



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

---

## UPDATE ON THE PROPOSED ACQUISITION BY SHC CAPITAL ASIA LIMITED OF CERTAIN TOURISM RELATED BUSINESSES IN THE REPUBLIC OF THE UNION OF MYANMAR

---

### 1. INTRODUCTION

- 1.1 On 24 October 2016, the board of directors (“**Board**”) of SHC Capital Asia Limited (“**Company**”) announced (“**Announcement**”) that the Company had on 24 October 2016 entered into a conditional sale and purchase agreement (“**SPA**”) with Yoma Strategic Investments Ltd. (“**YSIL**”), First Myanmar Investment Company Limited (“**FMI**”) and Exemplary Ventures Limited (“**Corporate Vendor**”) (each, a “**Vendor**” and collectively, “**Vendors**”), pursuant to which the Company shall acquire from the Vendors the entire issued and paid-up share capital (“**Sale Shares**”) of a company to be incorporated by YSIL and/or FMI which will in turn acquire the Target Businesses pursuant to the Restructuring, for a consideration to be satisfied in full by the issuance and allotment of new ordinary shares in the capital of the Company (“**Consideration Shares**”) at the issue price of S\$0.263 per Consideration Share (post-Proposed Share Consolidation)(“**Proposed Acquisition**”).

Unless otherwise defined, all capitalised terms herein shall bear the same meaning ascribed to them in the Announcement.

### 2. NOMINATION OF CORPORATE VENDOR NOMINEES

- 2.1 Under the terms of the SPA, the Corporate Vendor shall notify the Company of the persons or entities (“**Corporate Vendor Nominees**”) it intends to nominate to receive the Consideration Shares due to it under the SPA, within 30 days of the signing of the SPA to the extent feasible or possible, or in any event within 60 days of the signing of the SPA.
- 2.2 The Board wishes to announce that the Corporate Vendor had on 22 December 2016 notified the Company that it has nominated the following persons to receive the Consideration Shares due to it under the SPA in the manner set out below (“**Notification**”):

S/No.	Name of Corporate Vendor Nominees	Relevant Proportion of Consideration Shares (%)	Number of Consideration Shares (on a post-Proposed Share Consolidation basis)
1	Jean-Michel Alain Romon	6.91	18,568,937
2	ACE Pan-Asia Opportunities SPC (on behalf of Myanmar Tourism S.P.)	15.31	41,131,520
<b>Total</b>		22.22	59,700,457

The remaining Consideration Shares will be issued and allotted to YSIL and FMI, pursuant to which YSIL and FMI shall hold 62.17% and 15.61% of the Consideration Shares respectively.

2.3 The Corporate Vendor has informed the Company that as at the date of the Notification:

- (a) Jean-Michel Alain Romon is a Swiss national and a professional travel agent and hotelier. His current work predominantly focuses on Myanmar's tourism industry;
- (b) ACE PAO is a segregated portfolio company incorporated in the Cayman Islands. It is a private equity fund that is ultimately controlled by Ace & Company SA, a private equity fund manager based in Switzerland. It is licenced by FINMA, the financial regulator of Switzerland; and
- (c) Jean-Michel Alain Romon and ACE PAO are not related to any of the Company's existing directors or controlling Shareholders, or their respective associates and, none of the Vendors, Jean-Michel Alain Romon and ACE PAO hold any shares in the capital of the Company.

### 3. CAUTIONARY STATEMENT

Shareholders should note although the SPA has been entered into, completion of the Proposed Acquisition is 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 appropriate announcement(s) in relation to the Proposed Acquisition as and when there are material developments relating thereto, including providing regular updates on its progress in meeting key milestones of the Proposed Acquisition to the SGX-ST and investors as stated above.

**Shareholders are advised to exercise caution in dealings with the Shares. Shareholders are advised to read this announcement and any further update announcement(s) released by the Company in connection with the Proposed Acquisition carefully. Shareholders 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

22 December 2016

---

*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, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.*