



WINKING STUDIOS LIMITED

(Company Registration No. 159882)
(Incorporated in the Cayman Islands)

PROPOSED DUAL LISTING OF THE COMPANY ON THE AIM MARKET OF THE LONDON STOCK EXCHANGE

- **PROPOSED PLACING OF 52,666,667 ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE PLACING PRICE OF £0.15 (OR APPROXIMATELY S\$0.26) FOR EACH PLACING SHARE**
 - **PUBLICATION OF THE ADMISSION DOCUMENT**
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1. INTRODUCTION

- 1.1 The Board of Directors (the "**Board**" or "**Directors**") of Winking Studios Limited (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the previous announcements of the Company dated 26 April 2024, 17 September 2024, 28 October 2024 and 31 October 2024 and the circular to the Company's shareholders (the "**Shareholders**") dated 4 October 2024 ("**Circular**") in respect of the extraordinary general meeting held on 28 October 2024 ("**EGM**") for the purposes of, amongst others, seeking Shareholders' approval for the proposed issue and placement of up to 130,000,000 new ordinary shares in the capital of the Company ("**Shares**") to be carried out in conjunction with the proposed dual listing of the Company's Shares on AIM of the London Stock Exchange plc ("**London Stock Exchange**"), which was approved by Shareholders at the EGM. The Board wishes to update that the Company has on 8 November 2024 entered into a placing agreement (the "**Placing Agreement**") with Strand Hanson Limited ("**Strand**" or "**Nominated Adviser**") and S.P. Angel Corporate Finance LLP ("**SP Angel**" or "**Broker**") and that the Company intends to proceed with the AIM Admission (as defined below).
- 1.2 Pursuant to the Placing Agreement, the Broker has procured subscribers for an aggregate of 52,666,667 fully paid-up ordinary shares in the capital of the Company (the "**Placing Shares**") at a Placing Price of £0.15 (or approximately S\$0.26¹) for each Placing Share (the "**Placing Price**"), amounting to an aggregate consideration of £7,900,000.05 (or approximately S\$13.5 million¹) (the "**Proposed Placing**").
- 1.3 The Proposed Placing will be carried out in conjunction with the proposed dual listing of the Company's issued and to be issued Shares on AIM, the market of that name operated by the London Stock Exchange (the "**AIM Admission**"), as stated in the Circular. Further details of the Proposed Placing including, *inter alia*, the rationale for the Proposed Placing, use of proceeds of the Proposed Placing and financial effects of the Proposed Placing have been disclosed in the Circular and in the admission document in connection with the AIM Admission dated 8 November 2024 (the "**Admission Document**").
- 1.4 The Proposed Placing is not underwritten and is not intended to be offered or as an invitation to persons in Singapore and/or persons who are resident in Singapore.

¹ Based on the exchange rate of £1: S\$1.7148 as at 8 November 2024 extracted from S&P Capital IQ.

2. THE PROPOSED PLACING

2.1 Placing Price

The Placing Price of £0.15 (or approximately S\$0.26¹) per Placing Share represents a discount of approximately 11.3% to the volume weighted average price ("**VWAP**") of S\$0.29 for trades done on the Catalist of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the sponsor-supervised board of the SGX-ST (the "**Catalist**") on 8 November 2024, being the full market day on which the Placing Agreement was signed. The Company had obtained specific Shareholders' approval at the EGM for the Placing Price to be at a discount of more than 10% to the VWAP for trades done on the SGX-ST for the full market day on which the Placing Price is determined.

2.2 The Placing Shares

2.2.1 The 52,666,667 Placing Shares represent approximately 13.6% of the existing issued and paid-up share capital of the Company comprising 387,698,275 Shares as at the date of this announcement and will represent approximately 12.0% of the enlarged issued and paid-up share capital of the Company of 440,364,942 Shares ("**Enlarged Issued Share Capital**").

2.2.2 The Placing Shares will be issued to the end-placees free from all claims, pledges, mortgages, charges, liens and encumbrances and shall rank in all respects *pari passu* with the then existing issued Shares at the time of the issue except that the Placing Shares will not rank for any dividends, rights, allotments or other distributions declared before the date of the issue of the Placing Shares, if any.

2.2.3 Save for the Acer Placement (as defined below), the proposed placing of Placing Shares to Mr. Johnny Jan and Mr. Oliver Yen as disclosed in paragraph 2.3 of this announcement and in the Circular, the Placing Shares will not be placed to any person who is a Director or a substantial shareholder of the Company ("**Substantial Shareholder**"), or any other person in the categories set out in Rule 812(1) of the SGX-ST's Listing Manual Section B: Rules of Catalist (the "**Catalist Rules**"), unless specific approval from the Shareholders for such a placement has been obtained, with the person and its/his associates abstaining from voting on the resolution approving the placement.

2.2.4 The subscription of the Placing Shares would not result in the transfer of a "controlling interest" which requires specific Shareholders' approval pursuant to Rule 803 of the Catalist Rules. The number of Placing Shares to be placed to any end-pee is not expected to result in any end-pee becoming a Substantial Shareholder. In the event that any end-pee becomes a Substantial Shareholder as a result of the Proposed Placing, a further announcement will be released in accordance with the Catalist Rules.

2.3 The Acer Placement and Proposed Placing of Placing Shares to Mr. Johnny Jan and Mr. Oliver Yen

Acer Gaming Inc. ("**Acer Gaming**") has participated in the Proposed Placing by subscribing for 40,000,000 Placing Shares at the Placing Price ("**Acer Placement**") for an aggregate subscription consideration of £6.0 million (or approximately S\$10.3 million¹), which will allow Acer Gaming to continue to have an interest in such number of Shares representing at least 51.0% of the Enlarged Issued Share Capital.

As disclosed in the Circular, the Acer Group intends to participate in the Proposed Placing primarily so as to minimise dilution in its shareholding and to ensure that it continues to have an interest in such number of Shares representing at least 51.0% of the Enlarged Issued Share

Capital, for its strategic investment purposes and also to aid the Company in raising a minimum amount of funds from the Proposed Placing.

Mr. Johnny Jan, the Executive Chairman and Chief Executive Officer of the Company, and Mr. Oliver Yen, the Group Chief Financial Officer of the Company, and who is intended to be appointed as a Director of the Company in connection with the AIM Admission, have also participated in the Proposed Placing by subscribing for 666,667 Shares and 266,667 Shares respectively, at the Placing Price.

Further information about the Acer Placement and the placing of Placing Shares to Mr. Johnny Jan and Mr. Oliver Yen has been disclosed in the Circular and in the Admission Document.

2.4 Shareholders' Approval for the Issuance of Placing Shares

2.4.1 The Company will not be relying on the general share issue mandate approved by Shareholders at the annual general meeting held on 30 April 2024. The Company has obtained specific Shareholders' approval in relation to the allotment and issuance of the Placing Shares at the EGM.

2.4.2 The Acer Placees (as defined in the Circular), Mr. Johnny Jan and Mr. Oliver Yen fall within the restricted list of persons as set out in Rule 812(1) of the Catalist Rules. In accordance with Rule 812(2) of the Catalist Rules, specific approval from Shareholders has been obtained for the issue and allotment of any Placing Shares to any of the Acer Placees, Mr. Johnny Jan and Mr. Oliver Yen pursuant to the Proposed Placing. Each of the Acer Placees, Mr. Johnny Jan and Mr. Oliver Yen and their respective associates had abstained from voting on the resolution approving the Proposed Placing.

2.4.3 As such, the Placing Shares is proposed to be allotted and issued pursuant to specific Shareholder approval granted by Shareholders in accordance with Rules 805 and 812 and Chapter 9 of the Catalist Rules, and Article 12(1) of the existing memorandum and articles of association of the Company, by way of ordinary resolutions passed at the EGM.

3. SALIENT TERMS OF THE PLACING AGREEMENT

3.1 Fee and Placement Commission

In consideration of Strand and SP Angel discharging their obligations under the Placing Agreement and subject to the terms therein, the Company shall, conditional on the AIM Admission:

3.1.1 in relation to Strand:

- (i) pay a fee of £350,000 in cash (less any amounts paid pursuant to the engagement letter entered into between the Company and Strand); and
- (ii) grant Strand the warrants to subscribe for Shares pursuant to the warrant instrument entered into between the Company and Strand dated 8 November 2024; and

3.1.2 in relation to SP Angel:

- (i) pay a fixed fee of £65,000 in cash (less any amount paid pursuant to the engagement letter entered into between the Company and SP Angel);

- (ii) pay a commission of 5% of the gross placing proceeds received by the Company from the placees introduced by SP Angel (for the avoidance of doubt, excluding Acer Gaming and any other placee introduced by the Company or PrimePartners Corporate Finance Pte. Ltd. (the "**Company Placees**")) in cash;
- (iii) pay a commission of 1% of the gross placing proceeds received by the Company from the Company Placees in cash; and
- (iv) grant SP Angel the warrants to subscribe for Shares pursuant to the warrant instrument entered into between the Company and SP Angel dated 8 November 2024.

3.2 **Placing Completion**

Subject to the terms and conditions of the Placing Agreement, the Company shall, upon satisfaction (or waiver in accordance with the terms of the Placing Agreement) of the conditions set out in paragraph 3.3 below, allot the Placing Shares at the Placing Price to the placees identified by the Broker. Subject to such allotment having taken place, the Broker shall, in accordance with the terms of the Placing Agreement and as soon as reasonably practicable and in any event within three Business Days (as defined in the Placing Agreement) following the date of the AIM Admission, pay by telegraphic transfer to the bank account notified by the Company the aggregate proceeds of the Placing Shares received by SP Angel (less the sums specified in paragraph 3.1 above).

3.3 **Conditions Precedent**

Completion of the Proposed Placing pursuant to the Placing Agreement is conditional upon, *inter alia*, the following conditions:

- 3.3.1 the fulfilment by the Company of its obligations under Clause 3 (*Delivery and registration of documents*) of the Placing Agreement by the time specified in that clause;
- 3.3.2 the application made by or on behalf of the Company to the London Stock Exchange for the AIM Admission ("**AIM Application**") in accordance with Rule 5 of the AIM Rules for Companies and including, where applicable, any guidance notes published by the London Stock Exchange from time to time ("**AIM Rules**") and all other documents to be submitted therewith having been delivered to the London Stock Exchange before publication of the Admission Document;
- 3.3.3 in the sole opinion of either Strand or SP Angel (acting in good faith), no supplementary admission document being required in accordance with the guidance notes to Rule 3 of the AIM Rules;
- 3.3.4 in the sole opinion of either Strand or SP Angel (acting in good faith) none of the warranties as set out in the Placing Agreement being untrue and inaccurate in any material respect or misleading as at the date of the Placing Agreement and none of the warranties having ceased to be true and accurate in any material respect or having become misleading at any time following the date of the Placing Agreement up to an including the time of allotment of the Placing Shares as though they had been given and made on such dates by reference to the facts then subsisting;
- 3.3.5 in the sole opinion of either Strand or SP Angel (acting in good faith) no statement contained in any Placing Document (as defined in the Placing Agreement) is or has

become or has been discovered to be, untrue or inaccurate in any material respect or misleading, and no material matter has arisen which would, if any of the Placing Documents or any amendment or supplement to any of them were to be issued at that time, constitute a material omission therefrom;

- 3.3.6 the unconditional allotment and issue of the Placing Shares having taken place and the Registrars (as defined in the Placing Agreement) having registered (without registration fee) as holder of the Placing Shares such persons as shall be communicated to them by SP Angel on the Business Day prior to the date of AIM Admission;
- 3.3.7 the delivery of an electronic copy of the Admission Document (and any supplementary admission document which may be required pursuant to the AIM Rules, having been published in accordance with Rule 20 of the AIM Rules) before midnight on the date of the Placing Agreement (in the case of the Admission Document) and prior to the date of issue of the Placing Shares (in the case of any supplementary admission document) and the delivery of the AIM Application, in accordance with Rule 5 of the AIM Rules, to the London Stock Exchange on the date of the Placing Agreement;
- 3.3.8 publication of the press announcement relating, *inter alia*, to the Proposed Placing in agreed form through a service approved by the London Stock Exchange for the distribution to the public of regulatory announcements in accordance with the AIM Rules by not later than 8.00 a.m. (London time) on 14 November 2024;
- 3.3.9 the obligations of either Strand or SP Angel not being terminated before the day of the issue of the Placing Shares;
- 3.3.10 the depositary interests representing Shares having been admitted as participating securities within CREST (as defined in the Placing Agreement) on or before the day of the issue of the Placing Shares and such depositary interests continuing to be participating securities within CREST;
- 3.3.11 in the sole opinion of either Strand or SP Angel (acting in good faith) there not having occurred any Material Adverse Change (as defined in the Placing Agreement) from and including the date of the Placing Agreement up to and including the time of AIM Admission;
- 3.3.12 the Company having complied with its obligations under Clauses 5 (*Application for Admission*) and 6 (*The Placing*) of the Placing Agreement (to the extent that such obligations fall to be performed prior to AIM Admission);
- 3.3.13 the delivery by the Company to Strand and SP Angel immediately prior to AIM Admission of a certificate signed for and on behalf of the Company and the Directors by a Director on behalf thereof in the form set out in Schedule 4 of the Placing Agreement;
- 3.3.14 the EGM having taken place and the resolutions tabled being passed;
- 3.3.15 prior to the date of issue of the Placing Shares, the London Stock Exchange (i) not having imposed, or threatened to impose, any conditions or requiring any further due diligence in connection with the AIM Admission, including (without limitation) a special condition under Rule 9 of the AIM Rules, or (ii) not having required Strand to deliver a supplement to its nominated adviser's declaration under Schedule 2 of the AIM Rules for Nominated Advisers prior to, or as a condition of, the AIM Admission;

3.3.16 the allotment and issue of the Placing Shares, prior to, and conditional on, the AIM Admission of the Shares, in accordance with the terms of the Placing Agreement; and

3.3.17 the AIM Admission having occurred not later than 8.00 a.m. (London time) on 14 November 2024 or such later date as the Company and each of Strand and SP Angel may agree, but in any event not later than 8.30 a.m. (London time) on 29 November 2024 (the "**Long-Stop Date**"),

(collectively, the "**Conditions Precedent**").

3.4 If, in the event that any of the Conditions Precedent are not fulfilled (or waived by each of Strand and SP Angel in their absolute discretion), as the case may be, by the time (if any) specified or extended time agreed in writing (but not beyond the Long-Stop Date of 29 November 2024), the respective obligations of the parties in connection with the Placing Agreement shall, *ipso facto*, cease and determine, save as otherwise provided in the Placing Agreement.

4. CONFIRMATIONS BY THE BROKER

The Broker has confirmed (to the best of its knowledge and belief), that:

- (a) the commission payable by the Company to the Broker for the Proposed Placing will not be shared with any of the end-placees of the Proposed Placing;
- (b) save for Acer Gaming, the Broker has obtained or will obtain (as the case may be) representations from the end-placees of the Placing Shares that such end-placee is not acting in concert (as defined under The Singapore Code on Take-overs and Mergers) with any other party in their acquisition of the Placing Shares;
- (c) save for Acer Gaming, Mr. Johnny Jan and Mr. Oliver Yen, the Placing Shares will not be placed or issued to (i) any person who is a Director or a Substantial Shareholder of the Company, or who, as a result of the Proposed Placing will become a Substantial Shareholder of the Company, an interested person as defined in Chapter 9 of the Catalist Rules or any other person in the categories set out in Rule 812(1) of the Catalist Rules or (ii) one or more of the persons specified above;
- (d) the Broker has obtained or will obtain (as the case may be) representations from (i) each of the end-placees that each of them and their respective directors and substantial shareholders (to the extent applicable) do not have any relationship/connections (including any business relationship) with the Company, the Directors and/or the Substantial Shareholders of the Company; and (ii) that the Company and its Directors and Substantial Shareholders do not have any relationships/connections (including business relationships) with the end-placees or any of the end-placees' directors or substantial shareholders (to the extent applicable);
- (e) each of the end-placees will not acquire a controlling interest consequent to the subscription of the Placing Shares, and accordingly, the Proposed Placing will not result in the transfer of a controlling interest of the Company under Rule 803 of the Catalist Rules; and
- (f) there are no share borrowing arrangements entered into for the Proposed Placing.

5. PUBLICATION OF ADMISSION DOCUMENT

The Board wishes to inform the Shareholders that the Company has published the Admission Document, in accordance with Rule 26 of the AIM Rules at the URL <https://www.winkingworks.com/en-US/>. A copy of the Admission Document is also attached to this announcement.

6. AIM ADMISSION

The Board wishes to announce that the Company's Shares are expected to be admitted to trading on the AIM Market of the London Stock Exchange on or about 14 November 2024. The Shares will trade on AIM under the ticker WKS. The Company will continue to maintain a listing on the Catalist of the SGX-ST, whilst also being listed on the AIM Market of London Stock Exchange.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save for the Acer Placees, Mr. Johnny Jan and Mr. Oliver Yen, none of the Directors or Substantial Shareholders has any interest, direct or indirect, in the Proposed Placing (other than arising from their directorships and/or shareholdings, as the case may be, in the Company, if any).

8. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placing and the AIM Admission, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in this announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Placing Agreement and warrant instruments will be made available for inspection during normal business hours at the Singapore headquarters of the Company at 6 Raffles Quay, #14-06, Singapore 048580, for a period of three (3) months commencing from the date of this announcement.

10. FURTHER ANNOUNCEMENTS

The Company will continue to keep Shareholders updated and release announcements relating to the Proposed Placing and AIM Admission (including any material developments and progress made) as may be appropriate from time to time.

11. CAUTIONARY STATEMENT

The Board wishes to caution that while to the best of the Board's knowledge, nothing has come to the Board's attention as at the date of this announcement that the Proposed Placing and/or AIM Admission will not proceed, there is no certainty or assurance as at the date of this announcement that the Proposed Placing and AIM Admission will materialise. Shareholders and potential investors should note that the Proposed Placing is subject to the fulfilment of, *inter alia*, the Conditions Precedent, and accordingly, should exercise caution when trading in the Shares

of the Company. Persons who are in doubt as to the action they should take should consult their legal, financial, tax or other professional advisers.

BY ORDER OF THE BOARD

MR. JOHNNY JAN
Executive Chairman and Chief Executive Officer

11 November 2024

IMPORTANT NOTICE

This announcement is for information only and does not constitute or form part of any offer to purchase, a solicitation of an offer to purchase, an offer to sell or an invitation or solicitation of an offer to sell, issue or subscribe for, securities in or into the United States. No securities mentioned herein have been, or will be, registered under the United States Securities Act of 1933, as amended (the "**U.S. Securities Act**"), or under any state securities laws or other jurisdiction of the United States. The Company does not intend to conduct a public offering in the United States, and no securities may be offered or sold in or into the United States absent registration with the U.S. Securities and Exchange Commission or pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements under the U.S. Securities Act and any applicable state or local securities laws of the United States. The securities referred to in this announcement will be offered and sold only in "offshore transactions" as defined in, and in accordance with, Regulation S under the U.S. Securities Act.

Notification under Section 309B of the SFA: The Placing Shares are prescribed capital markets products (as defined in the Securities and Futures (Capital Markets Products) Regulations 2018) and Excluded Investment Products (as defined in MAS Notice SFA 04-N12: Notice on the Sale of Investment Products and MAS Notice FAA-N16: Notice on Recommendations on Investment Products). This announcement does not constitute or form part of any offer, or invitation, to subscribe for or to sell, or solicitation of any offer to subscribe for or to purchase securities of the Company, nor is it calculated to invite, nor does it permit the making of, offers by the public to subscribe for or purchase for cash or other consideration securities of the Company. Restrictions have been imposed on offers and sales of the Placing Shares and on distributions of documents relating thereto in Singapore.

*Winking Studios Limited (the "**Company**") was listed on Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 20 November 2023. The initial public offering of the Company was sponsored by PrimePartners Corporate Finance Pte. Ltd. (the "**Sponsor**"). This announcement has been reviewed by the Sponsor. It has not been examined or approved by 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. Foo Jien Jieng, 16 Collyer Quay, #10- 00 Collyer Quay Centre, Singapore 049318, sponsorship@ppcf.com.sg.