

ARION ENTERTAINMENT SINGAPORE LIMITED

(Incorporated in Singapore)

(Company Registration Number 199407135Z)

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

Unless otherwise defined, all capitalised terms herein shall have the meanings as ascribed to them in the Announcements (as defined below).

The board of directors (the "**Board**" or the "**Directors**") of Arion Entertainment Singapore Limited (the "**Company**" and together with its subsidiaries, the "**Group**") refers to the Company's announcement dated 13 April 2022 and 22 July 2022 (collectively the "**Announcements**").

The Board wishes to update shareholders that it has been notified by Mr Ng Kai Man, Executive Director of the Company, that the Vendors and the Purchaser (now known as Watches.com Limited) have on 6 October 2022 entered into a deed of termination (the "**Termination Deed**") to terminate the SPA (as amended by a deed of amendment dated 22 July 2022) with effect from 6 October 2022 (the "**Termination Date**").

The terms of the Termination Deed provide , amongst others, that upon termination of the SPA, the Vendors shall retain the Cash Deposit of S\$1,000,000 that was paid by the Purchaser (now known as Watches.com Limited) and shall not claim or demand for the return of the 85,440,300 Sale Shares constituting the Share Deposit and the Purchaser shall retain the 85,440,300 Share Deposit which have been transferred from the Vendors to the Purchaser and shall not claim or demand for the refund of the Cash Deposit. This is notwithstanding that the SPA had provided for the Share Deposit to be returned to the Vendors and the Cash Deposit refunded to the Purchaser upon termination of the SPA.

Accordingly, and as further provided for in the Termination Deed, with effect from the Termination Date, each of the Purchaser on the one part and the Sellers on the other shall release and discharge each other from:

- (i) all duties, obligations and liabilities that the other may have under the SPA; and
- (ii) all actions, claims or demands under or in connection with the SPA, including (without limitation) claims for negligence and fraud, whether arising before or on the date of the Deed, in each case whether known or unknown to the releasing party.

For the avoidance of doubt, each of the Vendor remains as a substantial shareholder of the Company following the Termination Date.

BY ORDER OF THE BOARD

Chou Kong Seng
Independent Non-Executive Director
6 October 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.

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