

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

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**RECEIPT OF WAIVER FROM THE SECURITIES INDUSTRY COUNCIL 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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**1. INTRODUCTION**

The Board of Directors (the "**Board**") of the Company (and together with the Company's subsidiaries, the "**Group**") refers to the announcement by the Company dated 27 November 2015 (the "**Placement Announcement**") relating to the placement agreement dated 26 November 2015 (the "**Placement Agreement**") between the Company and Zhong Hong New World International Limited (the "**Placee**"). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as defined in the Placement Announcement.

**2. RECEIPT OF WAIVER FROM THE SECURITIES INDUSTRY COUNCIL ("SIC")**

The Board wishes to announce that the SIC has on 28 January 2016 granted a waiver (the "**Whitewash Waiver Ruling**") of the requirement under Rule 14 of the Code for the Placee and its concert parties to make a mandatory general offer for the Company in the event the Placee incurs an obligation to do so as a result of acquiring the Placement Shares, subject to the fulfilment of certain conditions. The details of such conditions will be set out in the circular to shareholders of the Company (the "**Circular**"), which will contain, *inter alia*, further information on the Proposed Placement. The Circular will be despatched by the Company to its shareholders in due course.

**3. FURTHER ANNOUNCEMENTS**

Shareholders are advised that completion of the Proposed Placement is subject to certain conditions precedent under the Placement Agreement, including but not limited to the listing and quotation notice in respect of the Placement Shares and Warrant Shares on the Catalist of the SGX-ST having been obtained, and the Shareholders' Approval at the EGM to be convened having been obtained. The Company will make further announcement(s) in compliance with the Listing Manual to keep shareholders informed, as and when there are further updates pertaining to the above matter or if there are any material developments.

**BY ORDER OF THE BOARD**

Boh Tuang Poh  
Executive Director

Singapore, 29 January 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:*

*Name : Ms Amanda Chen, Registered Professional*

*Address : Six Battery Road, #10-01 Singapore 049909*

*Tel : (65) 6381 6757*