

ASIATRavel.COM HOLDINGS LTD
(Company Registration No.: 199907534E)

SECOND INTERIM ANNOUNCEMENT IN RELATION TO THE PROPOSED ISSUE OF:

- (1) 500,000,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE PLACEMENT PRICE OF S\$0.20 PER SHARE;**
 - (2) 400,000,000 NON-LISTED, NON-TRANSFERABLE WARRANTS CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) SHARE EACH IN THE CAPITAL OF THE COMPANY AT THE EXERCISE PRICE OF S\$0.24 PER SHARE; AND**
 - (3) 100,000,000 NON-LISTED, NON-TRANSFERABLE WARRANTS CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) SHARE EACH IN THE CAPITAL OF THE COMPANY AT THE EXERCISE PRICE OF S\$0.30 PER SHARE.**
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The Board of Directors (the "**Board**") of Asiatravel.com Holdings Ltd (the "**Company**") refers to:

- (a) its circular to shareholders of the Company dated 3 March 2016 in relation to the Proposed Placement, the Proposed Warrants Issue, and the Proposed Whitewash Resolution (the "**Circular**");
- (b) its announcement dated 31 March 2016 in relation to the extension of the Long Stop Date to 31 May 2016, to procure approval from the relevant authorities in the People's Republic of China (the "**PRC**") for the remittance of funds for the Proposed Placement; and
- (c) its announcement dated 31 May 2016 (the "**Partial Placement Announcement**") in relation to the partial payment of the Placement Price for the Proposed Placement, and the issue of 41,500,000 new ordinary shares in the capital of the Company (the "**Partial Placement Shares**") at the Placement Price of S\$0.20 for each Partial Placement Share to the Placee, in consideration of the partial payment of the aggregate Placement Price (the "**Partial Placement**").

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Circular.

The Board wishes to announce that the Company had on 7 June 2016 completed the Partial Placement, and the 41,500,000 Partial Placement Shares have been issued to the Placee at the Placement Price of S\$0.20 per Partial Placement Share.

Following the completion of the Partial Placement, the Company's issued share capital has increased from 350,588,286 Shares to 392,088,286 Shares. The Partial Placement Shares rank in all respects *pari passu* with the existing issued Shares. The Partial Placement Shares are expected to be listed and quoted on the Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") on 9 June 2016.

With the completion of the Partial Placement, the Company's Substantial Shareholder, ZhongHong Holding Co., Ltd., holds a deemed interest in 81,500,000 Shares, representing approximately 20.8% of the enlarged share capital of the Company. Accordingly, Shareholders are to note that ZhongHong Holding Co., Ltd. is, with effect from 7 June 2016, a controlling shareholder of the Company as defined in Section B: Rules of Catalist of the Listing Manual of the SGX-ST.

As mentioned in the Partial Placement Announcement, all conditions precedent set out in the Placement Agreement have been satisfied. The Company is currently in discussion with the Placee as to how to proceed with Completion, and will make the appropriate announcements on any further developments in respect of the Placement Agreement, the Proposed Placement and the Proposed Warrants Issue in due course.

BY ORDER OF THE BOARD

Boh Tuang Poh
Executive Chairman & CEO

8 June 2016

*This announcement has been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the SGX-ST. 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 document, including the correctness of any of the statements or opinions made or reports contained in this announcement. The details of the contact person for the Sponsor are as follows:*

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