

EXIT OFFER

in connection with

THE PROPOSED VOLUNTARY DELISTING OF MEMORIES GROUP LIMITED FROM THE CATALIST OF THE SINGAPORE EXCHANGE SECURITIES TRADING LIMITED (“SGX-ST”) PURSUANT TO RULES 1307 AND 1308 OF THE SGX-ST LISTING MANUAL SECTION B: RULES OF CATALIST

by



SAC CAPITAL PRIVATE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200401542N)

for and on behalf of

MEMORIES (2022) PTE. LIMITED

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

to acquire all the Offer Shares (as defined herein) in the capital of

MEMORIES GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 201201631D)

RIGHT OF COMPULSORY ACQUISITION

1. INTRODUCTION

SAC Capital Private Limited (“**SAC Capital**”) refers to:

- (a) the exit offer letter dated 3 November 2022 (“**Exit Offer Letter**”) in relation to the exit offer (the “**Exit Offer**”) by SAC Capital, for and on behalf of Memories (2022) Pte. Limited (the “**Offeror**”), in connection with the proposed voluntary delisting (the “**Delisting**”) of Memories Group Limited (“**MGL**” or 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 (the “**Catalist Rules**”), 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 ordinary shares in the capital of the Company (“**Shares**”) (other than those 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 (the “**Closing Date**”) (collectively, “**Offer Shares**”); and

- (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.

All capitalised terms used but not defined in this announcement ("**Announcement**") shall have the same meanings given to them in the Exit Offer Letter, unless otherwise expressly stated or the context otherwise requires.

2. LEVEL OF ACCEPTANCES

SAC Capital wishes to announce, for and on behalf of the Offeror, that:

2.1 Acceptances of the Exit Offer

Based on information available to the Offeror, as at 6.00 p.m. (Singapore time) on 29 November 2022, the Offeror has received, pursuant to the Exit Offer, valid acceptances in respect 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.

Based on information available to the Offeror, the above-mentioned acceptances include 250,260,794 Offer Shares, representing approximately 49.84% of the total number of issued Shares, tendered by the Offeror Concert Party Group, pursuant to their Irrevocable Undertakings.

2.2 Shares held before the Offer Period

As at the Joint Announcement Date, (a) the Offeror did not hold any Shares directly; and (b) the Offeror Concert Party Group collectively owned or controlled an aggregate of 250,260,794 Shares, representing approximately 49.84% of the total number of issued Shares.

2.3 Shares acquired or agreed to be acquired during the Offer Period

From the Joint Announcement Date and up to 6.00 p.m. (Singapore time) on 29 November 2022, save for the acceptances received pursuant to the Exit Offer stated in paragraph 2.1 above and the Irrevocable Undertakings (as set out in Section 7.1 (Irrevocable Undertakings) of the Exit Offer Letter), neither the Offeror nor any of the parties acting or presumed to be acting in concert with the Offeror in connection with the Exit Offer (based on information available to the Offeror as at 6.00 p.m. (Singapore time) on 29 November 2022) has acquired or agreed to acquire any further Shares.

¹ Unless otherwise stated, all references in this Announcement 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.

2.4 Aggregate Holdings

Accordingly, based on information available to the Offeror, as at 6.00 p.m. (Singapore time) on 29 November 2022, the Offeror Concert Party Group, controlled or have agreed to acquire (including by way of valid acceptances of the Exit Offer) an aggregate of 472,004,265 Shares, representing approximately 93.99% of the total number of issued Shares and 93.27% of the maximum potential issued share capital of the Company.

3. REMINDER OF CLOSING DATE

Acceptances of the Exit Offer must be received by the close of the Exit Offer at 5.30 p.m. (Singapore time) on the Closing Date.

The Offeror does not intend to extend the Exit Offer beyond 5.30 p.m. (Singapore time) on the Closing Date. Notice is hereby given that the Exit Offer will not be open for acceptances beyond 5.30 p.m. on the Closing Date.

4. RIGHT OF COMPULSORY ACQUISITION

4.1 **Compulsory Acquisition by the Offeror under Section 215(1) of the Companies Act**

Pursuant to Section 215(1) of the Companies Act, in the event that the Offeror acquires ninety per cent (90%) or more of the Shares (other than those already held by the Offeror, its related corporations and their respective nominees as at the date of the Exit Offer and which, for the avoidance of doubt, excludes any issued and paid-up ordinary shares held by MGL as treasury shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares (“**Acquired Shares**”) of Shareholders who have not accepted the Exit Offer (“**Dissenting Shareholders**”) at a price equal to the Exit Offer Consideration. As stated in the Exit Offer Letter, the Offeror intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act.

Based on information available to the Offeror, as at 6.00 p.m. (Singapore time) on 29 November 2022, the Offeror has received valid acceptances pursuant to the Exit Offer which amount to approximately 93.45%³ 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 Offer and excluding any treasury Shares). **Accordingly, the Offeror is now entitled to, and intends to, exercise its right under Section 215(1) of the Companies Act to compulsorily acquire all the Acquired Shares.** The Offeror will, in due course, despatch to the Dissenting Shareholders the relevant documentation together with the prescribed notice under the Companies Act in relation to the exercise of its right of compulsory acquisition.

Subject to the SGX-ST’s Approval being obtained, the Offeror will proceed to delist the Company from the SGX-ST.

³ Based on 460,223,529 Shares excluding those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any treasury Shares.

Dissenting Shareholders should note that the Exit Offer remains open for acceptance until the Closing Date as stated in paragraph 3 above. The Exit Offer therefore remains an opportunity for Shareholders to accept the Exit Offer in respect of their Offer Shares and receive the Exit Offer Consideration as soon as practicable within seven (7) Business Days of the Offeror's receipt of such valid acceptances of the Exit Offer, instead of waiting until the Offeror exercises its right of Compulsory Acquisition which will delay payment of the Exit Offer Consideration.

4.2 **Dissenting Shareholders' rights under Section 215(3) of the Companies Act**

As the Offeror has received valid acceptances pursuant to the Exit Offer which, together with the Shares held by the Offeror, its related corporations or their respective nominees, comprise 90% or more of the total number of issued Shares, the Dissenting Shareholders will have the right under and subject to Section 215(3) of the Companies Act, to require the Offeror to acquire their 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).

As the Offeror will be proceeding to compulsorily acquire the all the Acquired Shares pursuant to Section 215(1) of the Companies Act, Dissenting Shareholders need not take any action in relation to Form 58 and their right under Section 215(3) of the Companies Act. Nevertheless, Dissenting Shareholders who wish to exercise such right under Section 215(3) of the Companies Act or who are in any doubt are advised to seek their own independent legal advice.

5. **LOSS OF FREE FLOAT, TRADING SUSPENSION AND LISTING STATUS**

Under Rule 1104 of the Catalist Rules, as the Offeror has received valid acceptances pursuant to the Exit Offer that bring the holdings owned by it and the Offeror Concert Part Group to above 90% of the total number of issued Shares (excluding treasury Shares), the SGX-ST may suspend the trading of the Shares on the SGX-ST until such time it is satisfied that at least 10% of the total number of issued Shares (excluding treasury Shares) are held by at least 200 Shareholders who are members of the public. Under Rule 1303(1) of the Catalist Rules, if the Offeror succeeds in garnering acceptances exceeding 90% of the total number of issued Shares (excluding treasury Shares), thus causing the percentage of the total number of issued Shares (excluding treasury Shares) held in public hands to fall below 10% (the "**Free Float Requirement**"), the SGX-ST will suspend trading of the Shares only at the close of the Exit Offer.

In addition, under Rule 724(1) of the Catalist Rules, if the percentage of the total number of issued Shares (excluding treasury Shares) held in public hands falls below 10%, the Company must, as soon as practicable, notify its sponsor of that fact and announce that fact and the SGX-ST may suspend trading of all the Shares. Rule 724(2) of the Catalist Rules states that the SGX-ST may allow the Company a period of three (3) months, or such longer period as the SGX-ST may agree, to raise the percentage of Shares (excluding treasury Shares) in public hands to at least 10%, failing which the Company may be delisted from the SGX-ST.

Based on the information available to the Offeror and to the best of the Offeror's knowledge, the Free Float Requirement is no longer satisfied and, as stated in the Exit Offer Letter, **the Offeror intends to privatise the Company and does not intend to preserve the listing**

status of the Company. In the event that the trading of the Shares on the SGX-ST is suspended pursuant to Rule 724, Rule 1104 or Rule 1303(1) of the Catalist Rules, the Offeror has no intention to undertake or support any action for any such trading suspension by the SGX-ST to be lifted.

6. PROCEDURES FOR ACCEPTANCE AND SETTLEMENT

The procedures for acceptance and settlement of the Exit Offer are set out in Appendix 2 to the Exit Offer Letter and in the relevant Acceptance Forms.

Shareholders who wish to accept the Exit Offer but have not done so should complete, sign and deliver the relevant Acceptance Forms and all other relevant documents as soon as possible so as to reach the Offeror c/o The Central Depository (Pte) Limited or B.A.C.S. Private Limited (as the case may be) by not later than 5.30 p.m. (Singapore time) on the Closing Date. All Acceptance Forms and other relevant documents received after 5.30 p.m. (Singapore time) on the Closing Date will not be accepted.

If Shareholders are in any doubt about the Exit Offer and/or the course of action they should take, they should consult their stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

In connection with the electronic despatch of the Exit Offer Letter, a Hardcopy Notification containing instructions on how to access the electronic copy of the Exit Offer Letter has been posted together with the Acceptance Forms. Shareholders who have not received or who have misplaced the Hardcopy Notification and/or the relevant Acceptance Forms may contact (i) CDP (in the case of Shareholders whose Offer Shares are deposited with CDP) at CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or email CDP at asksgx@sgx.com for instructions on how to obtain a copy of such document or (ii) the Share Registrar, B.A.C.S. Private Limited (in the case of Shareholders who hold Offer Shares in scrip form) at its office located at 77 Robinson Road #06-03, Robinson 77, Singapore 068896 or the telephone number +65 6593 4848.

Electronic copies of the Exit Offer Letter and the Acceptance Forms are available on the website of the SGX-ST at www.sgx.com and on the website of the Company at <https://investors.memoriesgroup.com/media-centre/announcements/>.

CPFIS Investors and SRS Investors who wish to accept the Exit Offer but have not done so should contact their respective CPF Agent Banks and SRS Agent Banks by the deadline stated in the letter from their respective CPF Agent Banks and SRS Agent Banks respectively, which may be earlier than the Closing Date.

Shareholders who have validly accepted the Exit Offer on or prior to the Unconditional Date are not required to take any action in relation to the Exit Offer and can expect to receive remittances for the appropriate amounts for the payment of the Cash Consideration or share certificate(s) in respect of the appropriate number of New Offeror Shares for the payment of the Share Consideration, within seven (7) Business Days of the Unconditional Date for the Offer Shares which they have tendered in acceptance of the Exit Offer.

Shareholders who tender their acceptances of the Exit Offer which are valid and complete in all respects after the Unconditional Date but before the Closing Date can expect to receive payment remittances for the appropriate amounts for the payment of the Cash Consideration or share certificate(s) in respect of the appropriate number of New Offeror Shares for the payment of the Share Consideration, within seven (7) Business Days after the date of receipt of such valid acceptances of the Exit Offer.

7. INDEPENDENT ADVICE

SAC Capital is acting for and on behalf of the Offeror in connection with the Exit Offer and does not purport to advise the Shareholders and/or the Bondholder. SAC Capital has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder or the Bondholder or holder of the Company Securities.

The views of the Independent Directors for the purposes of the Exit Offer and the IFA on the Exit Offer are set out in the Delisting Circular. Shareholders should read the Delisting Circular and consider carefully the recommendation of the Independent Directors and the advice of the IFA contained in the IFA Letter as reproduced in Appendix A to the Delisting Circular, the Exit Offer Letter and the related documents in its entirety, before taking any action in relation to the Exit Offer. If you are in any doubt about the Exit Offer or the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

8. RESPONSIBILITY STATEMENTS

The Offeror Directors (including any Offeror Director who may have delegated detailed supervision of this Announcement) 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 MGL and any opinion expressed by MGL) have been arrived at after due and careful consideration and are fair and accurate and that no material facts have been omitted from this Announcement, the omission of which would make any statement in this Announcement misleading. Where any information in this Announcement has been extracted or reproduced from published or otherwise publicly available sources or obtained from MGL, 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 Announcement. The Offeror Directors jointly and severally accept responsibility accordingly.

Issued by

SAC CAPITAL PRIVATE LIMITED

For and on behalf of

MEMORIES (2022) PTE. LIMITED

29 November 2022

Any enquiries relating to this Announcement, the Delisting or the Exit Offer should be directed during office hours to:

Financial Adviser to the Offeror
SAC CAPITAL PRIVATE LIMITED
1 Robinson Road
#21-00 AIA Tower
Singapore 048542

Main Line: (65) 6232 3200

Mr Bernard Lim
COO

Mr Tan Kian Tiong
Partner

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the current expectations, beliefs, hopes, intentions or strategies of the party making the statements regarding the future and assumptions in light of currently available information. Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and none of the Offeror, the Offeror Directors or SAC undertakes any obligation to update publicly or revise any forward-looking statements.