

## YOMA STRATEGIC HOLDINGS LTD.

(Incorporated in the Republic of Singapore)

(Company Registration No. 196200185E)

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### PROPOSED ACQUISITION OF SHARES IN PLANTATION RESOURCES PTE. LTD. (THE “PROPOSED ACQUISITION”)

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The Board of Directors of the Company wishes to announce the proposed acquisition by its wholly-owned subsidiary, Yoma Strategic Investments Ltd. (“**YSIL**”), of 173,320 issued ordinary shares in Plantation Resources Pte. Ltd. (“**PRPL**”), representing approximately 18.05% of the issued and paid up share capital of PRPL, from certain other existing shareholders of PRPL (the “**PRPL Shareholders**”). The Company currently holds 59.67% interest in PRPL through YSIL.

#### 1. THE PROPOSED ACQUISITION

##### 1.1 Information on PRPL

PRPL is a private company incorporated in Singapore on 13 July 2006 and has an issued and paid up capital of S\$16,586,188 comprising 960,000 issued ordinary shares as at the date of this announcement. The principal business activities of PRPL are plantation development and investment in the supply of agricultural crops and produce.

##### 1.2 Proposed Acquisition

The Proposed Acquisition is in respect of 173,320 issued ordinary shares in PRPL (the “**Sale Shares**”) at a purchase price of US\$15 per Sale Share (approximately S\$22.70, based on the inter-bank exchange rate of US\$1.00 = S\$1.5318 as at the close of business day on 14 November 2008 (being such date as agreed between parties) (the “**Purchase Price**”). As at the date of this announcement, YSIL had received and accepted the following offers of Sale Shares from the respective PRPL Shareholders based on, *inter alia*, the terms and conditions as further set out in this announcement:-

PRPL Shareholder	Number of Sale Shares
Noble Grand Investments Limited	44,600
Immense Joy Management Limited	10,000
Tan Koon Boon	7,000
Ong Ah Whatt	36,460
Nobutaka Chomaru	10,000
Pelican Group Limited	52,260
East Asia Ventures Pte. Ltd.	13,000

As at the date of this announcement, YSIL has yet to receive offers regarding the remaining 213,840 ordinary shares in the capital of PRPL. It is the intention of the Board of Directors of the Company to consider and accept, on the same terms as the current offers received for the Sale Shares, further offers that YSIL may receive for the remaining issued ordinary shares in the capital of PRPL provided that such offers are received prior to the Company submitting the Application (as hereinafter defined) to the SGX-ST (as hereinafter defined).

##### 1.3 Value of Assets Being Acquired and Net Profits Attributable to Assets Being Acquired

Based on the audited financial statements of PRPL for the financial year ended 31 March 2008, the book value and net tangible asset value of PRPL as at 31 March 2008 are approximately S\$13.1 million and S\$5.3 million respectively. Accordingly, the book value and net tangible asset value of the 173,320 Sale Shares being acquired by the Company will be approximately S\$2.4 million and S\$957,000 respectively.

Based on the audited financial statements of PRPL for the financial year ended 31 March 2008, the net loss before income tax of PRPL for the financial year ended 31 March 2008 is approximately S\$2.7 million. Accordingly, the net loss attributable to the 173,320 Sale Shares being acquired by the Company will be approximately S\$493,000.

#### 1.4 Purchase Consideration

The Purchase Price for each Sale Share is US\$15 and was arrived at on a “willing buyer, willing seller” basis between YSIL and the PRPL Shareholders. The purchase consideration for the Sale Shares shall be satisfied in full by the allotment and issue of 39,343,640 new ordinary shares in the capital of the Company (the “**Consideration Shares**”) (rounded down to the nearest figure) at an issue price of S\$0.10 per Consideration Share (the “**Issue Price**”).

The Issue Price of S\$0.10 for each Consideration Share represents a premium of approximately 67% to the volume-weighted average price of S\$0.06 per share based on trades done on the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 18 November 2008, being the market day immediately preceding the date of this announcement.

Based on the above, the number of Consideration Shares (rounded down to the nearest figure) to be issued to each of the PRPL Shareholders stated in paragraph 1.2 above is as follows:-

PRPL Shareholder	Number of Consideration Shares
Noble Grand Investments Limited	10,124,200
Immense Joy Management Limited	2,270,000
Tan Koon Boon	1,589,000
Ong Ah Whatt	8,276,420
Nobutaka Chomaru	2,270,000
Pelican Group Limited	11,863,020
East Asia Ventures Pte. Ltd.	2,951,000

The Consideration Shares will be allotted and issued pursuant to the general mandate obtained at the annual general meeting of the Company held on 21 July 2008 which authorises the Directors of the Company to allot and issue up to 88,269,396 new shares in the capital of the Company in accordance with Section 161 of the Companies Act (Chapter 50 of Singapore) and Rule 806 of the SGX-ST Listing Manual. The Consideration Shares, when allotted and issued, will rank *pari passu* in all respects with the then existing issued ordinary shares of the Company, except for any dividend, right, allotment or other distributions, the record date for which falls on or before the date of allotment and issue of the Consideration Shares.

The Company intends to apply to the SGX-ST for the listing of and quotation for the Consideration Shares on the Official List of the SGX-ST (the “**Application**”).

#### 1.5 Conditions Precedent

The Proposed Acquisition is conditional upon, *inter alia*, the following:-

- (a) the obtaining of such written consents and/or waivers of any pre-emption rights by the PRPL Shareholders as may be required with respect to the Proposed Acquisition; and
- (b) the obtaining of such approvals and consents as may be required from any relevant governmental or regulatory bodies (including the approval-in-principle of the SGX-ST for the allotment and issue and the listing of the Consideration Shares) and where such approvals or consents are subject to any conditions, such conditions must be on terms acceptable to both parties to the transfer of the Sale Shares and must be duly satisfied.

## 1.6 Rationale for the Proposed Acquisition

The Company currently holds 59.67% equity interest in PRPL through YSIL. The Proposed Acquisition will enable the Company to increase its equity interest in PRPL to at least 77.72% based on the Offers received so far, without any impact on the Company's cashflow. The management of PRPL has indicated that PRPL would require to raise fresh capital in the near future in order to implement all its corporate plans for the coming year. The Board is of the opinion that it would be more appropriate to carry out those plans with fewer shareholders in PRPL.

## 2. FINANCIAL EFFECTS OF THE PROPOSED ACQUISITION

### 2.1 Relative Figures Computed on the Bases Set Out in Rule 1006 of the Listing Manual of the SGX-ST (the "Listing Manual")

For the purpose of Chapter 10 of the Listing Manual, the relative figures computed on the bases set out in Rule 1006 of the Listing Manual are as follows:-

The net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets.	Not Applicable
The net profits attributable to the assets acquired or disposed of, compared with the group's net profits.	Not Meaningful <sup>(1)</sup>
The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	14.86% <sup>(2)</sup>
The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	8.91% <sup>(3)</sup>

#### Notes:

- (1) The comparison between the net loss attributable to PRPL for FY2008 of approximately S\$2,732,000 and the Group's net profit for FY2008 of approximately S\$18,262,000 is not meaningful.
- (2) The Company's market capitalization of S\$26.4 million is derived from the volume weighted average traded price of S\$0.06 on 18 November 2008, being the trading day immediately preceding the date of this announcement.
- (3) Based on 39,343,640 Purchase Consideration Shares and the issued share capital of the Company of 441,346,982 shares as at the date of this Announcement.

### 2.2 Financial Effects of the Proposed Acquisition

The financial effects of the Proposed Acquisition and the allotment and issue of the Consideration Shares (collectively, the "**Transaction**") as set out below are for illustrative purposes only and are premised on the following bases and assumptions:-

- (a) the audited consolidated financial statements of the Company for the financial year ended 31 March 2008 ("FY 2008");
- (b) the audited financial statements of PRPL for the financial year ended 31 March 2008;

- (c) an aggregate of 39,343,640 Consideration Shares are allotted and issued pursuant to the Proposed Acquisition at the Issue Price of S\$0.10 for each Consideration Share

The effect of the Transaction on the net tangible assets (“**NTA**”) per share of the Company for FY2008, assuming the Transaction had been effected at the end of FY2008, is as follows:-

<b>Net tangible assets as at 31 March 2008</b>	<b>Before the Transaction</b>	<b>After the Transaction</b>
NTA (S\$'000)	112,563	111,003
Number of shares ('000)	441,347	480,691
NTA per share (S\$ cents)	25.50	23.09

The effect of the Transaction on the earnings per share (“**EPS**”) of the Company for FY2008, assuming that the Transaction had been effected at the beginning of FY2008:-

<b>Earnings for FY 2008</b>	<b>Before the Transaction</b>	<b>After the Transaction</b>
Earnings (S\$'000)	18,262	17,769
Weighted average number of shares ('000)	433,582	472,972
EPS (S\$ cents)	4.21	3.76

### **3 RULE 812 OF THE LISTING MANUAL**

None of the Consideration Shares will be allotted and issued to any persons falling within the categories disallowed by the SGX-ST as set out in Rule 812 of the Listing Manual.

### **4 INTEREST OF DIRECTORS AND CONTROLLING SHAREHOLDERS IN THE PROPOSED ACQUISITION**

None of the Directors or controlling shareholders of the Company (other than in their capacity as director or shareholders of the Company) has any interest, direct or indirect, in the Proposed Acquisition.

### **5 DETAILS OF ANY SERVICE CONTRACTS OF THE DIRECTORS PROPOSED TO BE APPOINTED TO THE COMPANY IN CONNECTION WITH THE PROPOSED ACQUISITION**

No director is proposed to be appointed to the board of the Company in connection with the Proposed Acquisition.

### **6 RESPONSIBILITY STATEMENT**

The Directors collectively and individually accept responsibility for the accuracy of the information given in this announcement and confirm, having made all reasonable enquiries, that to the best of their knowledge and belief, the facts stated and opinions expressed in this announcement are fair and accurate in all material respects as at the date of this announcement, and that there are no material facts the omission of which would make this announcement misleading in any material respect.

ON BEHALF OF THE BOARD

SERGE PUN  
Chairman and CEO  
19 November 2008