



KITCHEN CULTURE HOLDINGS LTD.

(Company Registration No: 201107179D)

(Incorporated in the Republic of Singapore on 25 March 2011)

NON-BINDING MEMORANDUM OF UNDERSTANDING IN RELATION TO THE PROPOSED ACQUISITION OF SHARES IN THE CAPITAL OF OOWAY TECHNOLOGY CO., LTD

The Board of Directors (the "**Board**" or "**Directors**") of Kitchen Culture Holdings Ltd. (the "**Company**") wishes to announce that the Company has on 17 April 2020 entered into a non-binding memorandum of understanding (the "**MOU**") with Ooway Technology Pte. Ltd. (the "**Vendor**"). The MOU sets out key understandings in relation to the Company's proposed acquisition of such number of ordinary shares in Ooway Technology Co., Ltd ("**Ooway**"), a wholly-owned subsidiary of the Vendor ("**Proposed Acquisition**").

Incorporated in the People's Republic of China ("**China**"), Ooway has established the Credit 3.0 platform in China named Behaviour Model of Association Risk System ("**bMARS**"), which utilises machine learning and artificial intelligence to quantify corporate behaviour into credit value. Via bMARS, Ooway provides credit rating services for importers and exporters in China.

As part of the strategic business review conducted by the Group, as set out in the Company's announcement dated 31 March 2020, the Proposed Acquisition provides an opportunity for the Group to explore new areas of business opportunities and expand its footprint into other sectors.

The purchase consideration for the Proposed Acquisition will be satisfied in such manner to be agreed between the parties, whether by way of cash or through the allotment and issue of ordinary shares in the capital of the Company to the Vendor.

Subsequent to the MOU, the Company will take the necessary steps to:

- (i) consider the feasibility of Ooway's business;
- (ii) conduct the necessary due diligence in connection with the Proposed Acquisition; and
- (iii) negotiate the terms and conditions of the definitive sale and purchase agreement.

The MOU is only an expression of intent by the parties relating to the Proposed Acquisition and does not create any legally binding nor enforceable obligations on the parties.

None of the Directors or controlling shareholders of the Company and their respective associates has any interest, direct or indirect, in the MOU, other than through their respective shareholdings (if any) in the Company.

The Company will keep shareholders updated on any material developments in relation to the Proposed Acquisition by way of announcements as and when appropriate.

Shareholders and potential investors are advised to exercise caution in trading the shares of the Company as there is no certainty or assurance as at the date of this announcement that definitive agreement in relation to the Proposed Acquisition will be entered into or that the transaction contemplated in the MOU will be completed. Shareholders and potential investors are advised to read this announcement and any further announcements by the Company carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt as to the actions they should take.

By order of the Board

Lim Wee Li
Executive Chairman and Chief Executive Officer
17 April 2020

This announcement has been reviewed by the Company's sponsor, SAC Capital Private Limited (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "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.

The contact person for the Sponsor is Ms. Lee Khai Yinn (Tel (65) 6232 3210), at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542.