
**UPDATE ON THE PROPOSED SPIN-OFF OF THE GROUP'S TOURISM RELATED
BUSINESSES ON THE CATALIST BOARD OF THE SGX-ST – ENTRY INTO
AMENDED AND RESTATED SALE AND PURCHASE AGREEMENT**

Reference is made to the announcements of Yoma Strategic Holdings Ltd. (the “**Company**”) dated 24 October 2016, 23 December 2016 and 30 June 2017 in relation to the proposed sale of the Transferred Business pursuant to the Proposed Reverse Takeover (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used herein shall bear the meanings ascribed to the in the Company’s Announcements.

The Board of Directors of the Company (“**Board**”) refers to the Announcements. The Board wishes to inform the shareholders of the Company (“**Shareholders**”) that Yoma Strategic Investments Ltd. (“**YSIL**”), being a wholly-owned subsidiary of the Company, First Myanmar Investment Company Limited (“**FMI**”), Exemplary Ventures Limited (“**EVL**”) (collectively referred to as the “**Vendors**”, and each a “**Vendor**”) and SHC Capital Asia Limited (“**SHC**”) had on 17 August 2017, entered into a deed to amend and restate the SPA dated 24 October 2016 (“**Original SPA**”) to, *inter alia*, reflect certain changes to the terms of the Proposed Sale (“**Amended and Restated SPA**”). At the same time, the Company had also entered into a deed to amend and restate the Master Settlement Deed (“**Amended and Restated MSID**”) to, *inter alia*, reflect the corresponding changes, and to make certain modifications and amendments to the restructuring steps for the reorganisation of the Target Businesses.

1. UPDATE ON THE DEFINITIONS

Further to the Announcement of the Company on 23 December 2016, the Target has been incorporated under the name of “MM Myanmar Pte. Ltd.”, and each of the respective SPVs has been incorporated as set out below. Accordingly, amongst other definitions, the following definitions have been updated, and inserted as applicable:

Target Group Companies	Names of the newly incorporated companies as part of the Restructuring
<i>Singapore Incorporated Entities</i>	
Target	MM Myanmar Pte. Ltd.
PHL SPV	MM (PHL) Pte. Ltd.
BOB SPV	MM (BOB) Pte. Ltd.
BL SPV	MM (BL) Pte. Ltd.
HAL SPV	MM (HAL) Pte. Ltd.
DMC SPV	MM (DMC) Pte. Ltd.
<i>Myanmar Incorporated Entities</i>	
BL MM Co (Previously defined as BL MIC Co)	Riverside Bagan Limited (Receipt of Temporary Incorporation Certificate)
HAL MM Co (Previously defined as HAL MIC Co)	Hpa An Traditional Lodge Limited (Receipt of Temporary Incorporation Certificate)

2. SALIENT CHANGES TO THE ORIGINAL SPA AND THE MASTER SETTLEMENT DEED

2.1. Consideration

The Consideration for the purchase of the Sale Shares has been changed from S\$70,675,130 to S\$69,694,228, and accordingly, the aggregate number of Consideration Shares to be issued to the Vendors is now 264,997,065, reflecting a reduction of 3,729,666 Consideration Shares which were to be issued to EVL under the Original SPA. For the avoidance of doubt, there is no change in the consideration payable or the number of Consideration Shares to be issued to YSIL.

Thus, the proposed allotment of the Consideration Shares (taking into account the persons nominated by EVL ("**EVL Nominees**") to receive the Consideration Shares as announced by SHC on 22 December 2016 and further revised in the Amended and Restated SPA) shall be as follows:

Name of Vendors and EVL Nominees	Number of Consideration Shares to be issued	Relevant Proportion of Consideration Shares
YSIL	167,078,848	63.05%
FMI	41,947,426	15.83%
Jean-Michel Alain Romon (" JMR ") (as nominated by EVL)	14,839,271	5.60%
ACE Pan-Asia Opportunities SPC (on behalf of Myanmar Tourism S.P.) (" Investor Co ") (as nominated by EVL)	41,131,520	15.52%
Total	264,997,065	100.0%

The reduction in Consideration arose due to an agreement between the Target, AHTT and EVL, pursuant to which the Target has agreed to assume certain liabilities amounting to US\$712,192 (corresponding to S\$980,902 at an agreed exchange rate of US\$1: S\$1.377) that were owing by EVL to AHTT ("**Assumed Debt**"). An equivalent amount to the Assumed Debt was offset from the ordinary shares in the Target ("**Target Shares**") to be received by EVL in respect of the AHTT Business pursuant to the Vendors' restructuring ("**Restructuring**") whereby the Target Businesses were injected into the Target. Accordingly, the corresponding Consideration Shares to be issued to EVL, or its nominees, shall be reduced proportionally. Following the reduction in the Consideration, the limit of aggregate liability by EVL applicable for any and all breaches of the warranties and covenants and undertakings in relation to the DMC Business has been reduced from S\$6,555,948 to S\$5,869,317.

2.2. Modifications to the Restructuring

Under the Amended and Restated SPA and the Amended and Restated MSID, the Parties have agreed on certain modifications to the Restructuring as originally contemplated under the Original SPA and the Master Settlement Deed, such that the Target Group will acquire the Target Businesses in the manner as set out below and enter into the relevant ancillary documents to achieve the following:

- (a) the ownership of 100% of the issued shares of PHLHML, which would own, manage and hold the PHL Business and obtaining the Long-Term Lease of the PHL Land by PHLHML from PHL;
- (b) the ownership of 40% of the issued shares of SLTG, which currently owns, operates, manages and holds the BOB Business, and certain interests (including economic interests) in respect of the remaining issued shares of SLTG;
- (c) the ownership of certain interests (including economic interests) in respect of 100% of the issued shares of CIL, which currently owns, manages and holds the BL Business;
- (d) the ownership of certain interests (including economic interests) in respect of 100% of the issued shares of TLH, which currently owns, manages and holds the HAL Business; and
- (e) the ownership of 59.9% of the issued shares of AHTT, which currently owns, operates, manages and holds the DMC Business, and certain interests (including economic interests) in respect of the remaining issued shares of AHTT.

The acquisition of the interests in TLH and CIL will be carried out in connection with the entry into of the asset purchase agreement for the sale of the HAL Business (“**HAL APA**”) and the grant of the Long-Term Lease of the HAL Land by TLH; and the entry into of the asset purchase agreement for the sale of the BL Business (“**BL APA**”) and the grant of the Long-Term Lease of the BL Land by CIL respectively. The completion of the BL APA and the HAL APA are subject to, *inter alia*, the necessary MIC endorsement or permit being obtained (as applicable).

Upon the injection of the Target Business into the Target, each of YSIL, FMI and EVL shall be issued ordinary paid-up shares in the Target in the following proportion, and shall enter into a joint-venture agreement reflecting the same:

Shareholder	Number of Target Shares to be held by each Shareholder after injection of Target Businesses	Shareholding Percentages
FMI	11,032,173	15.83%
YSIL	43,941,737	63.05%
EVL	14,720,318	21.12%
Total	69,694,228	100%

The proposed structure of the Target and its subsidiaries upon the completion of the Restructuring is as set out in Annex 1 to this announcement. Post-restructuring, the Target will remain a 63.05% subsidiary of the Group and reflected as “Disposal Group Classified as Held-for-sale” in the financial statements of the Group.

For more information on the detailed Restructuring, Shareholders may refer to the circular of SHC, as and when it is issued, in connection with the Proposed Reverse Takeover.

3. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDER

Mr. Serge Pun is the Executive Chairman and a Controlling Shareholder of the Company, holding approximately 36.21% direct and deemed interests in the Company as at the date of this Announcement. Mr. Serge Pun is also the Chairman of FMI and the controlling shareholder of FMI as at the date of this Announcement. FMI is considered an associate of Mr. Serge Pun and accordingly, an interested person of the Company for the purposes of Chapter 9 of the Listing Manual.

As at the date of this Announcement, the wife of Mr. Adrian Chan Pengee, the Company’s Lead Independent Director, holds 40,000 shares in SHC.

Other than as disclosed above, none of the Directors (other than in his capacity as Director or Shareholder) nor (as far as the Directors are aware) controlling Shareholders of the Company, as well as the respective associates of the aforementioned persons, has any interest, direct or indirect, in the Proposed Sale, save for their respective interests in the Shares of the Company.

4. DOCUMENTS AVAILABLE FOR INSPECTION

A copy of the Amended and Restated SPA will be made available for inspection by the shareholders during normal business hours at the registered office of the Company for a period of three (3) months from the date of this Announcement.

5. CAUTIONARY STATEMENT

The Board would like to advise Shareholders that the completion of the Proposed Sale and the transactions relating to or in connection with the Proposed Sale are subject to conditions precedents being fulfilled, and including any regulatory approvals that may be required, and there is no certainty or assurance as at the date of this announcement that the proposed transactions will be completed or that no changes will be made to the terms thereof. Accordingly, Shareholders are advised to exercise caution in dealings with the shares of the Company. Shareholders are advised to read this announcement and any further update announcement(s) released by the Company in connection with the Proposed Sale and the Proposed Reverse Takeover carefully. Shareholders should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

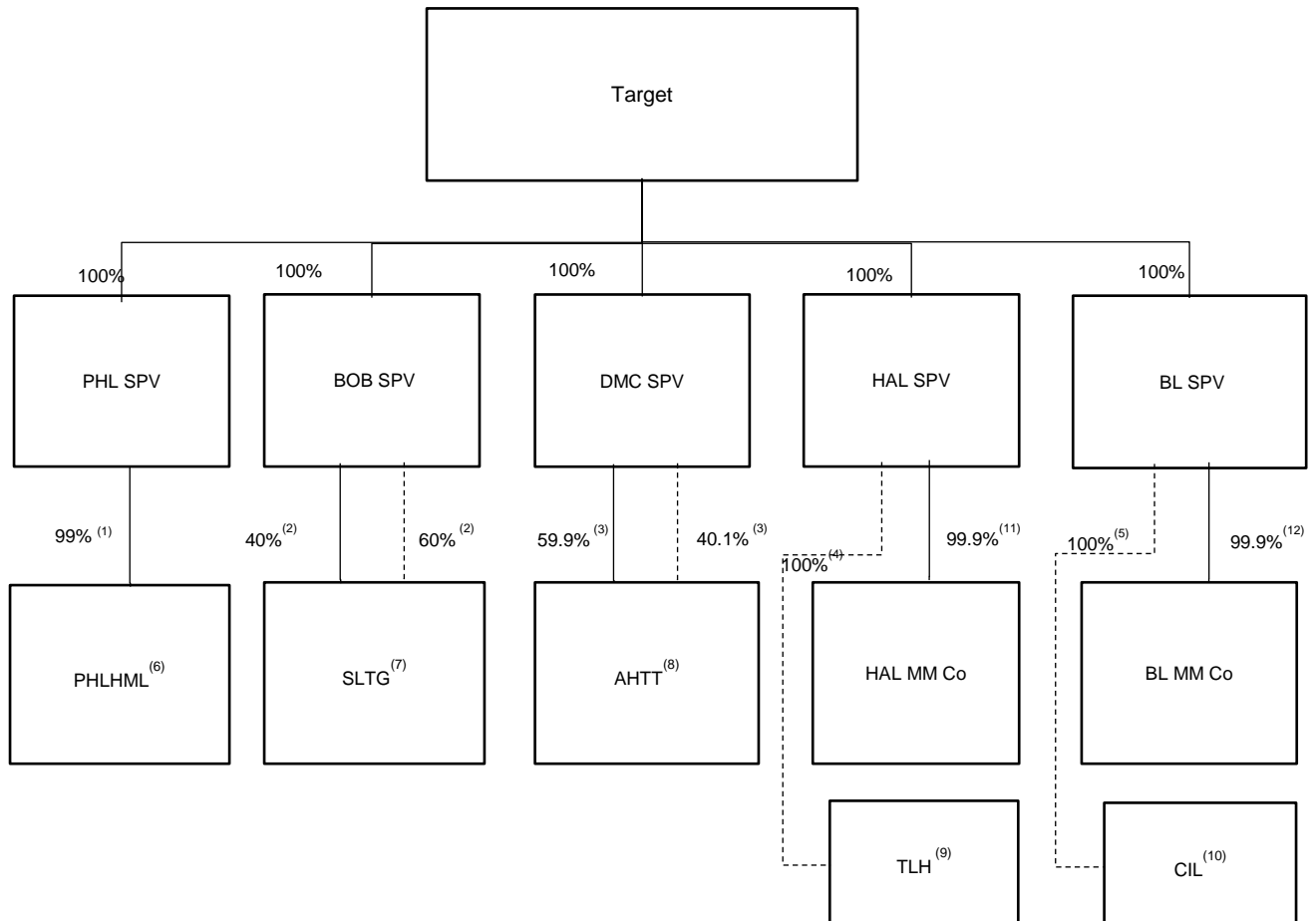
BY ORDER OF THE BOARD

Mr. Melvyn Pun
Chief Executive Officer

17 August 2017

ANNEX 1

CORPORATE STRUCTURE OF THE TARGET GROUP UPON COMPLETION OF THE RESTRUCTURING



Notes:

- (1) The remaining 1.0% equity interest of PHLHML is held directly by Target.
- (2) BOB SPV shall hold the legal and beneficial ownership of 40% of the issued share capital of SLTG. BOB SPV holds certain interests (including economic interests) over the remaining 60% of the issued share capital of SLTG.
- (3) Following the completion of the DMC SPA and the DMC Business restructuring, DMC SPV shall hold the legal and beneficial ownership of 59.9% of the issued share capital of AHTT. DMC SPV shall hold certain interests (including economic interests) over the remaining 40.1% of the issued share capital of AHTT.
- (4) HAL SPV shall hold certain interests (including economic interests) over 100% of the issued share capital of TLH.
- (5) BL SPV shall hold certain interests (including economic interests) over 100% of the issued share capital of CIL.

- (6) The PHL Business is owned by PHLHML.*
- (7) The BOB Business (excluding the BOB Land) is owned by SLTG.*
- (8) The DMC Business is owned by AHTT.*
- (9) The HAL Business is owned by TLH.*
- (10) The BL Business is owned by CIL.*
- (11) The remaining 0.1% equity interest of HAL MM Co is held directly by Target.*
- (12) The remaining 0.1% equity interest of BL MM Co is held directly by Target.*