ RESPONSIBILITY STATEMENT

The directors of the Offeror (“**Offeror Directors**”) (including any Offeror Director who may have delegated detailed supervision of this Letter) have taken all reasonable care and made all reasonable inquiries to ensure that the facts stated and opinions expressed herein (other than those relating to the Company and any opinion expressed by the Company) have been arrived at after due and careful consideration and are fair and accurate and that no material facts have been omitted from this Letter, the omission of which would make any statement in this Letter misleading.

Where any information in this Letter has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the Offeror Directors has been to ensure, through reasonable enquiries, that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this Letter. The Offeror Directors jointly and severally accept responsibility accordingly.

Yours faithfully
For and on behalf of
MEMORIES (2022) PTE. LIMITED



Pun Chi Yam Cyrus
Director

Enclosed: Form 57 and Form 58