



SHC CAPITAL ASIA LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201201631D)

PROPOSED ACQUISITION BY SHC CAPITAL ASIA LIMITED OF CERTAIN TOURISM RELATED BUSINESSES IN THE REPUBLIC OF THE UNION OF MYANMAR (THE “PROPOSED ACQUISITION”) – (i) AMENDMENT TO SUPPLEMENTAL SPA AND JMR DEED OF UNDERTAKING AND WARRANTY; AND (ii) RECEIPT OF WHITEWASH WAIVER

Unless otherwise defined, capitalised terms used herein shall bear the meanings ascribed to them in the Company’s announcements dated 24 October 2016, 22 December 2016, 24 December 2016, 21 June 2017, 30 June 2017, 17 August 2017 and 26 September 2017 in relation to the Proposed Acquisition (“**Announcements**”).

1. INTRODUCTION

The Board of Directors (the “**Board**”) of SHC Capital Asia Limited (“**Company**”) refers to the Announcements in relation to the Proposed Acquisition.

2. AMENDMENT TO SUPPLEMENTAL SPA AND JMR DEED OF UNDERTAKING AND WARRANTY

- 2.1 The Board wishes to inform the Shareholders that the Company and the Vendors had on 29 September 2017 entered into an amendment letter to amend the Supplemental SPA (“**Second Supplemental SPA**”), such salient amendments are as set out below.
- 2.2 Under the Second Supplemental SPA, the Parties have agreed that the Long Stop Date for the fulfilment or waiver of the conditions precedent relating to the Proposed Acquisition will be extended from 30 September 2017 to **31 December 2017** and have made certain editorial amendments to the Supplemental SPA.
- 2.3 The Company has also agreed with JMR on certain amendments to the JMR Deed of Undertaking and Warranty with effect from 29 September 2017 (“**Supplemental JMR Deed of Undertaking and Warranty**”), including for JMR to warrant, represent and undertake that he shall not increase his percentage in the economic or ownership interests in the VL Business and the ACF Business without the approval of the new Audit Committee of the Company post-Completion of the Proposed Acquisition and certain editorial amendments to the JMR Deed of Undertaking and Warranty.
- 2.4 Save for the aforesaid amendments, the remaining terms of the Supplemental SPA and JMR Deed of Undertaking and Warranty remain unchanged.

3. RECEIPT OF WHITEWASH WAIVER

- 3.1 The Vendors have sought a waiver from the SIC of their obligation to make a general offer under Rule 14 of the Singapore Code on Take-overs and Mergers.
- 3.2 Further to the Announcements, the Board wishes to announce that the SIC had on 27 September 2017, granted the Vendors and Corporate Vendor Nominees a waiver from making a general offer for the Company under Rule 14 of the Code in the event the Vendors and Corporate Vendor

Nominees and their concert parties ("Vendors Concert Party Group") acquire more than the 30.0% of the total voting rights of the Company based on its enlarged issued capital as a result of the allotment and issue of the Consideration Shares to the Vendors and Corporate Vendor Nominees, subject to certain conditions:

- (a) a majority of holders of voting rights of the Company approve at a general meeting, before the allotment and issue of the Consideration Shares, a resolution (the "Whitewash Resolution") by way of a poll to waive their rights to receive a general offer from the Vendors and Corporate Vendor Nominees;
- (b) the Whitewash Resolution is separate from other resolutions;
- (c) the Vendors Concert Party Group and parties not independent of them abstain from voting on the Whitewash Resolution;
- (d) the Vendors Concert Party Group did not acquire or are not to acquire any shares or subscribe for, instruments convertible into or options in respect of new shares of the Company which have been disclosed in the Circular (as defined herein);
 - (i) during the period between the first announcement of the Proposed Acquisition and the date Shareholders' approval is obtained for the Whitewash Resolution; and
 - (ii) in the six (6) months prior to the first announcement of the Proposed Acquisition but subsequent to negotiations, discussions or the reaching of understandings or agreements with the directors of the Company in relation to the Proposed Acquisition;
- (e) the Company appoints an independent financial adviser to advise its independent Shareholders on the Whitewash Resolution;
- (f) the Company sets out clearly in the Circular to Shareholders:
 - (i) details of the allotment and issue of the Consideration Shares for the Proposed Acquisition;
 - (ii) the dilution effect to existing Shareholders upon the allotment and issue of the Consideration Shares to the Vendors and the Corporate Vendor Nominees;
 - (iii) the number and percentage of voting rights in the Company, rights to subscribe for and options in respect of shares in the Company held by the Vendors Concert Party Group as at the latest practicable date;
 - (iv) the number and percentage of voting rights to be issued to the Vendors and the Corporate Vendor Nominees as a result of the allotment and issue of Consideration Shares to the Vendors and the Corporate Vendor Nominees; and
 - (v) specific and prominent reference to the fact that the allotment and issue of the Consideration Shares would result in the Vendors Concert Party Group holding Shares carrying over 49.0% of the voting rights of the Company, and the fact that the Vendors Concert Party Group would as a result be free to acquire further Shares without incurring any obligation under Rule 14 of the Code to make a general offer;

- (vi) specific and prominent reference to the fact that Shareholders, by voting for the Proposed Whitewash Resolution, are waiving their rights to a general offer from the Vendors and the Corporate Vendor Nominees at the highest price paid by the Vendors Concert Party Group for Shares in the past six (6) months preceding the commencement of the offer;
- (g) the Circular states that the Whitewash Waiver granted by the SIC to the Vendors and the Corporate Vendor Nominees from the requirement to make a general offer under Rule 14 of the Code is subject to the conditions stated at (a) to (f) above;
- (h) the Company obtains the SIC's approval in advance for those parts of the Circular that refer to the Proposed Whitewash Resolution; and
- (i) to rely on the Proposed Whitewash Resolution, the allotment and issue of the Consideration Shares to the Vendors and the Corporate Vendor Nominees must be completed within three (3) months of the approval of the Proposed Whitewash Resolution.

4. CAUTIONARY STATEMENT

A circular containing further information on, *inter alia*, the Proposed Acquisition, and the Proposed RTO Transactions ("**Circular**") enclosing the notice of the EGM to seek approval of the Shareholders will be despatched by the Company to the Shareholders in due course.

The Board would like to advise Shareholders and potential investors that completion of the Proposed Acquisition are subject to conditions precedents being fulfilled and there is no certainty or assurance as at the date of this announcement that the Proposed Acquisition 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 on the Proposed Acquisition and other matters contemplated by this Announcement.

Accordingly, Shareholders and potential investors are advised to exercise caution in dealings with the Shares. Shareholders and potential investors are advised to read this announcement and any further update announcement(s) released by the Company in connection with the Proposed Acquisition carefully. Shareholders and potential investors should consult their stockbrokers, bank managers, solicitors or other professional advisers if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Teo Yiam Beng Steven
Interim Chief Financial Officer

29 September 2017

This announcement has been prepared by the Company and its contents have been reviewed by the sponsor, PrimePartners Corporate Finance Pte. Ltd. ("**Sponsor**") for compliance with the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalist.

The Sponsor has not verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship (Mailing Address: 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318 and E-mail: sponsorship@ppcf.com.sg).