



Memories
GROUP

MEMORIES GROUP LIMITED

(Company Registration No. 201201631D)
(Incorporated in the Republic of Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting of **MEMORIES GROUP LIMITED** (the "**Company**") will be held at The Straits Room, Level Four, The Fullerton Hotel, 1 Fullerton Square, Singapore 049178 on 25 July 2018 at 2 p.m. to transact the following business:-

A. ORDINARY BUSINESS

To consider and if thought fit, to pass the following resolutions as Ordinary Resolutions, with or without any modifications:

- To receive and adopt the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 March 2018 together with the Independent Auditor's Report thereon. **(Resolution 1)**
- To approve the payment of Directors' fees of S\$28,744 payable by the Company for the financial year ended 31 March 2018. **(Resolution 2)**
- To approve the payment of Directors' fees of up to S\$120,000 payable by the Company for the financial year ending 31 March 2019. **(Resolution 3)**
(See Explanatory Note 1)
- To re-elect Mr. Basil Chan as a Director of the Company, who is retiring pursuant to Regulation 99(2) of the Constitution of the Company and who, being eligible, will offer himself for re-election. **(Resolution 4)**
(See Explanatory Note 2)
- To re-elect Mr. Tun Tun as a Director of the Company, who is retiring pursuant to Regulation 99(2) of the Constitution of the Company and who, being eligible, will offer himself for re-election. **(Resolution 5)**
(See Explanatory Note 3)
- To re-appoint Nexia TS Public Accounting Corporation as Independent Auditor of the Company for the financial year ending 31 March 2019 and to authorise the Directors of the Company to fix their remuneration. **(Resolution 6)**

B. SPECIAL BUSINESS

To consider and if thought fit, to pass the following Ordinary Resolutions, with or without any modifications:

- That pursuant to Section 161 of the Companies Act (Cap. 50) and Rule 806 of the Rules of Catalyst ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the directors of the Company (the "**Directors**") be and are hereby authorised and empowered to allot and issue:
(i) shares in the capital of the Company ("**shares**"); or
(ii) convertible securities; or
(iii) additional convertible securities issued pursuant to adjustments; or
(iv) shares arising from the conversion of the securities in (ii) and (iii) above,
(whether by way of rights, bonus or otherwise or in pursuance of any offer, agreement or option made or granted by the Directors during the continuance of this authority or thereafter) at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may in their absolute discretion deem fit (notwithstanding the authority conferred by this Resolution may have ceased to be in force),
provided that:
(1) the aggregate number of shares to be issued pursuant to this Resolution (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) (as calculated in accordance with subparagraph (2) below) ("**Issued Shares**"), provided that the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company (including shares to be issued in pursuance of convertible securities made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of Issued Shares;
(2) (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under subparagraph (1) above, the percentage of Issued Shares shall be based on the total number of Issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for:
(i) new shares arising from the conversion or exercise of any convertible securities outstanding at the time this authority is given;
(ii) (where applicable) new shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution, provided the options or awards were granted in compliance with Catalyst Rules of the SGX-ST; and
(iii) any subsequent bonus issue, consolidation or subdivision of shares;
(3) in exercising the authority conferred by this Resolution, the Company shall comply with the Catalyst Rules of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act (Cap. 50), and the Constitution for the time being of the Company; and
(4) (unless revoked or varied by the Company in a general meeting), the authority conferred by this Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.
(See Explanatory Note 4)
- That for the purposes of Chapter 9 of the Catalyst Rules of the SGX-ST: **(Resolution 8)**
(a) approval be and is hereby given for the Company and its subsidiary companies (the "**Group**") or any of them to enter into any of the transactions falling within the categories of Interested Person Transactions, particulars of which are set out in the Company's addendum to shareholders dated 10 July 2018 (the "**Addendum**"), with any party who is of the class or classes of Interested Persons described in the Addendum, provided that such transactions are made on normal commercial terms in accordance with the review procedures for Interested Person Transactions as described in the Addendum and are not prejudicial to the interests of the Company and its minority shareholders (the "**Shareholders' Mandate**");
(b) the Shareholders' Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next annual general meeting of the Company, or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier;
(c) the Audit Committee of the Company be and is hereby authorised to take such action as it deems proper in respect of procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 of the Catalyst Rules of the SGX-ST which may be prescribed by the SGX-ST from time to time; and
(d) the Directors be and are hereby authorised to do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider necessary, desirable, expedient or in the interest of the Company to give effect to the Shareholders' Mandate and/or this Resolution.
(See Explanatory Note 5)
- That authority be and is hereby given to the Directors of the Company to allot and issue from time to time such number of fully paid-up shares as may be required to be allotted and issued pursuant to the vesting of awards under the Memories Performance Share Plan ("**Memories PSP**"), whether granted during subsistence of this authority or otherwise, provided always that the aggregate number of shares to be allotted and issued pursuant to the Memories PSP and any other share-based incentive schemes of the Company shall not exceed fifteen per cent. (15%) of the total number of issued shares (excluding treasury shares and subsidiary holdings) in the capital of the Company from time to time. **(Resolution 9)**
(See Explanatory Note 6)

10. TO TRANSACT ANY OTHER ORDINARY BUSINESS.

BY ORDER OF THE BOARD

Loo Hwee Fang
Shawn Chan Changyun
Joint Company Secretaries

Singapore
10 July 2018

Explanatory Notes:-

- Ordinary Resolution 3 proposed above, if passed, will facilitate the payment of Directors' fees during the financial year in which the fees are incurred, that is, during the financial year from 1 April 2018 to 31 March 2019. The amount of Directors' fees is computed based on the anticipated number of Board and Board Committee meetings.
- Mr. Basil Chan, when re-elected, will be considered a Non-Executive Independent Director, and Lead Independent Director. He will remain as the Chairman of the Audit and Nominating Committees, and a member of the Remuneration Committee.
The Board of Directors (save for Mr. Basil Chan) considers him independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST.
There are no relationships (including immediate family relationships) between Mr. Basil Chan and the other Directors, the Company or its 10% shareholders. Please refer to the section "Board of Directors" in the Company's Annual Report 2018 for the profile of Mr. Basil Chan.
- Mr. Tun Tun, when re-elected, will be considered a Non-Executive Director. He will remain as member of the Audit Committee.
The Board of Directors (save for Mr. Tun Tun) considers him non-independent for the purposes of Rule 704(7) of the Catalyst Rules of the SGX-ST. Mr. Tun Tun is a Director of First Myanmar Company Limited, a substantial shareholder of the Company and sits on the boards of some entities together with the Executive Chairman. Please refer to the section "Board of Directors" in the Company's Annual Report 2018 for the profile of Mr. Tun Tun.
- Ordinary Resolution 7 proposed above, if passed, will empower the Directors, from the date of the above annual general meeting until the next annual general meeting is to be held or is required by law to be held, whichever is the earlier, to issue and allot shares in the capital of the Company and/or convertible securities, up to a number not exceeding one hundred per cent. (100%) of the total number of issued shares on a pro rata basis, of which up to fifty per cent. (50%) of the total number of issued shares may be issued other than on a pro rata basis to shareholders.
- Ordinary Resolution 8 proposed above, if passed, will renew the existing shareholders' mandate that was approved by shareholders on 18 December 2017 to allow the Group to enter into certain interested person transactions with those classes of interested persons as described in the Addendum.
- Ordinary Resolution 9 proposed above, if passed, will empower the Directors to grant awards under the Memories PSP and to allot new shares pursuant to the vesting of such awards provided that the aggregate number of the shares to be issued when aggregated with the existing shares delivered and/or to be delivered pursuant to Memories PSP and any other share-based incentive schemes of the Company shall not exceed fifteen per cent. (15%) of the issued shares of the Company (excluding treasury shares and subsidiary holdings) from time to time.
"**subsidiary holdings**" has the meaning ascribed to it in the Catalyst Rules of the SGX-ST.

Proxies:

- (a) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the Annual General Meeting. Where such member's form of proxy appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy.
(b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the annual general meeting, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's form of proxy appoints more than two proxies, the number of shares in relation to which each proxy has been appointed shall be specified in the form of proxy.
"**Relevant intermediary**" has the meaning ascribed to it in Section 181 of the Companies Act (Cap. 50) of Singapore.
- A proxy need not be a member of the Company.
- The form of proxy must be deposited at the Company's registered office at 78 Shenton Way, #32-00, Singapore 079120, not less than forty-eight (48) hours before the time set for the Annual General Meeting.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Annual General Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of proxies and representatives appointed for the Annual General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Annual General Meeting (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.