



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

- RECEIPT OF LISTING AND QUOTATION NOTICE

*Unless otherwise defined, all capitalised terms used herein shall have the same meanings given to them in the circular to the shareholders (the "**Shareholders**") of Winking Studios Limited (the "**Company**") dated 4 October 2024 ("**Circular**") and the Company's announcements dated 26 April 2024, 17 September 2024, 28 October 2024, 31 October 2024 and 11 November 2024 (collectively, the "**Previous Announcements**").*

1. The Board of Directors (the "**Board**" or "**Directors**") of the Company refers to the Previous Announcements and wishes to announce that the Company had, on 11 November 2024, received the listing and quotation notice ("**LQN**") from the Singapore Exchange Regulation Pte. Ltd. ("**SGX RegCo**"), whereby SGX RegCo had given its in-principle approval for the listing of and quotation for:
 - (a) up to 130,000,000 new ordinary shares in the capital of the Company at an offer price of S\$0.26 per new share in relation to the proposed dual listing of the Company's issued and to be issued ordinary shares on AIM, the market of that name operated by the London Stock Exchange plc;
 - (b) up to 5,176,983 warrant shares to be issued from the exercise of warrants issued to Strand Hanson Limited (the "**Nominated Adviser**") pursuant to the warrant agreement entered into between the Nominated Adviser and the Company; and
 - (c) up to 3,250,000 warrant shares to be issued from the exercise of the warrants issued to SP Angel Corporate Finance LLP, pursuant to the warrant agreement entered into between the broker and the Company,

subject to:

- (i) approval from London Stock Exchange plc for the AIM Admission;
- (ii) the Company's compliance with the SGX-ST's listing requirements;
- (iii) a written undertaking from the Company that it will comply with Rules 704(30) and 1204(22) of the Catalist Rules in relation to the use of the proceeds from the New Shares and where proceeds are to be used for working capital purposes, the Company will disclose a breakdown with specific details on the use of proceeds for working capital in the Company's announcements on use of proceeds and in the annual report;
- (iv) a written undertaking from the Company that it will comply with Rule 803 of the Catalist Rules;
- (v) a written confirmation from the Company that it will not issue the New Shares to persons prohibited under Rule 812(1) of the Catalist Rules other than Acer Gaming Inc, Acer

SoftCapital Incorporated, Mr. Johnny Jan and Mr. Oliver Yen for which specific Shareholders' approval has been obtained;

- (vi) a written undertaking from Nominated Adviser, Strand Hanson Limited, that it will ensure that the Company will comply with Rules 803 and 812(1) of the Catalist Rules; and
 - (vii) a written undertaking from the Company that in the event of any difference between AIM Listing Rules and the Catalist Rules, the Company will comply with the more onerous set of rules and requirements.
2. The LQN is not to be taken as an indication of the merits of the AIM Admission, the New Shares, the warrant shares, the Company, its subsidiaries and their securities.
 3. The Company will continue to keep Shareholders updated and release announcements relating to the Placing as may be appropriate from time to time, including upon the allotment and issuance of the New Shares.

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 New 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 New 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.