# SECURITIES AND FUTURES ACT (CAP. 289) SECURITIES AND FUTURES (DISCLOSURE OF INTERESTS) REGULATIONS 2012

# NOTIFICATION FORM FOR SUBSTANTIAL SHAREHOLDER(S)/UNITHOLDER(S) IN RESPECT OF INTERESTS IN SECURITIES

FORM

3
(Electronic Format)

#### **Explanatory Notes**

- 1. Please read the explanatory notes carefully before completing the notification form.
- 2. This form is for a Substantial Shareholder(s)/Unitholder(s) to give notice under section 135, 136, 137, 137J (as applicable to sections 135, 136 and 137) or 137U (as applicable to sections 135, 136 and 137) of the Securities and Futures Act (the "SFA").
- 3. This electronic Form 3 and a separate Form C, containing the particulars and contact details of the Substantial Shareholder(s)/Unitholder(s), must be completed by the Substantial Shareholder(s)/Unitholder(s) or a person duly authorised by the Substantial Shareholder(s)/Unitholder(s) to do so. The person so authorised should maintain records of information furnished to him by the Substantial Shareholder(s)/Unitholder(s).
- 4. This form and Form C, are to be completed electronically and sent to the Listed Issuer via an electronic medium such as an e-mail attachment. The Listed Issuer will attach both forms to the prescribed SGXNet announcement template for dissemination as required under section 137G(1), 137R(1) or 137ZC(1) of the SFA, as the case may be. While Form C will be attached to the announcement template, it will not be disseminated to the public and is made available only to the Monetary Authority of Singapore (the "Authority").
- 5. Where a transaction results in similar notifiable obligations on the part of more than one Substantial Shareholder/Unitholder, all of these Substantial Shareholders/Unitholders may give notice using the same notification form.
- 6. A single form may be used by a Substantial Shareholder/Unitholder for more than one transaction resulting in notifiable obligations which occur within the same notifiable period (i.e. within two business days of becoming aware of the earliest transaction). There must be no netting-off of two or more notifiable transactions even if they occur within the same day.
- 7. All applicable parts of the notification form must be completed. If there is insufficient space for your answers, please include attachment(s) by clicking the paper clip icon on the bottom left-hand corner or in item 11 of Part II or item 10 of Part III. The total file size for all attachment(s) should not exceed 1MB.
- 8. Except for item 5 of Part II and item 1 of Part IV, please select only one option from the relevant check boxes.
- 9. Please note that submission of any false or misleading information is an offence under Part VII of the SFA.
- 10. In this form, the term "Listed Issuer" refers to -
  - (a) a company incorporated in Singapore any or all of the shares in which are listed for quotation on the official list of a securities exchange;
  - (b) a corporation (not being a company incorporated in Singapore, or a collective investment scheme constituted as a corporation) any or all of the shares in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing;

- (c) a registered business trust (as defined in the Business Trusts Act (Cap. 31A)) any or all of the units in which are listed for quotation on the official list of a securities exchange;
- (d) a recognised business trust any or all of the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing; or
- (e) a collective investment scheme that is a trust, that invests primarily in real estate and real estaterelated assets specified by the Authority in the Code on Collective Investment Schemes, and any or all the units in which are listed for quotation on the official list of a securities exchange, such listing being a primary listing ("Real Estate Investment Trust").
- 11. For further instructions and guidance on how to complete this notification form, please refer to section 7 of the User Guide on Electronic Notification Forms which can be accessed at the Authority's Internet website at <a href="http://www.mas.gov.sg">http://www.mas.gov.sg</a> (under "Regulations and Financial Stability", "Regulations, Guidance and Licensing", "Securities, Futures and Fund Management", "Forms", "Disclosure of Interests").

Part I - General

1.	Name of Listed Issuer:
	Asiatravel.com Holdings Limited
2.	Type of Listed Issuer:  ✓ Company/Corporation  ☐ Registered/Recognised Business Trust  ☐ Real Estate Investment Trust
3.	Is more than one Substantial Shareholder/Unitholder giving notice in this form?  ☐ No (Please proceed to complete Part II)  ☐ Yes (Please proceed to complete Parts III & IV)
4.	Date of notification to Listed Issuer:
	05-Sep-2014

## Part III - Substantial Shareholder(s)/Unitholder(s) Details

[To be used for multiple Substantial Shareholders/Unitholders to give notice]

<u>Substantial Shareholder/Unitholde</u>	r A	
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1.	Name of Substantial Shareholder/Unitholder:
	Pemberton Asian Opportunities Fund
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest in the securities of the Listed Issuer are held solely through fund manager(s)?  Yes  No
3.	Notification in respect of:
	✓ Becoming a Substantial Shareholder/Unitholder
	Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date of acquisition of or change in interest:
	03-Jul-2014
5.	Date on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the change in, interest (if different from item 4 above, please specify the date):
	05-Sep-2014
6.	Explanation (if the date of becoming aware is different from the date of acquisition of, or the change in, interest):
7.	Quantum of total voting shares/units (including voting shares/units underlying rights/option warrants/convertible debentures {conversion price known}) held by Substantial Shareholde Unitholder before and after the transaction:

Immediately before the transaction	Direct Interest	Deemed Interest	Total
No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures:	14,750,000	0	14,750,000
As a percentage of total no. of voting shares/units:	4.95	0	4.95
Immediately after the transaction	Direct Interest	Deemed Interest	Total
Immediately after the transaction  No. of voting shares/units held and/or underlying the rights/options/warrants/ convertible debentures :	Direct Interest	Deemed Interest 0	Total 15,000,000

9.	Relationship between the Substantial Shareholders/Unitholders giving notice in this form [You may attach a chart in item 10 to show the relationship between the Substantial Shareholder Unitholders]
10.	
	(The total file size for all attachment(s) should not exceed 1MB.)
11.	If this is a <b>replacement</b> of an earlier notification, please provide:
	(a) SGXNet announcement reference of the <b>first</b> notification which was announced on SGXNet (the "Initial Announcement"):
	(b) Date of the Initial Announcement:
	(c) 15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
40	Demonto (if any)
12.	Remarks (if any):
Cub	atantial Charahaldar/I Inithaldar D
Sub	stantial Shareholder/Unitholder B
1.	Name of Substantial Shareholder/Unitholder:
	Pemberton Investments Pte Ltd
2.	Is Substantial Shareholder/Unitholder a fund manager or a person whose interest i securities of the Listed Issuer are held solely through fund manager(s)?
	✓ Yes

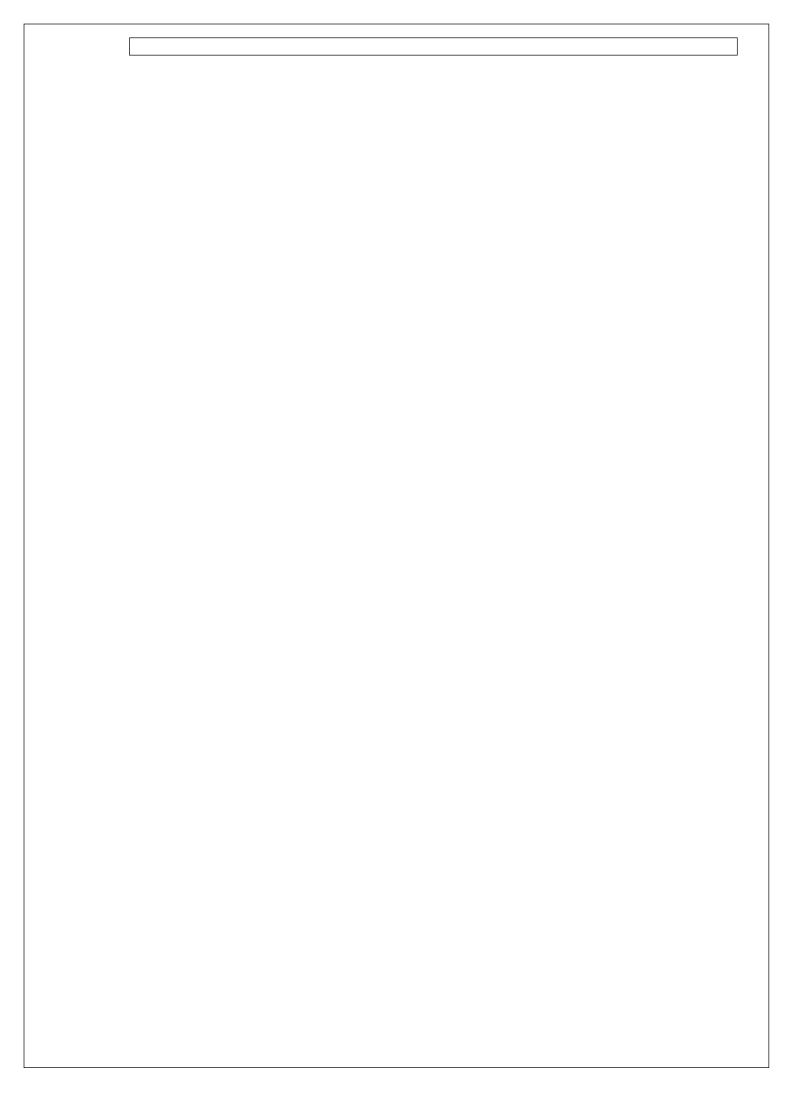
	Notification in respect of:    Secoming a Substantial Sharehole	der/Linitholder		
	Change in the percentage level of		emaining a Substantia	al Shareholder/Linitholder
	Ceasing to be a Substantial Share		a Substantia	ai Shareholdei/Ohlitholdei
	Ceasing to be a Substantial Share	eriolaei/Oriitriolaei		
4.	Date of acquisition of or change in	n interest:		
	03-Jul-2014			
5.	Date on which Substantial Shareh change in, interest (if different			•
	05-Sep-2014			
6.	Explanation (if the date of become change in, interest):	ing aware is differ	ent from the date o	f acquisition of, or the
7.	Quantum of total voting shares/ur warrants/convertible debentures { Unitholder before and after the tra	conversion price k	•	
	Immediately before the transaction	Direct Interest	Deemed Interest	Total
	. of voting shares/units held and/or	0	14,750,000	14,750,000
	derlying the rights/options/warrants/ nvertible debentures:			
cor	a percentage of total no. of voting shares/	0	4.95	4.95
As	a percentage of total no. of voting shares/	0 Direct Interest	4.95  Deemed Interest	4.95 <i>Total</i>
As unit	a percentage of total no. of voting shares/			
As unit	a percentage of total no. of voting shares/ ts:  Immediately after the transaction  of voting shares/units held and/or derlying the rights/options/warrants/ nvertible debentures:  a percentage of total no. of voting shares/	Direct Interest	Deemed Interest	Total
As unit	a percentage of total no. of voting shares/ ts:  Immediately after the transaction  of voting shares/units held and/or derlying the rights/options/warrants/ nvertible debentures:  a percentage of total no. of voting shares/	Direct Interest  0  0  ned interests (if the	Deemed Interest 15,000,000 5.02 e interest is such):	Total 15,000,000 5.02
As unit	a percentage of total no. of voting shares/ tts:  Immediately after the transaction  of voting shares/units held and/or derlying the rights/options/warrants/nvertible debentures:  a percentage of total no. of voting shares/ tts:  Circumstances giving rise to deem [You may attach a chart in item 10 to	Direct Interest  0  0  ned interests (if the illustrate how the Sues the Substantial Sha	Deemed Interest 15,000,000 5.02 s interest is such):	Total 15,000,000 5.02 sr/Unitholder's deemed

	Fund	Manager of the Substantial Shareholder, Pemberton Asian Opportunities Fund.
0.	Attac	chments ( <i>if any</i> ): 🕦
	IJ,	(The total file size for all attachment(s) should not exceed 1MB.)
1.	If this	s is a <b>replacement</b> of an earlier notification, please provide:
	(a)	SGXNet announcement reference of the <u>first</u> notification which was announced on SGXNet (the "Initial Announcement"):
	(b)	Date of the Initial Announcement:
	(c)	15-digit transaction reference number of the relevant transaction in the Form 3 which was attached in the Initial Announcement:
	Dam	arks ( <i>if any</i> ):
2.	Rem	iano (n'any).
2.	Rem	
2.	Rem	iano (ii any).
2.	Kem	iano (n'any).
		al Shareholder/Unitholder C
Subs	stantia	
	stantia	al Shareholder/Unitholder C
Subs	stantia Nam Domi	al Shareholder/Unitholder C  ne of Substantial Shareholder/Unitholder:  nic Richard Pemberton
Subs	stantia Nam Domi	al Shareholder/Unitholder C  ne of Substantial Shareholder/Unitholder:
Subs	Stantia  Nam  Domi  Is S secu	al Shareholder/Unitholder C  ie of Substantial Shareholder/Unitholder:  nic Richard Pemberton  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?
Subs	Stantia  Nam  Domi  Is S secu	al Shareholder/Unitholder C  ine of Substantial Shareholder/Unitholder:  nic Richard Pemberton  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?
Subs	Stantia  Nam  Domi  Is S secu  Y Y  Notif	al Shareholder/Unitholder C  ne of Substantial Shareholder/Unitholder:  nic Richard Pemberton  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?  es  o  fication in respect of:
Subs	Stantia  Nam  Domi  Is S secu  Y Y  Notiff  B	al Shareholder/Unitholder C  ine of Substantial Shareholder/Unitholder:  nic Richard Pemberton  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?  es  o  iication in respect of:  ecoming a Substantial Shareholder/Unitholder
<u>Sub</u> :	Stantia  Nam  Domi  Is S secu  Y Y  Notif  B  C	al Shareholder/Unitholder C  ine of Substantial Shareholder/Unitholder:  nic Richard Pemberton  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?  es  o  iication in respect of: ecoming a Substantial Shareholder/Unitholder  thange in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
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Subs	Stantia  Nam  Domi  Is S secu  Y Y  Notif  B C  C	al Shareholder/Unitholder C  ine of Substantial Shareholder/Unitholder:  nic Richard Pemberton  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?  es  o  iication in respect of: ecoming a Substantial Shareholder/Unitholder  thange in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
Sub:	Stantia  Nam  Domi  Is S secu  Y Y  Notif  G C  Date	al Shareholder/Unitholder C  ne of Substantial Shareholder/Unitholder: nic Richard Pemberton  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)? es o fication in respect of: ecoming a Substantial Shareholder/Unitholder change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder
Sub:	stantia  Nam  Domi  Is S secu  Y Y  Notif  G B  C C  Date  03-Ju  Date	al Shareholder/Unitholder C  the of Substantial Shareholder/Unitholder: Inic Richard Pemberton  Substantial Shareholder/Unitholder a fund manager or a person whose interest in the unities of the Listed Issuer are held solely through fund manager(s)?  The es of ication in respect of: The ecoming a Substantial Shareholder/Unitholder  The hange in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder  The of acquisition of or change in interest:  The on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the
Sub:	stantia  Nam  Domi  Is S secu  Y Y  Notif  G B  C C  Date  03-Ju  Date	al Shareholder/Unitholder C  the of Substantial Shareholder/Unitholder:  nic Richard Pemberton  ubstantial Shareholder/Unitholder a fund manager or a person whose interest in the urities of the Listed Issuer are held solely through fund manager(s)?  es  o  fication in respect of:  ecoming a Substantial Shareholder/Unitholder  thange in the percentage level of interest while still remaining a Substantial Shareholder/Unitholder  e of acquisition of or change in interest:  1-2014

	warrants/convertible debentures { Unitholder before and after the tra  Immediately before the transaction	conversion price l	ng shares/units und known}) held by Sul	
und	of voting shares/units held and/or derlying the rights/options/warrants/nvertible debentures:	0	14,750,000	14,750,000
As uni	a percentage of total no. of voting shares/	0	4.95	4.95
	Immediately after the transaction	Direct Interest	Deemed Interest	Total
und	of voting shares/units held and/or derlying the rights/options/warrants/nvertible debentures :	0	15,000,000	15,000,000
As uni	a percentage of total no. of voting shares/	0	5.02	5.02
8.	Circumstances giving rise to deem [You may attach a chart in item 10 to interest arises]  Dominic Richard Pemberton is the Mana Asian Opportunities Fund and is therefo	illustrate how the Sagement Shareholder	ubstantial Shareholde of the Substantial Shar	eholder, Pemberton
9.	Relationship between the Substan [You may attach a chart in item 10 to Unitholders]  Management Shareholder of Substantia shareholder of the Fund Manager, Pemb	show the relationsh	ip between the Substance erton Asian Opportuniti	antial Shareholders

12.	Rem	narks (if any):
Suk	etantis	al Shareholder/Unitholder D
1.		ne of Substantial Shareholder/Unitholder:  uir John Barrie Griffin
0		
2.		substantial Shareholder/Unitholder a fund manager or a person whose interest in thurities of the Listed Issuer are held solely through fund manager(s)?
	✓ Y	
	∐ N	
3.		fication in respect of: Becoming a Substantial Shareholder/Unitholder
		Change in the percentage level of interest while still remaining a Substantial Shareholder/Unitholo
	_ c	Ceasing to be a Substantial Shareholder/Unitholder
4.	Date	e of acquisition of or change in interest:
		ul-2014
5.		e on which Substantial Shareholder/Unitholder became aware of the acquisition of, or the
		nge in, interest (if different from item 4 above, please specify the date):
	05-Se	ep-2014
6.	•	anation (if the date of becoming aware is different from the date of acquisition of, or thinge in, interest):
		<u> </u>
7.	Oua	ntum of total voting shares/units (including voting shares/units underlying rights/option
<i>'</i> .	warr	rants/convertible debentures {conversion price known}) held by Substantial Shareholde
		holder before and after the transaction:

underlying the rights/options/warr convertible debentures:  As a percentage of total no. of vo units:  Circumstances giving r [You may attach a chart is interest arises]  Alistair John Barrie Griffin is and is therefore deemed to  Relationship between t [You may attach a chart is Unitholders]  Substantial shareholder of the  (The total file size for  1. If this is a replacemen  (a) SGXNet announ on SGXNet (the	saction	0	4.95	4.95
No. of voting shares/units held are underlying the rights/options/ward convertible debentures:  As a percentage of total no. of votinits:  Circumstances giving reflective from a chart is interest arises.  Alistair John Barrie Griffin is and is therefore deemed to Unitholders.  Relationship between the flection from a chart is Unitholders.  Substantial shareholder of the first this is a replacement (a) SGXNet annound on SGXNet (the first the limital first the fir				
Circumstances giving r [You may attach a chart is interest arises]  Alistair John Barrie Griffin is and is therefore deemed to the same of	nd/or	Direct Interes	t Deemed Intere	est Total
Circumstances giving r [You may attach a chart is interest arises]  Alistair John Barrie Griffin is and is therefore deemed to Unitholders]  Substantial shareholder of the Common SGXNet (the SGXNet announ on SGXNet (the SGXNet Initial SGXNet Init		0	15,000,000	15,000,000
[You may attach a chart is interest arises]  Alistair John Barrie Griffin is and is therefore deemed to grow and is therefore deemed to [You may attach a chart is Unitholders]  Substantial shareholder of the control of the size for the control of the grow at a chart is unitholders]  O. Attachments (if any):  (The total file size for the size for the control on SGXNet (the control on SGXNet (the control on SGXNet Initial control on	ting shares/	0	5.02	5.02
and is therefore deemed to  Relationship between to [You may attach a chart is Unitholders]  Substantial shareholder of the  O. Attachments (if any):  (The total file size for  1. If this is a replacemen  (a) SGXNet announ on SGXNet (the  (b) Date of the Initial  (c) 15-digit transaction		•		n): older/Unitholder's deemed
[You may attach a chart is Unitholders]  Substantial shareholder of the substantial sharehold				berton Investments Pte Ltd
(c) (The total file size for the total file size for the	in item 10 to	show the relation	ship between the Su	•
1. If this is a replacemen  (a) SGXNet announ on SGXNet (the  (b) Date of the Initial  (c) 15-digit transaction		ent(s) should not exc	eed 1MB.)	
(a) SGXNet announ on SGXNet (the b) Date of the Initial (c) 15-digit transaction		, ,	,	
(c) 15-digit transacti	cement re	ference of the <u>fi</u> nouncement"):	•	nich was announced
	Announce	ement:		
				ction in the Form 3
2. Remarks (if any):				



### Part IV - Transaction details

1.	Type of securities which are the subject of the transaction (more than one option may be chosen):
	✓ Voting shares/units
	Rights/Options/Warrants over voting shares/units
	Convertible debentures over voting shares/units (conversion price known)
	Others (please specify):
2.	Number of shares, units, rights, options, warrants and/or principal amount of convertible debentures acquired or disposed of by Substantial Shareholders/Unitholders:
	250,000
3.	Amount of consideration paid or received by Substantial Shareholders/Unitholders (excluding brokerage and stamp duties):
	78,750
4.	Circumstance giving rise to the interest or change in interest:
	Acquisition of:
	✓ Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Securities via physical settlement of derivatives or other securities
	Securities pursuant to rights issue
	Securities via a placement
	Securities following conversion/exercise of rights, options, warrants or other convertibles
	Disposal of:
	Securities via market transaction
	Securities via off-market transaction (e.g. married deals)
	Other circumstances:
	Acceptance of take-over offer for the Listed Issuer
	Corporate action by the Listed Issuer which Substantial Shareholders/Unitholders did not participate in (please specify):
	Others (please specify):

. !	Partio	culars of Individual submitting this notification form to the Listed Issuer:	
(	(a)	Name of Individual:	
		Dominic Richard Pemberton	
	(b)	Designation (if applicable):	
		Managing Director	
(	(c)	Name of entity (if applicable):	
		Pemberton Investments Pte Ltd	
2 2	4 8	Reference Number (auto-generated):    3   8   1   4   8   6   1   5   8   7   3	