

ARION ENTERTAINMENT SINGAPORE LIMITED

(Incorporated in Singapore)

(Company Registration Number 199407135Z)

PROPOSED SALE OF SHARES IN THE CAPITAL OF THE COMPANY BY SUBSTANTIAL SHAREHOLDERS

1. INTRODUCTION

The board of directors (the "**Board**" or the "**Directors**") of Arion Entertainment Singapore Limited (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to inform shareholders of the Company ("**Shareholders**") that it has been notified by Mr Ng Kai Man (Executive Director of the Company) that he and two other substantial Shareholders of the Company, namely Chan Shui Sheung, Ivy and Lee Chun Ming (collectively the "**Vendors**" and each a "**Vendor**") had on 13 April 2022 entered into a share purchase agreement ("**SPA**") with Ntegrator International Ltd (the "**Purchaser**") for the sale of their shareholding interests of an aggregate of 256,320,900 ordinary shares (the "**Sale Shares**") in the share capital of the Company, representing approximately 27.44% of the entire issued and paid-up capital of the Company, to the Purchaser at the price of approximately S\$0.0117 per Sale Share for a total consideration of S\$3,000,000 (the "**Proposed Sale**").

Details of the Vendors and their respective Sale Shares to be disposed, as well as the consideration to be paid to the respective Vendors for the Proposed Sale, are set out in the Appendix. The Sale Shares represent the entire shareholding interests of the Vendors in the Company as at the date of this announcement.

2. PRINCIPAL TERMS OF THE SPA

Pursuant to the SPA, the Company has been informed that:

- (a) upon the execution of the SPA, in order to secure their respective obligations under the SPA, (i) the Vendors will transfer, in aggregate, 85,440,300 Sale Shares to the Purchaser (the "**Share Deposit**") by way of a married deal and (ii) the Purchaser shall pay the Vendors a cash deposit of S\$1,000,000 ("**Cash Deposit**"). In the event the SPA is terminated prior to the completion of the Proposed Sale, the Share Deposit shall be returned to the Vendors and the Cash Deposit refunded to the Purchaser without interest thereon;
- (b) the balance 170,880,600 Sale Shares ("**Balance Sale Shares**") shall be transferred to the Purchaser upon the completion of the Proposed Sale in return for the Purchaser paying to the Vendors the balance consideration of S\$2,000,000 by way of promissory notes or such other payment method as may be mutually agreed in writing. The promissory notes bear no interest and are not redeemable at the option of noteholders. The Purchaser shall redeem such promissory notes at 100% of their principal value without cost or penalty on the date falling six months from the date on which they were issued and the promissory notes will be secured by the Balance Sale Shares;
- (c) the Purchaser may nominate up to two persons to the Board with effect from the completion date of the Proposed Sale, subject to the relevant approvals having been

obtained from the Board of the Company and compliance to the requirements of the Catalist Rules;

- (d) the obligations of the parties to the SPA are conditional upon, *among others*:
- (i) the Purchaser having obtained all necessary approvals from its board of directors and/or shareholders, as the case may be, in connection with the SPA and the transactions contemplated under the SPA, including approvals for the diversification of the business of the Purchaser to include the business of the Group and the sale and purchase of the Sale Shares as a “discloseable transaction” pursuant to Chapter 10 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited;
 - (ii) the Purchaser having procured all necessary approvals from the Purchaser’s sponsor and/or the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the transactions contemplated under the SPA; and
 - (iii) there being no trading halt or suspension of the shares of the Company or the shares of the Company being delisted or subject to any delisting procedures; and
- (e) the completion of the Proposed Sale shall take place no later than 14 business days from the date of the fulfilment or waiver of the last of the conditions precedent as set out in the SPA, in any event no later than 5.00 p.m. on the date falling three months from the date of the SPA, or such later date as the Purchaser and the Vendors may mutually agree (“**Long Stop Date**”). The SPA shall terminate if the conditions precedent are not fulfilled or waived before the Long Stop Date.

The Proposed Sale would result in each Vendor ceasing to be a substantial Shareholder of the Company upon the completion of the Proposed Sale.

Mr Ng Kai Man will remain as an Executive Director of the Company immediately after the completion of the Proposed Sale.

3. INFORMATION ON THE PURCHASER

The Purchaser is a company incorporated in Singapore and, as at the date of this announcement, listed on the Catalist Board of the SGX-ST. For more information on the Purchaser, please refer to the Purchaser’s corporate website at the URL <https://www.ntegrator.com> and the annual reports of the Purchaser which are available on SGXNet at the URL <https://www.sgx.com/securities/annual-reports-related-documents>.

As at the date of this announcement, the Company is not aware of any plans that the Purchaser has for the Company.

To the best of the Company’s knowledge, the Directors and substantial Shareholders of the Company, and their respective associates, are not related to the Purchaser and any of its directors.

4. DISCLOSURE OF INTEREST

Save for Mr Ng Kai Man (Executive Director of the Company), each of the Directors confirms that he does not have any interest, direct or indirect, in the Proposed Sale other than through his shareholding and/or directorship (as applicable) in the Company.

5. TRADING CAUTION

Shareholders and potential investors are advised to exercise caution in dealing in the shares of the Company and to refrain from taking any action which may be prejudicial to their interests. There is no certainty or assurance as at the date of this announcement that no changes will be made to the terms of the SPA or that all the conditions in the SPA will be satisfied. The Company will make the necessary announcements at the appropriate time in compliance with the applicable rules and regulations as and when there are material developments. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt as to the action that they should take.

BY ORDER OF THE BOARD

Chou Kong Seng
Independent Non-Executive Director
13 April 2022

This announcement has been reviewed by the Company's sponsor, PrimePartners Corporate Finance Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "Exchange") and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document.

The contact person for the Sponsor is Ms Foo Jien Jieng, 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, sponsorship@ppcf.com.sg.

Appendix

Name of Vendor	Number of Sale Shares to be disposed			Total Consideration for the Proposed Sale		
	Share Deposit to be transferred upon execution of the SPA	Balance Sale Shares to be transferred upon completion of the Proposed Sale	Sub-total	Cash Deposit to be received upon execution of the SPA	Balance consideration to be received upon completion of the Proposed Sale	Sub-total
Ng Kai Man	30,900,000	61,800,000	92,700,000	S\$361,650	S\$723,300	S\$1,084,950
Chan Shui Sheung, Ivy	29,540,300	59,080,600	88,620,900	S\$345,750	S\$691,500	S\$1,037,250
Lee Chun Ming	25,000,000	50,000,000	75,000,000	S\$292,600	S\$585,200	S\$877,800
Total	85,440,300	170,880,600	256,320,900	S\$1,000,000	S\$2,000,000	S\$3,000,000