

-
- I. **PROPOSED ACQUISITION OF 80% INTERESTS IN RESPECT OF LAND IN THE PUN HLAING GOLF ESTATE AS AN INTERESTED PERSON TRANSACTION (THE “PROPOSED ACQUISITION”)**
 - II. **UPDATE ON RIVERSIDE**
-

I **PROPOSED ACQUISITION**

1.1 The Board of Directors (the “**Board**”) of Yoma Strategic Holdings Ltd. (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that it has entered into a conditional agreement with Pun Hlaing Lodge Ltd. (“**PHL**”) to acquire 80% effective interests in a plot of land located in the Pun Hlaing Golf Estate (“**PHGE**”).

1.2 Description of the Land

The land is located in the Pun Hlaing Golf Estate. It is designated for the construction of a hotel and the land area is 8,887 square metres (the “**PHL Land**”).

PHL holds rights over a 60 year old lease of the PHL Land which was issued by the relevant authority on 24 December 1998. PHL is a wholly-owned subsidiary of Serge Pun & Associates (Myanmar) Limited (“**SPA**”).

1.3 An international standard hotel building that will comprise 46 guest rooms and related conference and banquet facilities is proposed to be constructed on the PHL Land.

1.4 Consideration

The valuation of PHL Land arrived at by the independent valuer appointed by the Company, Jones Lang La Salle, is US\$3.0 million and accordingly, the parties agreed that the consideration for the Company’s 80% effective interest in PHL Land shall be US\$2.4 million. SPA has agreed to waive its right to appoint a second independent valuer under the First Right of Refusal Deed dated 17 August 2006.

1.5 The Company intends to use its internal resources to fund the Proposed Acquisition.

1.6 Salient terms of the Sale and Purchase Agreement

Under the Sale and Purchase Agreement, PHL will assign an 80% interest in the PHL Land to Yoma Development Group Pte Ltd, a wholly-owned subsidiary of the Company (“**YDG**”) and establish a new Myanmar company (the “**New Myanmar Company**”). Upon the establishment of the New Myanmar Company, parties will procure that the rights of and interests in PHL Land be held by the New Myanmar Company through a long term lease to be approved by the Myanmar Investment Commission and in exchange, YDG will be allotted and issued shares equivalent to

80% interests in the New Myanmar Company. PHL will hold the remaining 20% interest. Parties will fund the construction of the PHL Land by way of equity and debt. YDG's pro rata contribution in the construction costs will be up to US\$9,392,000.

- 1.7 Further, PHL has also agreed that it will procure that the rights of and interests in another plot of land which is in the vicinity of the PHL Land (which land size area is about 221.53 square metres) be held by the New Myanmar Company at no additional consideration to YDG. Parties intend to develop this plot of land into a fitness and leisure centre for use by the hotel guests and residents of PHGE.

Interested Person Transaction

- 1.8 Mr. Serge Pun is the Executive Chairman and a Controlling Shareholder of the Company, holding approximately 41.67% direct and deemed interests in the Company as at the date of this Announcement.

Mr. Serge Pun is also the Chairman of SPA and the controlling shareholder of SPA as at the date of this announcement. PHL is a subsidiary of SPA which is an associate of Mr. Serge Pun and accordingly, an interested person of the Company for the purposes of Chapter 9 of the Listing Manual. The Sale and Purchase Agreement is therefore an interested person transaction under Chapter 9 of the Listing Manual.

- 1.9 Based on the latest audited consolidated financial statements of the Group as at 31 March 2013, the net tangible assets less non-controlling interest (the "NTA") of the Group is S\$357.5 million. The consideration, together with the value of the other interested person transactions with Mr. Serge Pun and his associates (excluding those conducted under the shareholders' mandate) represents 4.6% of the NTA of the Group and as such, pursuant to Rule 905 of the Listing Manual, the Company is required to make an immediate announcement on the Proposed Acquisition.

2 RATIONALE

- 2.1 PHGE is one of the Group's main developments of residential units. PHGE offers a full range of independent facilities including a Gary Player designed 18-hole championship golf course, a clubhouse and other facilities.
- 2.2 The Company intends to elevate PHGE's facilities by building a hotel to accommodate golfers for international tournaments and to support golf tourism. With the significant growth of local and international businesses around the vicinity, quality facilities to hold meetings and banquets are in great demand. The hotel will become an integral part of PHGE which will add value to the whole estate and enhance the reputation of PHGE.

3 VALUE OF INTERESTED PERSON TRANSACTIONS

The aggregate value of all interested person transactions for the 6-month period ended 30 September 2013 with Mr. Serge Pun and his associates is S\$12.1 million and the aggregate value of all interested person transactions for the financial year ended 31 March 2013 is S\$113.8 million.

4 AUDIT COMMITTEE STATEMENT

The Audit Committee of the Company is of the view that the Proposed Acquisition is on normal commercial terms and is not prejudicial to the interests of the Company and its minority shareholders.

II UPDATE ON THE RIVERSIDE DEVELOPMENT PROJECT

Further to the Company's announcements on 28 February 2013, 31 March 2013, 30 April 2013 and 24 July 2013, the Board of the Company would like to inform shareholders that Serge Pun & Associates (Myanmar) Limited and the Company have agreed to further extend the deadline for the Group's acceptance of the offer to acquire the land development rights of and to participate in the development of the Riverside Development Project as the Company intends to focus on its existing projects.

Further announcements will be made as and when there is any further material development.

ON BEHALF OF THE BOARD

Andrew Rickards
Chief Executive Officer
10 December 2013