



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

PROPOSED ISSUE OF:

- (1) A TOTAL OF 16,666,666 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY AT THE PLACEMENT PRICE OF S\$0.06 PER SHARE; AND**
 - (2) A TOTAL OF 5,000,000 NON-LISTED, TRANSFERABLE WARRANTS CARRYING THE RIGHT TO SUBSCRIBE FOR ONE (1) SHARE EACH IN THE CAPITAL OF THE COMPANY AT THE EXERCISE PRICE OF S\$0.08 PER SHARE**
- (COLLECTIVELY, THE “PROPOSED PLACEMENT”)**
-

1. INTRODUCTION

- 1.1 The board of directors (the “**Board**”) of the Company (and together with the Company’s subsidiaries, the “**Group**”) wishes to announce that the Company had on 21 March 2018 entered into conditional share and warrant placement agreements (the “**Placement Agreements**”) with Jacfun Pty Limited (“**Jacfun**”) and Yalla.Digital Inc. (“**Yalla**”) (Jacfun and Yalla collectively, the “**Placees**”). Pursuant to the Placement Agreements, the Company has agreed to allot and issue an aggregate of 16,666,666 new ordinary shares (the “**Placement Shares**”) in the capital of the Company (the “**Shares**”), of which 12,500,000 Placement Shares are to be allotted and issued to Jacfun and 4,166,666 Placement Shares are to be allotted and issued to Yalla. The Placees have agreed to subscribe for the Placement Shares at the price of S\$0.06 per Placement Share (the “**Placement Price**”) for an aggregate amount of S\$999,999.96 (the “**Placement Consideration**”), with S\$750,000.00 and S\$249,999.96 of such Placement Consideration to be paid by Jacfun and Yalla respectively.
- 1.2 The Placement Price represents a premium of approximately 55.8% over the volume weighted average price of S\$0.0385 for trades done on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the full market day on 20 March 2018 (being the last full market day on which the Shares were traded prior to the day on which the Placement Agreement was signed).
- 1.3 In addition, the Company has agreed to constitute 5,000,000 non-listed, transferable warrants (the “**Warrants**”) of which 3,750,000 Warrants and 1,250,000 Warrants will be issued to Jacfun and Yalla respectively. Each Warrant carries the right to subscribe for one (1) Share at the exercise price of S\$0.08 (the “**Exercise Price**”). The Warrants are exercisable at the Exercise Price into new Shares (the “**Warrant Shares**”).
- 1.4 The Exercise Price of S\$0.08 for the Warrants represents a premium of approximately 107.8% to the volume weighted average price of S\$0.0385 for trades done on the SGX-ST for the full market day on 20 March 2018 (being the last full market day on which the Shares were traded prior to the day on which the Placement Agreement was signed).
- 1.5 The Placement Shares and Warrant Shares, when allotted and issued, will rank in all respects *pari passu* with the existing issued Shares and be free from all pre-emption rights, charges, liens and other encumbrances and with all rights and benefits attaching thereto save that they will not rank for any dividend, rights, allotments or other distributions, the Record Date (as defined below) of which falls on or before the completion of the Proposed Placement. “**Record Date**” means the date fixed by the Company for the purposes of determining entitlements to dividends or other distributions to or rights of holders of Shares.

- 1.6 The offer of the Placement Shares and Warrants is made pursuant to the exemption under Section 272B of the Securities and Futures Act (Cap. 289) of Singapore. As such, no prospectus or offer information statement will be issued by the Company in connection with the Proposed Placement.

2. SALIENT TERMS OF THE PLACEMENT AGREEMENT

Conditions Precedent

- 2.1 The completion of the Proposed Placement is conditional upon, *inter alia*:
- (a) if required, the relevant Placee obtaining the approval of relevant Placee's shareholders in a general meeting for the Proposed Placement and the exercise of the Warrants at the Exercise Price (where applicable) in accordance with the terms of the relevant Placement Agreement and such approval has not been revoked or amended;
 - (b) the relevant Placee obtaining the necessary corporate approval for the Proposed Placement and the exercise of the Warrants at the Exercise Price (where applicable) in accordance with the terms of the relevant Placement Agreement;
 - (c) the Proposed Placement and the issue and allotment of the Warrant Shares (if applicable) not being prohibited by any statute, order, rule, regulation or directive promulgated or issued after the date of the relevant Placement Agreement by any legislative, executive or regulatory body or authority of Singapore or elsewhere which is applicable to the Company or the relevant Placee (including but not limited to the SGX-ST and the Securities Industry Council of Singapore);
 - (d) there having been, as at the Completion Date, no occurrence of any event nor the discovery of any fact rendering untrue or incorrect in any material respect any of the representations and warranties by the Company and the relevant Placee as if they were repeated on and as of the Completion Date; and
 - (e) the Company or the relevant Placee not in breach of any of the undertakings and covenants given in the relevant Placement Agreement as at the Completion Date, and if any of such undertakings and covenants are required to be fulfilled on or before the Completion Date, such undertakings and covenants shall have been fulfilled prior to Completion Date.
- 2.2 **Long Stop Date.** If any of the conditions precedent set out above is not satisfied on or before such date falling 60 days after the date of the Agreement (or such later date as the relevant Parties may agree) (the "**Long Stop Date**"), the relevant Placement Agreement shall *ipso facto* cease and determine and in such event neither party shall have any claim against the other for costs, damages, compensation or otherwise, save for any claim (i) by a party against the other arising from an antecedent breach of the terms of the relevant Placement Agreement or (ii) under any clause which is expressly or by implication intended to survive such termination of the relevant Placement Agreement.
- 2.3 **Completion.** Subject to the provisions of the relevant Placement Agreement (including the Conditions Precedent specified in paragraph 2.1 above), Completion shall take place on the date falling five (5) Business Days after the date of the last of the Conditions Precedent specified in paragraph 2.1 above have been satisfied (or such other date as the relevant Parties may agree in writing) ("**Completion Date**") at the registered office of the Company (or such other place as the relevant Parties may agree) at such time as the relevant Parties may agree. At Completion:
- (a) the relevant Placee shall pay, or procure to pay the relevant Placement Consideration by way of telegraphic transfer to the Company's account;

- (b) against receipt of the relevant Placement Consideration from the relevant Placee, the Company shall allot and issue the relevant Placement Shares and deliver the share certificate(s) relating to such Placement Shares to RHB Securities Singapore Pte. Ltd. at its address 10 Collyer Quay, #09-08 Ocean Financial Centre, Singapore 049315 no later than five (5) Business Days after the Completion Date, with such share certificate(s) to be held for and on behalf of the relevant Placee and issue the relevant Warrants and deliver the relevant Warrant Certificates relating to such Warrants to RHB Securities Singapore Pte. Ltd. at its address 10 Collyer Quay, #09-08 Ocean Financial Centre, Singapore 049315 no later than five (5) Business Days after the Completion Date, with such Warrant Certificates to be held for and on behalf of the relevant Placee.
- 2.4 The Company will be submitting an application, through its Sponsor, RHT Capital Pte. Ltd. to the SGX-ST to obtain the listing and quotation notice in respect of the Placement Shares and Warrant Shares on the Catalist of the SGX-ST (on terms and conditions acceptable to the Company and the relevant Placee, each acting reasonably) from SGX-ST ("**SGX Approval**"). The Company will make the necessary announcement once the SGX Approval has been obtained from the SGX-ST.

The Warrants Issue

- 2.5 The issue of the Warrants to each of the Placees is subject to and in accordance with the following terms, *inter alia*, set out in the deed poll to be executed by the Company for the purposes of constituting the Warrants:
- (a) **Exercise Period.** The Warrants are exercisable from the date of their issue until 5.00 p.m. in Singapore on the Market Day (as defined in the Listing Manual) immediately preceding the third anniversary of the date of the issue of the Warrants unless such date is a date on which the Register of Members is closed or is not a Market Day, in which event the Warrants shall expire on the date prior to the closure of the Register of Members or the immediately preceding Market Day, as the case may be (but excluding such period(s) during which the Register of Warrantholders may be closed) (the "**Expiration Date**").
- (b) **Adjustments.** The Exercise Price and the number of Warrants are subject to adjustment in the event of, *inter alia*, rights, bonus or other capitalisation issues as provided for in the relevant Placement Agreement. Any such adjustments shall (unless otherwise provided under the Listing Manual from time to time) be announced by the Company.
- (c) **Transferability.** The Warrants shall be transferable.
- (d) **Expiry.** The expiry of the Warrants will be announced by the Company, and the notice of the Expiration Date will be sent to the relevant Placee at least one (1) month before the Expiration Date.
- (e) **Alterations.** Any material alteration to the terms of the Warrants to the advantage of the relevant Placee shall be approved by the shareholders of the Company in a general meeting, except where the alterations are made pursuant to the terms and conditions set out in the relevant Placement Agreement.

3. DETAILS OF THE PLACEES

- 3.1 Jacfun is an Australian based investment company holding assets in the USA and Israel. It has successfully invested in theme park, hotel and entertainment assets and is the principal investor behind Yaturu Ltd.
- 3.2 Yalla is a US based developer of technology and producer of original content for use with Augmented Reality devices. Its Chairman, Kevin Bermeister, developed for the first wave of virtual reality and produced interactive Multipath Movie titles such as Superman, Xena Warrior Princess, Popeye and Kiss.

- 3.3 The Placees have been working with the Company for the past 2 years on digital/augmented projects (such projects as described in the Company's announcement made on 8 March 2018 ("**8 March 2018 Announcement**")).
- 3.4 The Placees do not hold any interest in any investment or any directorship in the Company or businesses in competition with the Group. The Placees have no connection with the Company, its Directors and substantial shareholders (including any business relationship), and are not persons to whom the Company is prohibited from issuing shares or warrants to, as provided for by Rule 812 of Section B of the Listing Manual dealing with the rules of Catalyst.

4. USE OF PROCEEDS AND RATIONALE

- 4.1 The Company is proposing to undertake the Proposed Placement to increase its general working capital which includes developing digital tours (Augmented Reality products) as described in the 8 March 2018 Announcement. Furthermore, the Company believes that there is synergy between the business of the Company and the Placees (which involve digital/augmented reality tours), and that as a strategic Shareholder, the Placees' investment in the Company will deepen and strengthen the strategic and mutually beneficial cooperation between the Company and the Placees.
- 4.2 Based on the Placement Price, the estimated amount of proceeds from the allotment and issue of the Placement Shares, net of the estimated expenses of approximately S\$30,000, is approximately S\$970,000 (the "**Placement Proceeds**"). Assuming the Warrants are fully exercised into Warrant Shares, the estimated amount of additional proceeds that may be raised, net of the estimated expenses of approximately S\$20,000, is approximately S\$380,000 (the "**Warrant Proceeds**", and together with the Placement Proceeds, the "**Net Proceeds**").
- 4.3 The Company intends to utilise the entirety of the Net Proceeds for general working capital purposes as stated in paragraph 4.1 above.
- 4.4 The Company will make periodic announcement(s) as to the use of the proceeds from the Proposed Placement as and when such proceeds are materially disbursed and whether such use is in accordance with the stated use and in accordance with the percentage allocated. The Company will also provide a status report on the use of the proceeds raised from the Proposed Placement in the Company's interim and full-year financial statements issued under Rule 705 of the Listing Manual and the Company's annual report. Where the proceeds have been used for working capital purposes, the Company will provide a breakdown with specific details on how the proceeds have been applied in the announcements and status report. Where there is any material deviation from the stated use of proceeds, the Company will announce the reasons for such deviation.
- 4.5 Pending the deployment of the proceeds from the Proposed Placement, such proceeds may be placed as deposits with financial institutions or invested in short term money markets or debt instruments or for any other purposes on a short term basis as the directors of the Board (the "**Directors**") may deem fit, from time to time.

5. GENERAL MANDATE FOR THE ISSUE OF THE PLACEMENT SHARES, WARRANTS AND WARRANT SHARES

- 5.1 The Placement Shares to be issued to the Placee will be issued pursuant to the share issue mandate (the "**Share Issue Mandate**") that was approved by shareholders of the Company (the "**Shareholders**") at the annual general meeting of the Company convened on 25 January 2017 (the "**AGM**"). Pursuant to the Share Issue Mandate, the Directors have the authority to, amongst others, issue Shares and/or make or grant offers, agreements or options (collectively, the "**Instruments**") that might or would require Shares to be issued, such that the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) and Instruments shall not exceed 100.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM, of which the aggregate number of Shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed 50.0% of the total number of issued Shares (excluding treasury shares and subsidiary holdings) as at the date of the AGM.

- 5.2 The Placement Shares, when allotted and issued in full, will represent approximately 3.9% of the Company's existing and paid-up capital of 432,645,186 Shares (excluding 17,089,100 treasury shares) as at the date of this announcement, and approximately 3.7% of the enlarged issued and paid-up share capital of 449,311,852 Shares (excluding 17,089,100 treasury shares) upon completion of the Proposed Placement (assuming that no further Shares are issued on or prior to the completion of the Proposed Placement).
- 5.3 The Warrant Shares, when allotted and issued in full, will consist of 5,000,000 Shares representing approximately 1.2% of the Company's existing and paid-up capital of 432,645,186 Shares (excluding 17,089,100 treasury shares) as at the date of this announcement, and approximately 1.1% of the enlarged issued and paid-up share capital of 454,311,852 Shares (excluding 17,089,100 treasury shares) after completion of the Proposed Placement and the full exercise of the Warrants into Warrant Shares.
- 5.4 The Placement Shares and Warrant Shares, when allotted and issued in full, will consist of 21,666,666 Shares representing approximately 5.0% of the Company's existing and paid-up capital of 432,645,186 Shares (excluding 17,089,100 treasury shares) as at the date of this announcement, and approximately 4.8% of the enlarged issued and paid-up share capital of 454,311,852 Shares (excluding 17,089,100 treasury shares) after completion of the Proposed Placement and the full exercise of the Warrants into Warrant Shares. If the Placement Shares and Warrant Shares are allotted and issued in full, Jacfun and Yalla will hold approximately 3.6% and 1.2% of the enlarged issued and paid-up share capital of 454,311,852 Shares (excluding 17,089,100 treasury shares) after completion of the Proposed Placement and the full exercise of the Warrants into Warrant Shares respectively.
- 5.5 As at the date of the AGM, the Company had an issued share capital of 432,645,186 Shares (excluding 17,089,100 treasury shares). As at the date of this announcement, no Shares had been issued pursuant to the Share Issue Mandate. Accordingly, the 432,645,186 Shares may be issued pursuant to the Share Issue Mandate, of which the maximum number of Shares that can be issued other than on a pro rata basis is 216,322,593 Shares. Therefore, the 21,666,666 Placement Shares and Warrant Shares that may be issued to the Placees pursuant to the Proposed Placement falls within the limits of the Share Issue Mandate.

6. FINANCIAL EFFECTS

- 6.1 As at the date of this announcement, the issued and paid up capital of the Company (excluding treasury shares) is S\$69,210,089 divided into 432,645,186 Shares (excluding 17,089,100 treasury shares). When allotted and issued in full, the placement of the Placement Shares will increase the existing issued and paid-up share capital of the Company by approximately S\$1,000,000, to S\$70,210,089, divided into 449,311,852 Shares (excluding treasury shares). Upon the full exercise of the Warrants into Warrant Shares, the existing issued and paid-up share capital of the Company will increase by approximately S\$400,000, to S\$70,610,089, divided into 454,311,852 Shares.
- 6.2 The financial effects of the Proposed Placement on the net tangible assets ("**NTA**") per Share and the loss per Share ("**LPS**") are prepared for illustrative purposes only and do not purport to reflect the actual future results and financial position of the Group following completion of the Proposed Placement. The financial effects have been computed based on the following bases and assumptions:
- (a) the unaudited accounts of the Group for the 15 month period ended 31 December 2017 ("**15M2017**");
 - (b) the effect of the allotment and issuance of Placement Shares and the full exercise of the Warrants into Warrant Shares on the NTA per Share is computed based on the assumption that the allotment and issuance of Placement Shares and the full exercise of the Warrants into Warrant Shares was completed on 31 December 2017; and
 - (c) the effect of the allotment and issuance of Placement Shares and the full exercise of the Warrants into Warrant Shares on the LPS per Share is computed based on the assumption that the Proposed Placement was completed on 31 December 2017.

- 6.3 The LPS and the NTA per Share based on the unaudited accounts of the Group for 15M2017 are computed as follows:

	Before the Proposed Placement	After allotment and issue of Placement Shares	After the full exercise of the Warrants into Warrant Shares
Loss net of tax (S\$'000)	29,285	29,285	29,285
LPS (S\$)	0.07	0.07	0.06
Number of Shares for calculating LPS	432,645,186	449,311,852	454,311,852
NTA (S\$'000)	2,198	2,198	2,198
NTA per Share (S\$)	0.005	0.005	0.005
Number of Shares for calculating NTA per Share	432,645,186	449,311,852	454,311,852

7. ADJUSTMENTS TO OUTSTANDING CONVERTIBLE SECURITIES

To date, there are 300,000 outstanding options granted pursuant to the Company's Employees' Share Option Scheme for which adjustments will not be required in respect of the Proposed Placement.

8. DIRECTORS' OPINION

The Directors are of the opinion that, after taking into consideration:

- (a) the present bank facilities, the working capital available to the Group is sufficient to meet its present requirements; and
- (b) the present bank facilities and the Net Proceeds, the working capital available to the Group is sufficient to meet its present requirements.

9. DIRECTORS' INTERESTS

None of the Directors of the Company have any interest, direct or indirect in the Proposed Placement. None of the Directors have any connection (including business relationship) with the Placee, its directors and/or substantial shareholders.

10. TRADING CAUTION

Shareholders are advised to exercise caution in trading their Shares. The Proposed Placement is subject to certain conditions. There is no certainty or assurance as at the date of this announcement that the Proposed Placement will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

11. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the Placement Agreements are available for inspection at the registered office of the Company at 11 Lorong 3 Toa Payoh, #04-18 Blk B Jackson Square, Singapore 319579.

12. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this announcement constitutes full and true disclosure of all material facts about the Proposed Placement, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading. Where information in the announcement has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the announcement in its proper form and context.

BY ORDER OF THE BOARD

Boh Tuang Poh
Executive Chairman and Chief Executive Officer

21 March 2018

*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 : Mr. Mah How Soon, Registered Professional

Address : 9 Raffles Place, #29-01 Republic Plaza Tower 1, Singapore 048619

Tel : (65) 6381 6757