

*This announcement is for information only and is not an offer for sale of the securities in the United States. Neither this announcement nor any copy hereof may be taken into or distributed in the United States. The Placement Shares (as defined below) have not been and will not be registered under the United States Securities Act of 1933, as amended (the “**Securities Act**”), and may not be offered or sold in the United States absent registration or an exemption from registration under the Securities Act. Any public offering of securities to be made in the United States would be made by means of a prospectus that may be obtained from the Company and would contain detailed information about the Company and its management, as well as financial statements. There will be no public offering of the Placement Shares in the United States.*

PROPOSED PLACEMENT PURSUANT TO EXISTING MANDATE

1. PROPOSED PLACEMENT PURSUANT TO EXISTING MANDATE

1.1 The Board of Directors (the “**Board**”) of Yoma Strategic Holdings Ltd. (the “**Company**”) and together with its subsidiaries, the “**Group**”) wishes to announce that the Company has undertaken a placement exercise (the “**Placement**”) subject to, *inter alia*, the approval-in-principle being granted by the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the listing and quotation of the Placement Shares (as defined below) on the SGX-ST.

1.2 At the Company’s annual general meeting held on 30 July 2013 (“**AGM**”), shareholders’ approval for the issuance of shares and convertible securities was obtained pursuant to Rule 806 of the Listing Manual (the “**Existing Mandate**”). Under the Existing Mandate, Directors may issue up to fifty per cent. (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below) (the “**Issued Shares**”), provided that the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty per cent. (20%) of the total number of Issued Shares.

1.3 As at the date of this Announcement, the Company has not yet utilised any part of the Existing Mandate. Accordingly, the Company intends to issue the Placement Shares (as defined below) under the Existing Mandate.

2. PLACEMENT UNDER EXISTING MANDATE

2.1 Maximum Number of Placement Shares

Based on 1,157,118,215 Issued Shares (excluding treasury shares) at the date of the AGM, up to 231,423,643 new ordinary shares in the capital of the Company may be issued by way of a private placement. As at the date of this announcement, the Company does not have any treasury shares.

2.2 The Company is proposing to raise capital by issuing 135,000,000 new ordinary shares in the capital of the Company (the “**Placement Shares**”) in reliance on the Existing Mandate by way of placement (i) to institutional investors, accredited investors and certain other persons in Singapore pursuant to Sections 274 and 275 of the Securities and Futures Act (Cap. 289) of Singapore (the “**SFA**”) and/or private placement in Singapore pursuant to Section 272B of the SFA; (ii) within the United States to investors who are qualified institutional buyers (as such term is defined in Rule 144A under the United States Securities Act of 1933, as amended (the “**Securities Act**”) pursuant to Section 4(a)(2) under the Securities Act or another available exemption from the registration requirements of the Securities Act; and/or (iii) in offshore transactions as defined in and in reliance on Regulation S under the Securities Act. As such, no prospectus or offer information statement will be lodged by the Company with the Monetary Authority of Singapore in connection with the Private Placement. The Placement Shares have not been and will not be registered under the Securities Act or the securities laws of any state or jurisdiction of the United States and may not be offered or sold within the United States except pursuant to an applicable exemption from, or in a transaction not subject to, the registration requirements of the Securities Act. The Company and the Joint Bookrunners (as hereinafter defined) reserve absolute discretion (subject to applicable laws and any regulations) in determining which investors will be allowed to participate in the Placement.

2.3 The Placement Shares, if fully allotted and issued, represent approximately 10.45% of the enlarged issued and paid-up share capital (excluding treasury shares) of the Company after the completion of the Placement.

Placement Price

2.4 The Placement Shares are priced at S\$0.70 per Placement Share (“**Placement Price**”) which represents a discount of approximately 8.40% to the volume weighted average market price of S\$0.7642 for each ordinary share in the capital of the Company (the “**Share**”) for trades done on the Shares on the main board of the SGX-ST on 25 June 2014, being the full market day on which the Shares were traded preceding the date of signing of the Placement Agreement (as hereinafter defined).

Placement Agreement

2.5 In relation thereto, the Company entered into a placement agreement dated 26 June 2014 with DBS Bank Ltd. and CLSA Singapore Pte Ltd (“**CLSA**”) as the joint bookrunners (together with DBS Bank Ltd., the “**Joint Bookrunners**”) pursuant to which the Joint Bookrunners agreed to use their best efforts to procure subscriptions for the Placement Shares (the “**Placement Agreement**”). The Placement Shares will not be placed to any restricted persons under Rule 812(1) of the SGX-ST Listing Manual.

2.6 The Placement Shares, when issued and delivered, shall rank *pari passu* with and shall carry all rights similar to the existing Shares and they will rank for any dividend, rights (including participation in the proposed Rights Issue⁵), allotment or other distributions, the record date for which falls after the completion of the Placement.

2.7 The Placement is subject to certain conditions precedent more particularly set out in the Placement Agreement, including but without limitation to, the approval-in-principle being granted by the SGX-ST for the listing and quotation of the Placement Shares on the SGX-ST.

Purpose of Private Placement and use of proceeds

2.8 Assuming all Placement Shares are allotted and issued, the estimated gross proceeds of the Placement is approximately S\$94.50 million and the net proceeds of the Placement, after deducting estimated expenses of approximately S\$1.67 million, will amount to approximately S\$92.83 million (the “**Net Placement Proceeds**”).

2.9 The Placement will help fund the growth and expansion of the Group’s various businesses with over half being earmarked for its real estate division and the remainder primarily for its businesses in telecommunication towers, automotive and agriculture and logistics. The Net Placement Proceeds will be used by the Company in the following estimated proportions:

Use of Net Placement Proceeds Percentage Allocation (%)

Use of Net Placement Proceeds	Approximate Percentage of Allocation (%)
Development costs for real estate projects - Landmark Development ¹ , PHL Land ² , FMI City Gates ³ and Star City ⁴ international and local schools which were announced on 16 June 2014, 10 December 2013 and 11 March 2014	50% - 70%
Investments in automotive business	5% - 10%
Investments in new Agriculture and Logistics projects including those which were announced on 11 March 2014	10% - 15%
Investments in the telecommunications towers business	10% - 15%
Working Capital	5% - 10%

The Company will make periodic announcements on the use of the Net Placement Proceeds as and when the proceeds are materially disbursed and provide a status report on the use of the Net Placement Proceeds in the Company's annual report. The Company will disclose a breakdown with specific details on the use of the Net Placement Proceeds for working capital in such announcements and annual reports.

¹ The Landmark Development is the proposed mixed-use development on a 10-acre of land located along Bogyoke Aung San Road, Pabedan Township, Yangon. Please refer to the Company's latest announcement on the proposed acquisition of the Landmark Development 16 June 2014.

² PHL Land is located in the Pun Hlaing Golf Estate and it is designated for the construction of a hotel. Please refer to the Company's announcement dated 10 December 2013. Based on the latest design and quantity surveys, the pro rata contribution of the Company through its wholly-owned subsidiary, Yoma Development Group Pte Ltd, in the construction costs will now be up to US\$12 million. All other terms of the joint venture remain unchanged.

³ The FMI City Gates comprise 2 plots of land in FMI City, Hlaing Tharyar Township, Yangon and are adjacent to one another. They are designated for construction into a residential and commercial development. Please refer to the Company's announcement dated 11 March 2014.

⁴ Star City is one of the Company's real estate development projects located in Thanlyin Township, Yangon.

2.10 Pending the deployment of the Net Placement Proceeds for the purpose mentioned above, such proceeds may be deposited with banks or financial institutions, invested in short-term money markets or marketable securities or used for any other purpose on a short-term basis as the Directors may deem fit.

Approval from the SGX-ST

2.11 The Company will be making an application to the SGX-ST for the permission to deal in, the listing of and quotation for the Placement Shares on the SGX-ST. An appropriate announcement on the outcome of the application will be made in due course.

3. FINANCIAL EFFECTS

3.1 Assumptions

The financial effects of the Placement, the Proposed Acquisition as amended by the Proposed Variations⁵ and the proposed Rights Issue¹ (collectively, the “**Transactions**”) set out below are purely for illustrative purposes and do not reflect the future actual financial results or positions of the Group after the completion of the Transactions. The financial effects of the Transactions are prepared based on (a) the latest announced unaudited financial information of the Group for the twelve-month period ended 31 March 2014; (b) the First Payment¹ has been paid; (c) the assumption that MIHL¹ is not a subsidiary of the Company; (d) 135,000,000 Placement Shares having been issued at the Placement Price; and (e) the rights issue price of S\$0.38 and 161,514,776 rights shares were allotted and issued pursuant to the proposed Rights Issue.

⁵ Please refer to the Company’s announcement dated 16 June 2014 for details of the Proposed Acquisition as amended by the Proposed Variations, the First Payment and MIHL and the proposed rights issue of one (1) rights share for every eight (8) existing shares of the Company at an issue price of S\$0.38. The First Payment is the amount of consideration payable by the Company for the proposed acquisition of 80% interest in Meeyahta International Hotel Limited (“**MIHL**”) in relation to the Landmark Development (the “**Proposed Acquisition**”), being US\$43.2 million (the “**First Payment**”).

3.2 Share Capital

Assuming that the Transactions had been completed on 31 March 2014, the effect of the Transactions on the share capital of the Company as at 31 March 2014 would have been:

	Before the Transactions	After the Transactions⁽¹⁾
Issued and paid up Share capital (S\$'000)	327,204	483,079
Number of Shares ('000)	1,157,118	1,453,633

Note:-

(1) The financial effects as set out above are presented before taking into account fees and expenses to be incurred in relation to the Transactions.

3.3 Net Tangible Assets (NTA)

Assuming that the Transactions had been completed on 31 March 2014, the effect of the Transactions on the NTA of the Group as at 31 March 2014 would have been:-

	Before Transactions	After Transactions⁽¹⁾
NTA (S\$'000)	358,866	514,741
Number of Shares ('000)	1,157,118	1,453,633
NTA per Share (cents)	31.01	35.41

Note:-

(1) The financial effects as set out above are presented before taking into account fees and expenses to be incurred in relation to the Transactions.

3.4 Earnings Per Share (EPS)

Assuming that the Transactions had been completed on 1 April 2013, the effect of the Transactions on the EPS of the Group for the twelve-month period ended 31 March 2014 would have been:

	Before Transactions	After Transactions⁽¹⁾
Net Profit attributable to equity holders of the Company (S\$'000)	16,392	16,392
Weighted Average Number of Shares ('000)	1,157,118	1,453,633
EPS (cents)	1.42	1.13

Note:-

(1) The financial effects as set out above are presented before taking into account fees and expenses to be incurred in relation to the Placement.

4. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

Save as disclosed above and to the best knowledge of the Directors, none of the other Directors and substantial shareholders has any interest, direct or indirect, in the Placement.

5. RESPONSIBILITY STATEMENT

The Directors (including any Director who may have delegated detailed supervision of the preparation of this announcement) have taken all reasonable care to ensure that the facts stated in this announcement are fair and accurate and that no material facts have been omitted from this announcement, and they jointly and severally accept responsibility accordingly.

ON BEHALF OF THE BOARD

Andrew Rickards
Chief Executive Officer
26 June 2014