
GRANT OF WAIVER FROM SEEKING SHAREHOLDERS' APPROVAL FOR THE PROPOSED ACQUISITION

INTRODUCTION AND BACKGROUND

- 1.1 The board of directors (the "**Board**") of Yoma Strategic Holdings Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") refers to the Company's announcement dated 6 March 2018 (the "**Proposed Acquisition Announcement**") in relation to the proposed acquisition by the Company's subsidiary, Yoma Strategic Investments Ltd. of 34% interest in Digital Wave Money Myanmar Co., Ltd. ("**Wave Money**") (the "**Proposed Acquisition**").
- 1.2 As disclosed in the Proposed Acquisition Announcement, the relative figure for Rule 1006(b) of the Listing Manual (the "**Listing Manual**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") was in the negative (i.e. -19.25%). This is because Wave Money had reported a net loss for the nine months ended 31 December 2017. As such, in compliance with Rule 1007(1) of the Listing Manual, the Company submitted an application to consult with the SGX-ST on the treatment of the negative figure for Rule 1006(b) of the Listing Manual. In the application, the Company sought the SGX-ST's waiver to convene an extraordinary general meeting to seek shareholders' approval for the Proposed Acquisition.
- 1.3 The reasons provided in support of the application included as follows:
 - (a) Consistent with other similar digital financial services companies, the business plan for Wave Money includes investment in the initial phase to create market awareness and ensure scalability of the business to a wide reach in Myanmar. The business plan provided for significant distribution, marketing and sales expenses as part of the buildout phase, for example through promotional incentives for fees and mobile credit top up for customers, and through a rapid roll out of Wave agent network.
 - (b) As part of the Company's strategy to focus on domestic consumption and the Myanmar consumer, financial services represents an attractive economic sector which leverages the country's GDP growth. The Group is currently involved in the business of vehicle leasing through Yoma Fleet Limited and sees significant opportunities to grow this business and other financial services.
 - (c) The Company believes that Myanmar is a fertile market for mobile money to take off given that vast majority of the population does not have access to any kind of financial services. Mobile money is an efficient way for people to pay or transfer money in the country and is simple.

- (d) Wave Money is a dominant player in the Myanmar mobile money sector and the Proposed Acquisition would establish financial services as another core pillar for the Company through an investment in a rapidly growing and relatively untapped segment. Further, as the dominant Fintech player in Myanmar, Wave Money is well suited to collaborate with the Fintech ecosystem in Singapore and further strengthen its market position.

WAIVER GRANTED BY THE SGX-ST

- 2.1 The SGX-ST granted a waiver to the Company from seeking shareholders' approval for the Proposed Acquisition (the "**Waiver**") subject to certain conditions:
- (a) the Company announcing the waiver granted, the reasons for seeking the waiver and the conditions as required under Rule 107 of the Listing Manual¹;
 - (b) submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company;
 - (c) confirmation that the Audit and Risk Management Committee that all its members are of the unanimous view that the Proposed Acquisition are on normal commercial terms and are not prejudicial to the interest of the Company and its minority shareholders.
- 2.2 The release of this Announcement meets the condition described in paragraph 2.1(a). The Company has submitted the written confirmations to the SGX-ST as referred to in paragraphs 2.1(b) and (c).

Please note that the SGX-ST reserves the right to amend and/or vary the above decision and such decision is subject to changes in the SGX-ST's policies.

BY ORDER OF THE BOARD

Melvyn Pun
Chief Executive Officer
6 March 2018

¹ Listing Rule 107 provides that the SGX-ST may waive or modify compliance with a listing rule (or part of a rule) either generally or to suit the circumstances of a particular case, unless the listing rule specifies that the SGX-ST will not waive it. The SGX-ST may grant a waiver subject to such conditions, as it considers appropriate. If the SGX-ST waives a listing rule (or part of a rule) subject to a condition, the condition must be satisfied for the waiver to be effective. Where a waiver is granted, the issuer must announce the waiver, the reasons for seeking the waiver and the conditions, if any, upon which the waiver is granted as soon as practicable.