



Moya Holdings Asia Limited
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201301085G)

**DISCLOSURES PURSUANT TO RULES 704(33) AND 728 OF THE
SINGAPORE EXCHANGE SECURITIES TRADING LIMITED SECTION B: RULES OF CATALIST**

The board of directors (the "**Board**") of Moya Holdings Asia Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce that the Company's wholly-owned subsidiary, Moya Indonesia Holdings Pte. Ltd. (the "**Purchaser**" or the "**Borrower**") had on 22 May 2017 entered into a facility agreement (as amended and restated by an amendment and restatement agreement dated 5 June 2017) (the "**Facility Agreement**") with a financial institution (the "**Lender**") for an aggregate principal amount of US\$275 million (the "**Facilities**") guaranteed by, *inter alia*, the Company in connection with the Transactions (as defined in the announcement by the Company on 8 June 2017 relating to the acquisition of Acuatico Pte. Ltd. and its subsidiaries) (the "**Acquisition Announcement**"). Notwithstanding that the Facility Agreement was entered into on 22 May 2017, the Purchaser had not drawn down any part of the Facilities prior to the date of the SPA. Unless otherwise defined, terms used in this announcement shall bear the same meaning in the Acquisition Announcement.

Pursuant to Rule 704(33) of the Catalist Rules, the Board wishes to announce that under the Facility Agreement, the Borrower is required to, *inter alia*, within a specified period after receiving notice by the facility agent of the Facilities, prepay the outstanding amounts under the Facility Agreement if the current ultimate beneficial controlling shareholder of the Company as at the date of the Facility Agreement ceases, at any time to hold and maintain, whether directly or indirectly through any person, beneficially all or any of the following:

- (i) at least 51 per cent. of each class of the issued share capital of the Company; or
- (ii) the power (whether by way of ownership of shares, proxy, contract, agency or otherwise) to determine the majority of the Board or other equivalent body of the Company,

and/or to be the controlling shareholder of the Company and/or to have the ability to control the management and policies of the Company (the "**Loan Covenant**", and each of paragraph (i) and (ii) above, a "**Prepayment Event**"). As at the date of this announcement, no prepayment pursuant to the Loan Covenant has occurred.

Assuming the occurrence of a Prepayment Event which may cause the Lender to require the Borrower to prepay the outstanding amounts under the Facilities, and such occurrence were to cause a cross default under other borrowings of the Company and its subsidiaries (excluding the Target Group), the aggregate level of facilities that may be affected is estimated to be, as at the date of this announcement, approximately US\$275 million (excluding interest and fees), being the borrowings arising from the Facilities.

In connection with Rule 728 of the Catalist Rules, the Company has obtained an undertaking from Tamaris Infrastructure Pte. Ltd. ("**TIPL**") (the immediate controlling shareholder of the Company) for TIPL to notify the Company as soon as TIPL becomes aware of any other pledging arrangement relating to the Shares and/or of any event which may result in the current ultimate beneficial controlling shareholder or TIPL ceasing to own beneficially, directly or indirectly, at least 51% of the issued share capital of the Company.

The Company has been informed that TIPL had entered into a share pledging arrangement in respect of its Shares, details as follows:

Name of controlling shareholder	:	TIPL
Class and number of Shares pledged and the pledged Shares as a percentage of the Company's total issued share capital	:	1,731,176,049 Shares, being 61.8% of the Company's total issued share capital as at the date of this announcement
Parties in whose favour the pledges are created	:	Oversea-Chinese Banking Corporation Limited (" Pledgee ")
Any other material details which are necessary for the understanding of the arrangements	:	The share pledge arrangement was entered into to secure a banking facility from the Pledgee (as lender) to TIPL (as borrower)

By Order of the Board

Simon A Melhem
Executive Director

11 June 2017

This announcement has been prepared by Moya Holdings Asia Limited (the "Company") and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. (the "Sponsor"), for compliance with the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this announcement.

This announcement 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. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.