

SINGAPORE MYANMAR INVESTCO LIMITED
(formerly known as Singapore Windsor Holdings Limited)
(Registration No. 200505764Z)
(Incorporated in Singapore)

PROPOSED PLACEMENT OF 10,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF SINGAPORE MYANMAR INVESTCO LIMITED

1. INTRODUCTION

- 1.1 The Board of Directors (the “**Board**” or “**Directors**”) of Singapore Myanmar Investco Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has on 11 February 2016 entered into the following subscription agreements for the issue and allotment of new ordinary shares in the capital of the Company (the “**Placement Shares**”) (the “**Subscription Agreements**”) (the “**Proposed Placement**”) with the following persons:

Name of Subscriber	Number of Placement Shares	Total number of Shares as a percentage of the existing share capital of the Company ⁽¹⁾	Total number of Shares as a percentage of the enlarged share capital of the Company ⁽²⁾
Knight Mekong Fund - LFP PRIME Sicav - SIF ¹	2,500,000	1.58%	1.49%
Riverstone Services Limited by Siam Knight Fund Management Securities Company Limited	2,500,000	1.58%	1.49%
Ho Chee Tong	5,000,000	3.16%	2.97%
Total	10,000,000	6.32%	5.95%

(1) Based on the number of Shares held divided by the existing issued and paid-up capital of 158,130,000 Shares in the Company before the Proposed Placement (adjusted for rounding).

(2) Based on the number of Shares held divided by the enlarged issued and paid-up capital of 168,130,000 Shares in the Company after the Proposed Placement (adjusted for rounding).

(collectively the “**Subscribers**”, and individually a “**Subscriber**”).

- 1.2 The Subscribers have agreed to subscribe for the Placement Shares, at an issue price of S\$0.36 per Placement Share (the “**Placement Price**”), amounting to an aggregate consideration of approximately S\$3.6 million (the “**Total Placement Consideration**”), and on the terms and conditions of the Subscription Agreement(s).

¹ Knight Mekong Fund is a sub-fund of LFP Prime SICAV – SIF S.A., a public limited company with variable share capital incorporated in Luxembourg.

2. THE PROPOSED PLACEMENT

- 2.1 The Placement Shares are intended to be issued pursuant to the general share issuance mandate (“**General Mandate**”) obtained at the annual general meeting of the Company held on 29 July 2015 (“**2015 AGM**”), which authorises the Directors of the Company to allot and issue new shares in the capital of the Company (“**Shares**”) not exceeding 50% of the total number of issued Shares as at the date of the 2014 AGM, of which the aggregate number of Shares to be issued other than on a pro-rata basis to the existing shareholders of the Company shall not exceed 20% of the Company's total number of issued Shares (excluding treasury shares).

The number of issued Shares as at the date of the 2014 AGM was 158,130,000 Shares. No Shares were previously issued under the General Mandate prior to the Proposed Placement and as such, the number of Shares that may be issued pursuant to the General Mandate is 79,065,000 Shares, of which the maximum number of Shares to be issued other than on a pro-rata basis is 31,626,000 Shares.

The Placement Shares, when issued and delivered, shall rank *pari passu* with and shall carry all rights similar to the existing Shares except that they will not rank for any dividend, right, allotment or other distributions, the record date for which falls on or before the completion of the Proposed Placement.

Pursuant to the allotment and issue of the Placement Shares, the Company's issued and paid-up share capital will increase from 158,130,000 Shares as at the date of this announcement, to 168,130,000 Shares. Such number of Placement Shares represents approximately 6.32% of the existing issued and paid up share capital of the Company as at the date of this announcement, and approximately 5.95% of the enlarged issued and paid-up share capital of the Company after the Proposed Placement.

2.2 The Placement Price

The Placement Price represents a discount of 10% to the volume weighted average price of S\$0.40 for trades done on the shares of the Company (“**Shares**”) on the Main Board on the full market day on the preceding full market day during which the Shares were traded prior to the signing of the Subscription Agreements (being 5 February 2016). There were no trades done on the Shares from 6 February 2016 to 11 February 2016.

2.3 Conditions Precedents

Completion of the Proposed Placement is conditional upon, *inter alia*:-

- (a) the approval-in-principle of the additional listing application (“**ALA**”) for the listing of and quotation for the Placement Shares on the Mainboard being obtained from the Singapore Exchange Securities Trading Limited (“**SGX-ST**”);
- (b) (if applicable) the approval of the shareholders of the Company in a general meeting for the issue of the Placement Shares at the Placement Price;
- (c) the issue and subscription of the Placement Shares not being prohibited by any statute, order, rule or regulation promulgated after the date of the Subscription Agreements by any applicable legislative, executive or regulatory body or authority of Singapore; and
- (d) the Company and each of the Subscribers not being in breach of any of the undertakings and the covenants in the Subscription Agreements at the date of completion of the Proposed Placement.

The ALA will be submitted in due course and an announcement will be made to notify the shareholders when the approval-in-principle is obtained.

There will not be any prospectus or offer information statement issued in connection with the Proposed Placement as the Proposed Placement will be made pursuant to exemptions under Sections 274 and 275 of the Securities and Futures Act, Chapter 289.

3. INFORMATION ON THE SUBSCRIBERS

- 3.1 The Subscribers propose to subscribe for the Placement Shares in the proportion set out below:

Name of Subscriber	Background of Subscriber	Number of Placement Shares
Knight Mekong Fund - LFP PRIME Sicav - SIF ¹	Specialised Investment Fund	2,500,000
Riverstone Services Limited by Siam Knight Fund Management Securities Company Limited	Fund Manager	2,500,000
Ho Chee Tong	Private Investor	5,000,000

- 3.2 None of the Subscribers are existing shareholders of the Company. The Subscribers were introduced to the Group by various business contacts and were independently approached by the Company. They have expressed an interest to invest in the Company and, as the Company understands, have entered into the Subscription Agreements for their respective financial investment purposes.
- 3.3 Knight Mekong Fund - LFP PRIME Sicav - SIF is a specialised investment fund registered in Luxembourg which is managed by Siam Knight Fund Management Securities Company Limited. Knight Mekong Fund manages assets in excess of S\$10 million and mainly invests in listed and pre-IPO companies in Thailand and the countries of the Mekong Region, including Cambodia, Laos, Myanmar and Vietnam.
- 3.4 Siam Knight Fund Management Securities Company Limited is a company incorporated in Thailand and is a fund manager. Siam Knight Fund Management Securities Company Limited manages discretionary portfolios for Thai institutions and family offices, focusing on value strategies and high dividend yield. It is the manager of an investment portfolio for Riverstone Services Limited, a company incorporated in the UAE. Riverstone Services Limited is an investment holding company which is wholly-owned by Ahmad Rafiq, a private investor.
- 3.5 The Placement Shares will not be issued to any of the persons listed in Rule 812(1) of the Listing Manual. In addition, the issuance of the Placement Shares will not be made without the prior approval of the Company's shareholders in a general meeting if such issuance would bring about a transfer of controlling interest.
- 3.6 There is no moratorium imposed on the Placement Shares.
- 3.7 To the best of the Company's knowledge, none of the Subscribers have any connection (including business dealings) with the Group, the Company's Directors or substantial shareholders.

4. FINANCIAL EFFECTS OF THE PROPOSED PLACEMENT

¹ Knight Mekong Fund is a sub-fund of LFP Prime SICAV – SIF S.A., a public limited company with variable share capital incorporated in Luxembourg.

The table illustrates the financial effects of the Proposed Placement on (i) the net tangible asset per share of Group (assuming the Proposed Placement had been completed at the end of that financial year); and (ii) the earnings per share of the Group (assuming that the Proposed Placement had been completed at the beginning of that financial year) based on the audited financial statements of the Group for the full year ended 31 March 2015 are set out below:

	Before the Proposed Placement US\$ (cents) (approximate) ⁽¹⁾	After the Proposed Placement US\$ (cents) (approximate) ⁽¹⁾
Effect of the Proposed Placement on the net tangible asset per share	3.21	4.53
Effect of the Proposed Placement on the earnings per share		
- Continued Operations	(2.41)	(2.26)
- Discontinued Operations	(1.54)	(1.45)

Notes:

- (1) Based on a currency conversion rate of US\$1 : HKD7.7891 as at 11 February 2016 (Source: Bloomberg)

5. USE OF PROCEEDS

The net proceeds to be raised by the Company from the Proposed Placement (after deducting estimated expenses of S\$70,000) are approximately S\$3.53 million ("**Net Proceeds**").

The Company intends to utilise 100% of the Net Proceeds of S\$3.53 million to fund the Company's duty-free retail operations in Myanmar, including capital expenditure in constructing and fitting out duty-free retail shops in Yangon Airport and the purchase of duty-free merchandise.

Pending the deployment of the Net Proceeds, the Company intends to place the Net Proceeds from the Proposed Placement with banks and/or financial institutions or use the Net Proceeds for any other purposes on a short-term basis, as the Directors may deem fit.

The Company will make periodic announcements on the actual utilisation of the Net Proceeds as and when the Net Proceeds are disbursed and utilised and to provide a status report on the use of the Net Proceeds in the Company's interim and full-year financial statements issued under Rule 705 of the Listing Manual and the Company's annual report.

6. CONFIRMATION BY DIRECTORS

The Directors are of the opinion that after taking into consideration the present bank facilities available to the Group, the working capital available to the Group is sufficient to meet its present requirements.

The Directors, however believe that the proceeds of the Proposed Placement will enable the Group to fund its expansion plans in Myanmar.

7. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

None of the Directors or substantial shareholders of the Company has any interest, direct or indirect, in the Proposed Placement, other than through their shareholdings in the Company.

8. RESPONSIBILITY STATEMENT

The Directors have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

By Order of the Board

Mark Bedingham
Executive Director, President and CEO
11 February 2016