

MEMIONTEC HOLDINGS LTD.
(Company Registration No. 201305845W)
(Incorporated in the Republic of Singapore)

THE RENOUNCEABLE NON-UNDERWRITTEN RIGHTS CUM WARRANTS ISSUE OF UP TO 440,514,000 RIGHTS SHARES AT AN ISSUE PRICE OF S\$0.009 FOR EACH RIGHTS SHARE, ON THE BASIS OF TWO (2) RIGHTS SHARES FOR EVERY THREE (3) EXISTING ORDINARY SHARES IN THE COMPANY HELD AS AT THE RECORD DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED, WITH UP TO 704,822,400 FREE DETACHABLE WARRANTS EACH CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) NEW ORDINARY SHARE AT AN EXERCISE PRICE OF S\$0.003 FOR EACH NEW SHARE, ON THE BASIS OF EIGHT (8) WARRANTS FOR EVERY FIVE (5) RIGHTS SHARES SUBSCRIBED FOR, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED (THE “RIGHTS CUM WARRANTS ISSUE”)

- RESULTS OF THE RIGHTS CUM WARRANTS ISSUE

1. INTRODUCTION

1.1 The Board of Directors (the “**Board**” or the “**Directors**”) of Memiontec Holdings Ltd. (the “**Company**”) refers to the Company’s announcements on 18 December 2024, 24 March 2025, 4 April 2025, 15 April 2025 and 17 April 2025, as well as the circular to the shareholders of the Company (“**Shareholders**”) dated 7 March 2025 (“**Circular**”) and the Company’s offer information statement dated 15 April 2025 in relation to the Rights cum Warrants Issue (“**Offer Information Statement**”), which was electronically disseminated by the Company to Shareholders on 15 April 2025.

1.2 *Unless otherwise defined, all capitalized terms used in this announcement shall have the same meanings ascribed to them in the Offer Information Statement. Any reference to the time of day herein shall be a reference to Singapore time.*

2. RESULTS OF THE RIGHTS CUM WARRANTS ISSUE

2.1 Level of Subscription

Based on the total number of issued and paid-up shares in the capital of the Company (excluding treasury shares and subsidiary holdings) of 660,771,000 Shares as at the Record Date, a total of 440,514,000 Rights Shares with Warrants were available for subscription under the Rights cum Warrants Issue.

The Board is pleased to announce that, as at the Closing Date of 5 May 2025 for the Rights cum Warrants Issue, valid acceptances and valid Excess Applications were received for the following number of Rights Shares with Warrants:

	Number of Rights Shares with Warrants	As a percentage of total number of the Rights Shares with Warrants available under the Rights cum Warrants Issue
Valid Acceptances	398,848,924	90.54%
Valid Excess Applications	511,603,971	116.14%
Total	910,452,895	206.68%

2.2 Applicants with valid acceptances of their provisional allotment of Rights Shares with Warrants will be allocated in full for such acceptances. The valid acceptances and valid Excess Applications received include the valid acceptances of 197,784,592 Rights Shares with Warrants and valid Excess Applications of 162,925,296 Rights Shares with Warrants from the Undertaking Shareholder pursuant to the Irrevocable Undertaking.

2.3 Excess Applications

A total of 41,665,076 provisional allotments of Rights Shares with Warrants (including unsold “nil-paid” provisional allotments of Rights Shares with Warrants of Foreign Shareholders and fractional entitlements which were disregarded in arriving at the Entitled Shareholders’ provisional allotments of Rights Shares with Warrants) which were not validly accepted or subscribed for by the Entitled Shareholders, Renounees and Purchasers, were allotted to satisfy the valid Excess Applications for the Rights Shares with Warrants.

In the allotment of the Excess Rights Shares with Warrants, preference was given to Shareholders for the rounding of odd lots. Directors and Substantial Shareholders (including the Undertaking Shareholder) who have control or influence over the Company in connection with the day-to-day affairs of the Company or the terms of the Rights cum Warrants Issue, or have representation (direct or through a nominee) on the Board, ranked last in priority for the rounding of odd lots and allotment of the Excess Rights Shares with Warrants.

As there were a greater number of Excess Rights Shares with Warrants applied than Rights Shares with Warrants available for Excess Applications, certain applicants with valid Excess Applications of Rights Shares with Warrants were not allocated in full for such applications. As a result, the Undertaking Shareholder who ranked last in priority, was not allocated any Excess Rights Shares with Warrants which he has undertaken to subscribe.

2.4 Allotment of Rights Shares with Warrants

In the case of Entitled Depositors, Purchasers and Entitled Scripholders and their Renounees with valid acceptances of Rights Shares with Warrants and/or (if applicable) successful applications for Excess Rights Shares with Warrants, share certificates representing such number of Rights Shares with Warrants and/or Excess Rights Shares with Warrants will be sent to CDP within ten (10) Market Days after the Closing Date and CDP will thereafter credit such number of Rights Shares with Warrants to their relevant Securities Accounts. CDP will then send, by ordinary post and at their own risk, to the respective mailing addresses in Singapore as maintained with CDP, a notification letter to the relevant Shareholders stating the number of Rights Shares with Warrants credited to their Securities Accounts. The Rights Shares with Warrants are expected to be credited to the relevant Shareholders’ respective Securities Accounts on or around 14 May 2025.

In the case of Entitled Scripholders and their Renounees with valid acceptances of their provisional allotment of Rights Shares with Warrants and/or successful applications for Excess Rights Shares with Warrants and who have, *inter alia*, failed to furnish or furnished incorrect or invalid Securities Account numbers in the relevant form comprised in the PAL, share certificate(s) representing such number of Rights Shares with Warrants and/or Excess Rights Shares with Warrants will be despatched by ordinary post and at their own risk, to their mailing addresses in Singapore as maintained with the Share Registrar within ten (10) Market Days after the Closing Date.

2.5 Sale of Nil-Paid Rights in respect of Foreign Shareholders

The Company has not sold any of the provisional allotments of Rights Shares with Warrants which would otherwise have been provisionally allotted to Foreign Shareholders. As disclosed in the Offer Information Statement, the Rights Shares with Warrants represented by such provisional allotments shall be utilised to satisfy applications for Excess Rights Shares with Warrants (if any), or disposed of or otherwise dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company and no Foreign Shareholders or persons acting to the account or benefit of any such persons shall have any claim whatsoever against the Company, the Directors, the Manager/Sponsor, CDP, the Share Registrar and/or their respective officers in connection therewith.

3. REFUND FOR INVALID OR UNSUCCESSFUL ACCEPTANCES AND EXCESS APPLICATIONS

3.1 Entitled Depositors

In the case of any acceptance of the provisional allotment of Rights Shares with Warrants and (if applicable) application for Excess Rights Shares with Warrants which is invalid or unsuccessful, or if

an Entitled Shareholder applies for Excess Rights Shares with Warrants but no Excess Rights Shares with Warrants are allotted to that Entitled Shareholder, or if the number of Excess Rights Shares with Warrants allotted to that Entitled Shareholder is less than the number applied for, the amount paid on acceptance and/or application, or the surplus application monies (as the case may be) will be refunded by to the relevant Entitled Shareholder, Purchaser or their Renounees by the Company (in the case of Entitled Scripholders) or CDP (in the case of Entitled Depositors and Purchasers) on behalf of the Company, without interest or any share of revenue or other benefit arising therefrom by any one or a combination of the following:

- (a) where the acceptance and (if applicable) application had been made through Electronic Application through an ATM of the Participating Bank or an Accepted Electronic Service, by crediting their bank accounts with the Participating Bank at their own risk, with the appropriate amount within three (3) Business Days after the commencement of trading of the Rights Shares with Warrants, the receipt by such bank being a good discharge to the Company, the Manager and CDP of their obligations, if any, thereunder;
- (b) where the acceptance and (if applicable) application had been made through CDP, by crediting their designated bank accounts via CDP's Direct Crediting Service or in the case where refunds are to be made to Depository Agents or member companies, by means of telegraphic transfer, at their own risk. In the event that an applicant is not subscribed to CDP's Direct Crediting Service, any monies to be returned or refunded will be retained by CDP and credited to their Cash Ledger and subject to the same terms and conditions as Cash Distributions under CDP's "Terms and Conditions for Operation of Securities Accounts with The Central Depository (Pte) Limited" ("Member Company", "Cash Ledger" and "Cash Distributions" are as defined therein) (such retention by CDP being a good discharge of the obligations each of the Company and the Manager), within three (3) business days after the commencement of trading of the Rights Shares with Warrants.

3.2 Entitled Scripholders

If any acceptance of Rights Shares with Warrants is invalid and/or if no Excess Rights Shares with Warrants are allotted to Entitled Scripholders or if the number of Excess Rights Shares with Warrants allotted to them is less than that applied for, the amount paid on acceptance and/or application and/or the surplus application monies (as the case may be) will be returned or refunded by the Company, to such Entitled Scripholders, without interest or any share of revenue or other benefit arising therefrom within 14 days after the Closing Date by a crossed cheque drawn on a bank in Singapore and sent by ordinary post and at their own risk to their mailing addresses in Singapore as maintained with the Share Registrar.

4. NET PROCEEDS FROM THE RIGHTS CUM WARRANTS ISSUE

- 4.1 On the close of the Rights cum Warrants Issue, based on the aggregate subscription of 440,514,000 Rights Shares with Warrants, the Company raised approximately S\$3,965,000 of gross proceeds from the Rights cum Warrants Issue. After deducting estimated costs and expenses of approximately S\$190,000 incurred in connection with the Rights cum Warrants Issue, the Company has raised Net Proceeds of approximately S\$3,775,000 from the Rights cum Warrants Issue (excluding proceeds to be raised from the exercise of the Warrants). In line with the information disclosed in the Offer Information Statement, the Company intends to utilise the Net Proceeds (excluding proceeds to be raised from the exercise of the Warrants) in the following manner:

Use of Net Proceeds	Approximate Allocation of the Net Proceeds (S\$)	Approximate Percentage Allocation of the Net Proceeds (%)
General working capital requirements	3,775,000	100
Total	3,775,000	100

- 4.2 For the avoidance of doubt, the Net Proceeds shown above has not reflected any of the subscription monies payable by the Undertaking Shareholder which has been set-off against the outstanding sums owed by the Company to the Undertaking Shareholder, pursuant to the Set-Off Arrangement.

- 4.3 Pending the deployment of the Net Proceeds for the abovementioned purpose, such proceeds may be deposited with banks and/or financial institutions, invested in short-term money market instruments and/or marketable securities, and/or used for any other purposes on a short-term basis as the Directors may, in their absolute discretion, deem appropriate in the interests of the Group.
- 4.4 The Company will make periodic announcements on the utilisation of the Net Proceeds as and when such proceeds are materially disbursed and whether such disbursements are in accordance with the use of proceeds as stated in this Offer Information Statement, and provide a status report on the use of the Net Proceeds in the Company's interim and full year financial results announcement(s) and annual reports until such time the Net Proceeds have been fully utilised. Where the proceeds have been used for general corporate and/or working capital purposes, the Company will also provide a breakdown with specific details on the use of the Net Proceeds in the announcements and status reports. Where there is a material deviation in the use of the Net Proceeds, the Company will announce the reasons for such deviation.

5. ISSUE AND LISTING OF RIGHTS SHARES WITH WARRANTS

- 5.1. Barring any unforeseen circumstances, the Company expects that 440,514,000 Rights Shares and 704,822,400 Warrants will be allotted and issued on or about 9 May 2025, pursuant to the Rights cum Warrants Issue.
- 5.2. The 440,514,000 Rights Shares are expected to be listed and quoted on the Catalist of the SGX-ST on or about 14 May 2025 and trading of such Rights Shares will commence with effect from 9:00 a.m. on 14 May 2025.
- 5.3. The 704,822,400 Warrants are expected to be listed and quoted on the Catalist of the SGX-ST on or about 15 May 2025 and trading of such Warrants will commence with effect from 9:00 a.m. on 15 May 2025.
- 5.4. The Company will release an announcement to inform Shareholders on the date of the listing of and quotation for the Rights Shares and the Warrants on the Catalist of the SGX-ST in due course.
- 5.5. The Rights Shares and New Shares (when issued upon the exercise of the Warrants), when allotted and issued, will rank *pari passu* in all respects with the then Existing Shares, save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Rights Shares and New Shares respectively.
- 5.6. The listing and quotation notice granted by the SGX-ST on 21 March 2025 for the listing and quotation of the Rights Shares, the Warrants and the New Shares on the Catalist is not to be taken as an indication of the merits of the Rights cum Warrant Issue, the Rights Shares, the Warrants, the New Shares, the Company, its Subsidiaries and their securities.
- 5.7. The Board wishes to take this opportunity to thank all Shareholders for their continued support in enabling the successful completion of the Rights cum Warrants Issue.

BY ORDER OF THE BOARD

Tay Kiat Seng
Executive Director and Chief Executive Officer

8 May 2025

This announcement has been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor").

*This announcement has not been examined or approved by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) and the SGX-ST assumes no responsibility for the contents of this announcement including the correctness of any of the statements or opinions made or reports contained in this announcement.*

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