

ARION ENTERTAINMENT SINGAPORE LIMITED

(Incorporated in Singapore)

(Company Registration Number 199407135Z)

RECEIPT OF LISTING AND QUOTATION NOTICE AND NOTICE OF BOOKS CLOSURE DATE IN RESPECT OF ADJUSTMENTS TO EXISTING WARRANTS

1. INTRODUCTION

The board of directors (the “**Board**” or “**Directors**”) of Arion Entertainment Singapore Limited (the “**Company**”) refers to the Company’s announcements dated 29 September 2018, 15 October 2018, 1 November 2018, 22 November 2018 and 3 December 2018 (the “**Announcements**”) relating to the proposed renounceable non-underwritten rights issue (the “**Rights Issue**”) of up to 507,397,641 new ordinary shares in the capital of the Company (the “**Rights Shares**”).

Unless otherwise defined, capitalised terms used herein shall have the same meaning as ascribed to them in the Company’s announcement dated 29 September 2018.

2. ADJUSTMENTS TO THE OUTSTANDING WARRANTS

As at the date of this announcement, there are 136,845,123 outstanding warrants (the “**Outstanding Warrants**”) which have not been exercised under the deed poll dated 6 May 2015 (the “**2015 Deed Poll**”). These Outstanding Warrants will expire on 5 May 2020. In accordance with the terms and conditions of the 2015 Deed Poll, the Rights Issue constitutes an event that may give rise to, *inter alia*, an adjustment to the exercise price of each Outstanding Warrant and/or the number of Outstanding Warrants held by each holder of the Outstanding Warrants (the “**Outstanding Warrantholder**”).

Shareholders are to note that the Outstanding Warrants will be adjusted by:

- (a) applying a ratio of 4.6363:1 to the Outstanding Warrants held by each Outstanding Warrantholder to arrive at the number of outstanding warrants that have been adjusted; and
- (b) adjusting the existing exercise price of S\$0.05 to the new exercise price of S\$0.01 for the Adjusted Outstanding Warrants,

after applying the Outstanding Warrants Adjustment made pursuant to Clause 5.2.2 of the 2015 Deed Poll (the “**Warrant Adjustments**”). Please refer to Condition 5.2 of the 2015 Deed Poll for the adjustment formula of the Outstanding Warrants.

Save for the Warrants Adjustments described above, the terms and conditions of the Outstanding Warrants remain unchanged.

For illustration purposes, if an Outstanding Warrantholder holds 1,000 Outstanding Warrants as at the Warrants Books Closure Date (defined herein below), the Outstanding Warrants held by the Outstanding Warrantholder after applying the ratio of 4.6363:1 will be:

$$1,000 \times 4.6363 = 4,636$$

(Note: An adjustment to the number of Warrants held by each Warrantholder will be rounded downwards to the nearest whole Warrant.)

Based on the illustration above, the Outstanding Warrantholder will hold a total of 4,636 Outstanding Warrants.

3. NUMBER OF ADDITIONAL WARRANTS TO BE ISSUED

Pursuant to the adjustment ratio of 4.6363:1 above, an estimated total of 497,618,629 additional Outstanding Warrants will be issued to the Outstanding Warrantholders.

4. CONFIRMATION FROM AUDITORS

Pursuant to Clause 5.2.2 of the 2015 Deed Poll, the Company's auditors, Nexia TS Public Accounting Corporation, has reviewed and confirmed that there are no exceptions from the procedures performed to evaluate whether the adjustment to the Outstanding Warrants is calculated in accordance with the formula set out in Condition 5.2.2 of the 2015 Deed Poll.

5. RECEIPT OF LISTING AND QUOTATION NOTICE

The Board also wishes to update that the Company has on 6 December 2018, received the listing and quotation notice (the "**Listing and Quotation Notice**") in relation to the listing and quotation on the Catalist of up to 497,618,629 Outstanding Warrants ("**Additional Outstanding Warrants**") which is convertible to 497,618,629 shares ("**Additional Warrant Shares**").

The Listing and Quotation Notice is subject to the following:

- (i) compliance with SGX-ST's listing requirements; and
- (ii) submission of a confirmation that there is a sufficient spread in the Outstanding Warrants as required under Rule 826 of the Listing Manual of the SGX-ST Section B: Rules of Catalist.

The Listing and Quotation Notice is not an indication of the merits of the Warrants Adjustment, Additional Outstanding Warrants, Additional Warrant Shares, the Company, its subsidiaries and their securities.

6. NOTICE OF BOOKS CLOSURE FOR WARRANTS ADJUSTMENT

NOTICE IS HEREBY GIVEN that the register of warrantholders of the Company will be closed at **5.00 p.m.** (Singapore time) on **18 December 2018** (the “**Warrants Books Closure Date**”) for the purposes of determining the issue and allotment of the Additional Outstanding Warrants arising from the Warrants Adjustment to the Outstanding Warrantholders whose registered address with The Central Depository (Pte) Limited (“**CDP**”) are in Singapore as at 18 December 2018 (the “**Entitled Warrantholders**”).

Entitled Warrantholders whose securities accounts with CDP are credited with the Existing Warrants as at 5.00 p.m. on 18 December 2018 will be allotted the Additional Outstanding Warrants entitlements arising from the Warrants Adjustment on the basis of the number of Outstanding Warrants standing to the credit of their securities accounts with CDP as at 5.00 p.m. on 18 December 2018.

For practical reasons and in order to avoid any violation of the relevant legislation applicable in countries other than Singapore, the Warrants Adjustment is only made in Singapore and the Additional Outstanding Warrants will NOT be offered to Outstanding Warrantholders with registered addresses outside Singapore as at 18 December 2018 and who have not, at least three (3) market days prior thereto, provided CDP addresses in Singapore for the service of notices and documents.

7. IMPORTANT DATES AND EVENTS

EVENT	DATE
Effective date of the Warrants Adjustment	20 December 2018
Expected date of issue and allotment of the Additional Outstanding Warrants	28 December 2018
Expected date of listing of the Additional Outstanding Warrants	28 December 2018

8. FURTHER ANNOUNCEMENTS

Further announcements will be made by the Company in relation to the Warrants Adjustment as and when appropriate.

9. DOCUMENTS AVAILABLE FOR INSPECTION

The following documents may be inspected at the office of the Company's Warrant Agent, Tricor Barbinder Share Registration Services at 80 Robinson Road, #02-00, Singapore 068898 during normal business hours from the date of this announcement up to the date so long as any of the Outstanding Warrants remains exercisable:

- (a) A signed copy of the certificate of the Company's auditors, Nexia TS Public Accounting Corporation, certifying the adjustment to the Exercise Price and/or the number of Outstanding Warrants; and
- (b) A certificate signed by a Director setting forth brief particulars of the event giving rise to the adjustment, the Exercise Price and/or the number of Outstanding Warrants in effect prior to such adjustment, the adjusted Exercise Price and/or the number of Outstanding Warrants and the effective date of such adjustment.

10. CAUTION IN TRADING

Shareholders and potential investors of the Company are hereby reminded to exercise caution when dealing in the securities of the Company. Persons who are in doubt to the action they should take should consult their stockbrokers, bank managers, solicitors, or other professional advisors.

For and on behalf of the Board of Directors

Ng Kai Man
Executive Director
6 December 2018

This announcement has been prepared by Arion Entertainment Singapore Limited (the "Company") and its contents have been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor") for compliance with the Singapore Exchange Securities Trading Limited (the "SGX-ST") Listing Manual Section B: Rules of Catalist (the "Catalist Rules"). The Sponsor has not verified the contents of this announcement.

This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Keng Yeng Pheng, Associate Director, Continuing Sponsorship (Mailing address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).