
PUT AND CALL OPTION ON THE COMPANY'S 25% INTEREST IN DIGICEL ASIAN HOLDINGS PTE LIMITED ("DIGICEL ASIAN HOLDINGS")

The Board of Directors of Yoma Strategic Holdings Ltd. (the "**Company**" and together with its subsidiaries, the "**Group**") wishes to inform shareholders that its wholly-owned subsidiary, YSH Finance Limited ("**YSH Finance**"), has on 4 December 2015 entered into a put and call option agreement (the "**Put and Call Option Agreement**") with edotco Investments (Labuan) Limited ("**edotco Investments**") for the sale and purchase of such number of shares in Digicel Asian Holdings owned by YSH Finance from time to time (the "**Option Shares**").

As at the date of this announcement, YSH Finance holds 500,000 ordinary shares in Digicel Asian Holdings which represents a 25% interest of the total number of issued ordinary shares in the share capital of Digicel Asian Holdings.

The Company had on 2 October 2015 informed shareholders that edotco Investments had entered into a conditional sale and purchase agreement to acquire from Digicel Group Limited ("**Digicel Group**") 1,500,000 ordinary shares in Digicel Asian Holdings which represents a 75% interest of the total number of issued ordinary shares in the share capital of Digicel Asian Holdings. As at the date of this announcement, all the conditions have been satisfied including the release of the written consent from YSH Finance in respect of the sale by the Digicel Group and the sale has been completed. edotco Investments now holds a 75% interest in Digicel Asian Holdings. edotco Investments will be taking steps to effect the change in name of Digicel Asian Holdings and DMTC (as defined below).

1. DIGICEL ASIAN HOLDINGS

Digicel Asian Holdings is a company incorporated in Singapore as an investment holding company. It has a wholly-owned subsidiary, Digicel Myanmar Tower Company Limited ("**DMTC**"), incorporated in Myanmar which carries out the business of development, construction and leasing of telecommunications towers in Myanmar.

2. SALIENT TERMS OF THE PUT AND CALL OPTION AGREEMENT

The salient terms of the Put and Call Option Agreement are set out below.

2.1 Purchase Price of the Option Shares

Pursuant to the Put and Call Option Agreement, edotco Investments has granted a put option to YSH Finance and YSH Finance has granted a call option to edotco Investments, relating to the sale and purchase of the Option Shares. The Put Option (as defined below) and Call Option (as defined below) may be exercisable for a period of 5 years from the date of the Put and Call Option Agreement (the "**Option Period**") subject to certain prescribed moratorium periods included in the terms and conditions of the Put and Call Option Agreement.

The Put Option and the Call Option in respect of the Option Shares and any YSH Shareholder Loan (as defined below) can be exercised at the higher of the following:

- (i) US\$40.25 million, which is based on the US\$221 million enterprise valuation agreed between edotco Investments and Digicel for the acquisition of the 75% effective interest in DMTC (the “**Enterprise Valuation**”); and
- (ii) a future enterprise valuation, which is based on a pre-agreed multiple of EBITDA (between 9.80x-12.40x) and DMTC’s trailing 12 month actual performance,

(the “**Purchase Price**”).

The Purchase Price was arrived at by the Company and edotco Investments on a willing-buyer willing-seller basis taking into account, amongst other things, the Enterprise Valuation and the parties’ confidence in the business of DMTC.

2.2 Put Option and Call Option

In consideration of the sum of US\$1 paid by YSH Finance to edotco Investments, edotco Investments grants to YSH Finance the put option to require edotco Investments to purchase the Option Shares at the Purchase Price (the “**Put Option**”) at any time during the Option Period in part at the agreed percentage or in whole, subject to, *inter alia*, any necessary government or regulatory approvals (“**Approvals**”).

In consideration of the sum of US\$1 paid by edotco Investments to YSH Finance, YSH Finance grants to edotco Investments the call option to require YSH Finance to sell to edotco Investments the Option Shares at the Purchase Price (the “**Call Option**”), subject to, *inter alia*, the Approvals.

A portion of any outstanding shareholder loans (being the principal amount) advanced by YSH Finance to Digicel Asian Holdings from time to time (the “**YSH Shareholder Loan**”) will be assigned to edotco pro rata to the percentage of the relevant Option Shares being transferred under the Put Option and the Call Option, as the case may be.

2.3 Completion

The sale and purchase of the Option Shares shall be completed within ninety (90) days after the date of service of an option notice or as may be extended under the agreed circumstances.

3. RATIONALE

The Directors believe the Purchase Price is an attractive price for the Option Shares.

They are also of the view that the Put and Call Option Agreement allows the Company to immediately lock in gains which is consistent with the intent of maximizing return on its investment. At the same time, the Put and Call Option Agreement represents an opportunity for the Company to retain its interest in the telecom towers business which remains attractive and at the same time, assess future business performance and investments at the back of a pre-determined exit multiple. Please refer to the press release which is released together with this announcement for more information on the views of YSH Finance and edotco Investments on the joint venture and the business of DMTC.

4. IMPACT ON THE RESULTS OF THE CURRENT FINANCIAL YEAR

The Group is expected to initially reflect an estimated fair value gain of US\$19.5 million as a result of the Put and Call Option Agreement, which will be recorded in the Group's 3Q2016 (for the three months ended 31 December 2015) financial results.

5. FINANCIAL EFFECTS

The financial effects of the exercise of the Put Option and the Call Option, as applicable (the "Transaction") set out below are purely for illustrative purposes and do not reflect the future actual financial results or positions of the Group after the completion of the Transaction, as applicable. The financial effects of the Transaction are prepared based on (a) the latest completed financial year ended 31 March 2015 and the latest announced consolidated financial statements for the six-month period ended 30 September 2015 and (b) assuming that the exercise of the Transaction is in respect of all the Option Shares. The financial effects are presented before taking into account fees and expenses to be incurred in relation to the Transaction.

Share Capital

Assuming that the Transaction had been completed on 31 March 2015, the effect of the Transaction on the share capital of the Company as at 31 March 2015 would have been as follows:

	Before the exercise of the Transaction	After the exercise of the Transaction
Issued and paid up Share capital (S\$'000)	587,583	587,583
Number of Shares ('000)	1,730,150	1,730,150

Assuming that the Transaction had been completed on 30 September 2015, the effect of the Transaction on the share capital of the Company as at 30 September 2015 would have been as follows:

	Before the Transaction	After the Transaction
Issued and paid up Share capital (S\$'000)	590,013	590,013
Number of Shares ('000)	1,734,816	1,734,816

Net Tangible Assets (“NTA”)

Assuming that the Transaction had been completed on 31 March 2015, the effect of the Transaction on the NTA of the Group as at 31 March 2015 would have been

	Before the Transaction	After the Transaction
NTA (S\$’000)	629,633	659,306 ⁽¹⁾
Number of Shares (’000)	1,730,150	1,730,150
NTA per Share (cents)	36.39	38.10

- (1) On the assumption that the Transaction is completed on 31 March 2015, the gain derived from the Transaction would have been S\$29.67 million (based on the exchange rate of US\$1: S\$1.4127 on 3 December 2015, being the day preceding the date of the Put and Call Option Agreement) and the NTA of the Group would have increased accordingly by the same amount.

Assuming that the Transaction had been completed on 30 September 2015, the effect of the Transaction on the NTA of the Group as at 30 September 2015 would have been as follows:

	Before the Transaction	After the Transaction
NTA (S\$’000)	610,487	638,604 ⁽¹⁾
Number of Shares (’000)	1,734,816	1,734,816
NTA per Share (cents)	35.19	36.81

- (1) On the assumption that the Transaction is completed on 30 September 2015, the gain derived from the Transaction would have been S\$28.12 million (based on the exchange rate of US\$1: S\$1.4127 on 3 December 2015, being the day preceding the date of the Put and Call Option Agreement) and the NTA of the Group would have increased accordingly by the same amount.

Earnings Per Share (“EPS”)

Assuming that the Transaction had been completed on 31 August 2014, the effect of the Transaction on the EPS of the Group for the financial year ended 31 March 2015 would have been as follows:

	Before the Transaction	After the Transaction
Net profit after tax (S\$'000)	28,051	60,616 ⁽¹⁾
Weighted average number of Shares ('000)	1,405,322	1,405,322
EPS per Share (cents)	2.00	4.31

- (1) As at 1 April 2014, Digicel Asian Holdings was not considered as an associated company of the Group as the Company only held an effective interest of 6.4%. The Company increased its effective interest in Digicel Asian Holdings to 25% in May 2014 and it contributed the agreed shareholders' loan to Digicel Asian Holdings by 31 August 2014 pursuant to the shareholders agreement. As such, on the assumption that the Transaction is completed on 31 August 2014, the gain derived from the Transaction would have been S\$31.27 million (based on the exchange rate of US\$1: S\$1.4127 on 3 December 2015, being the day preceding the date of the Put and Call Option Agreement). The share of loss in Digicel Asian Holdings for the financial year ended 31 March 2015 was S\$1.30 million.

Assuming that the Transaction had been completed on 1 April 2015, the effect of the Transaction on the EPS of the Group for the six-month period ended 30 September 2015 would have been as follows:

	Before the Transaction	After the Transaction
Net profit after tax (S\$'000)	2,934	32,079 ⁽¹⁾
Weighted average number of Shares ('000)	1,730,927	1,730,927
EPS per Share (cents)	0.17	1.85

- (1) On the assumption that the Transaction is completed on 30 September 2015, the gain derived from the Transaction would have been S\$29.67 million (based on the exchange rate of US\$1: S\$1.4127 on 3 December 2015, being the day preceding the date of the Put and Call Option Agreement). The share of profit in Digicel Asian Holdings for the six-month period ended 30 September 2015 was S\$0.53 million.

6. RELATIVE FIGURES UNDER RULE 1006 OF THE LISTING MANUAL

The relative figures that were computed by the Company on the bases set out in Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) in respect of the Subscription are as follows:

(a) The net asset value of the assets to be disposed of, compared with the group’s net asset value. This basis is not applicable to an acquisition of assets.	4.04%
(b) The share of profit in Digicel Asian Holdings compared with the Group’s net profits ⁽¹⁾ .	18.00%
(c) The aggregate consideration received under the Put Option and the Call Option compared with the Company’s market capitalisation ⁽²⁾ based on the total number of issued shares excluding treasury shares.	7.13%
(d) The number of equity securities issued by the Company as consideration for the Put Option and the Call Option compared with the number of equity securities previously in issue.	Not Applicable

Notes:-

- (1) The share of profit in Digicel Asian Holdings for the six-month period ended 30 September 2015 was S\$0.53 million. The net profit after tax attributable to the equity holders of the Company for the six-month period ended 30 September 2015 is S\$2.93 million.
- (2) The Company’s market capitalisation of approximately S\$798.02 million is based on its total number of issued shares of 1,734,816,620 and the closing share price of S\$0.46 per share on 3 December 2015, being the day preceding the date of the Put and Call Option Agreement). The consideration for the Transaction is S\$56.86 million (based on the exchange rate of US\$1: S\$1.4127 on 3 December 2015, being the day preceding the date of the Put and Call Option Agreement).

As the relative figure under Rules 1006(b) and (c) exceed 5% but does not exceed 20%, the Put Option and the Call Option constitute a “Discloseable Transaction” as defined in Chapter 10 of the Listing Manual. Accordingly, the Company’s shareholders’ approval is not required for the Put Option and the Call Option.

7. INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Company’s Directors and controlling shareholders or their associates as defined in the Listing Manual have an interest, direct or indirect, in the proposed Transaction.

8. DIRECTORS' SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Put and Call Option Agreement. Accordingly no service contract is proposed to be entered into between the Company and any such person in connection with the Put Option and the Call Option.

9. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Put and Call Option Agreement is available for inspection by shareholders at the registered office of the Company at 78 Shenton Way, #32-00, Singapore 079120 during normal business hours for a period of three months from the date of this announcement.

BY ORDER OF THE BOARD

Melvyn Pun
Chief Executive Officer
4 December 2015