

THE COMPANIES ACT 1967
THE COMPANIES REGULATIONS
SECTION 215(3) /
REGULATION 11(2)
NOTICE TO NON-ASSENTING SHAREHOLDER

FORM

58

Name of Company: **MEMORIES GROUP LIMITED**

Company No: **201201631D**

To the Non-Assenting Shareholders of Memories Group Limited

In this notice –

Memories Group Limited is referred to as “**the transferor company**”, and

Memories (2022) Pte. Limited is referred to as “**the transferee**”.

A scheme or contract involving the transfer of ordinary shares in the transferor company to the transferee was, up to 29 November 2022 (being a date within 4 months after the making of the offer in that behalf by the transferee), approved by the holders of not less than 90% of the total number of ordinary shares in the transferor company (other than shares already held at the date of the offer by, or by a nominee for, the transferee or its related corporation, excluding any shares held as treasury shares).

In pursuance of that scheme or contract, an aggregate of 499,522,037 ordinary shares were, on 5 December 2022, transferred to the transferee or its nominee.

The transferee hereby gives you notice, in pursuance of Section 215 of the Companies Act, that those shares together with such other shares in the transferor company as were held by, or by a nominee for, the transferee or its related corporations as at the last-mentioned date comprise or include 90% of the total number of ordinary shares in the transferor company.

In pursuance of the abovementioned provisions you may, within three (3) months from the giving of this notice, give notice that you require the transferee to acquire your holding of ordinary shares in the transferor company, and if you give that notice the transferee will be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as are agreed or as the High Court on application made to it by you or by the transferee thinks fit to enter.

Dated this 5th day of December 2022

Signature:  _____

Name: Pun Chi Yam Cyrus

Director, Memories (2022) Pte. Limited