



KITCHEN CULTURE HOLDINGS LTD.

(Company Registration No: 201107179D)

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

PROPOSED ALLOTMENT AND ISSUE OF AN AGGREGATE OF UP TO 46,694,626 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY PURSUANT TO A CONVERTIBLE LOAN AGREEMENT

- RESPONSE TO QUERIES FROM SHAREHOLDERS IN RELATION TO THE COMPANY'S CIRCULAR DATED 13 JUNE 2020

The Board of Directors (the "**Board**") of Kitchen Culture Holdings Ltd. (the "**Company**") refers to the Company's announcements dated 29 April 2020, 4 May 2020, 12 June 2020, 19 June 2020 and 22 June 2020, and the Company's circular dated 13 June 2020 (the "**Circular**") (collectively, the "**Announcements**") in relation to, *inter alia*, the proposed allotment and issue of an aggregate of up to 46,694,626 new ordinary shares in the capital of the Company ("**Conversion Shares**") to various investors at the conversion price of S\$0.149 per Conversion Share upon the conversion of the convertible loan of S\$6,050,000 and accrued interest thereon, pursuant to the terms and conditions of the convertible loan agreement dated 3 May 2020 ("**Proposed Conversion**"). Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the Announcements.

The Board further refers to the queries submitted by the Shareholders and appends the replies as follows, notwithstanding that such queries are not related to the resolutions set out in the Notice of the EGM:

RESPONSE TO QUERIES FROM SHAREHOLDERS

Question 1

With regards to the announcement of the non-binding memorandum of understanding ("**MOU**") in relation to the proposed acquisition of shares in Ooway Technology Co., Ltd. ("**Ooway**") on 17 April 2020, what has been validated with regards to Ooway's business model and technology? Have they received any revenue or profit from their business?

Company's response

Further to the Company's entry into a non-binding memorandum of understanding dated 17 April 2020 in relation to the Company's proposed acquisition of such number of ordinary shares in Ooway, a fintech business operating in the People's Republic of China ("**Proposed Acquisition**"), the Company had on 23 June 2020 announced that the Company has appointed a professional firm to conduct the valuation on Ooway, as well as appointed legal and financial professionals to conduct legal and financial due diligence investigations on the target group respectively ("**Update Announcement**"). Accordingly, the Company is still in the process of carrying out the due diligence

and is expecting receipt of the draft reports from the respective professionals within the next few weeks. Please refer to the Update Announcement for further details.

Currently, the Company is still in the midst of, amongst others, conducting due diligence and negotiating the terms and conditions of the definitive agreements in relation to the Proposed Acquisition. Announcement(s) setting out details of the Proposed Acquisition, including but not limited to details on the target group and its valuation, will be made as and when appropriate.

Question 2

When did Ooway commence its operations? Based on their forecasted earnings, what is their intrinsic value or the valuation of the company?

Company's response

Please see the Company's response to question 1 above.

By Order of the Board

Lim Wee Li
Executive Chairman and Chief Executive Officer
29 June 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.

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