

17 August 2017

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**Myanmar Strategic Holdings Ltd.**  
**("MSH" or the "Company" or the "Group")**

**Publication of Prospectus**

**Proposed Admission to the Standard Segment of the Official List and to trading on the Main Market of the London Stock Exchange**

**Myanmar Strategic Holdings Limited**, the independent developer and operator of consumer-focused businesses located in Myanmar, one of the fastest growing economies in the world, announces the publication of a prospectus (the "**Prospectus**") containing full details of the proposed admission of its Ordinary Shares to the standard listing segment of the Official List of the Financial Conduct Authority and to trading on the Main Market for listed securities of the London Stock Exchange ("**Admission**").

The Prospectus is expected to be available shortly on the Company's website at [www.ms-holdings.com](http://www.ms-holdings.com) and will be available for inspection at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF.

It is expected that Admission will become effective and that dealings in the Company's shares will commence at 8.00 a.m. on 22 August 2017 with the symbol SHWE.

A copy of the Prospectus has been submitted to the National Storage Mechanism and will be available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM)

Any defined terms used in this announcement are as set out in the Prospectus.

**For more information please visit [www.ms-holdings.com](http://www.ms-holdings.com) or contact:**

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**Notes to editors:**

Myanmar Strategic Holdings, is an independent developer and operator of consumer-focussed businesses in Myanmar, one of the fastest growing economies in the world.

Initially concentrating on the areas of Hospitality and Education, the Company is focused on Myanmar's consumer sector.

The Company's earliest investments have been in the Hospitality sector - through its portfolio the Company manages 422 beds in 3 locations across Myanmar and is developing a fourth, expected to open in late 2017. Since the beginning of 2016, the Company has diversified into other business streams, with agreements to manage Pearson's English language learning franchise, Wall Street English, as the brand expands into Myanmar.

Myanmar is one of the fastest growing and most promising economies within Asia Pacific. Its annual GDP growth stood at 6.4% for the year ended 31 March 2017, making it one of the top 10 fastest growing economies in the world, whilst the number of middle class consumers in Myanmar is also expected to double by 2020.

Myanmar Strategic Holdings is well placed to grant investors early exposure to Myanmar's renewed economic and political trajectory.

**IMPORTANT NOTICE**

The information in this announcement is for background purposes only and does not purport to be full or complete. No reliance may be placed for any purpose on the information contained in this announcement or its accuracy or completeness. The material contained in this announcement is for information purposes only, is given as at the date of its publication (unless otherwise marked) and is subject to updating, revision and amendment. In particular, any proposals referred to herein are tentative and are subject to revision and amendment.

This announcement is an advertisement and not a prospectus. Investors should not subscribe for or purchase any transferable securities referred to in this announcement except on the basis of information in the Prospectus published by the Company on 17 August 2017 in

connection with the Admission. Copies of the Prospectus are available on the Company's website at [www.ms-holdings.com](http://www.ms-holdings.com) and will be available for inspection at the offices of CMS Cameron McKenna Nabarro Olswang LLP, Cannon Place, 78 Cannon Street, London EC4N 6AF. A copy of the Prospectus has been submitted to the National Storage Mechanism and is available for inspection at [www.morningstar.co.uk/uk/NSM](http://www.morningstar.co.uk/uk/NSM).

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In member states of the European Economic Area ("**EEA**"), this announcement is only addressed to and directed at persons who are "qualified investors" within the meaning of Article 2(1)(e) of the Prospectus Directive (Directive 2003/71/EC (and amendments thereto, including Directive 2010/73/EU, to the extent implemented in the Relevant Member State) and includes any relevant implementing measure in each Relevant Member State).

This announcement does not contain or constitute an offer for sale of, or the solicitation of an offer or an invitation to buy or subscribe for, Ordinary Shares to any person in the United States, Australia, Canada, South Africa, New Zealand or Japan or in any jurisdiction to whom or in which such offer or solicitation is unlawful.

The Company has not been and will not be registered under the US Investment Company Act of 1940, as amended (the "**Investment Company Act**"). In addition, the Ordinary Shares have not been and will not be registered under the US Securities Act of 1933, as amended (the "**Securities Act**") or under the securities laws of any state or other jurisdiction of the United States and may not be offered or sold in the United States or to or for the account or benefit of US persons absent registration or an exemption from the registration requirements of the Securities Act and in compliance with any applicable state securities laws and in circumstances that will not require registration of the Company under the Investment Company Act. There will be no public offer of the Ordinary Shares in the United States.

The offer and sale of Ordinary Shares has not been and will not be registered under the applicable securities laws of any state, province or territory of Australia, Canada, South Africa, New Zealand or Japan. Subject to certain exceptions, the Ordinary Shares may not be offered or sold in Australia, Canada, South Africa, New Zealand or Japan or to, or for the account or benefit of, any national, resident or citizen of Australia, Canada, South Africa, New Zealand or Japan.

Allenby Capital Limited ("**Allenby Capital**") is authorised and regulated in the UK by the Financial Conduct Authority. Allenby Capital is acting exclusively for the Company and no-one else in connection with the Fundraising and Admission. Allenby Capital will not regard any other person as its client in relation to the subject matter of this announcement and will not be responsible to anyone other than the Company for providing the protections afforded to its clients, nor for providing advice in relation to the contents of this announcement or any transaction, arrangement or other matter referred to herein.

This announcement does not constitute a recommendation concerning the Admission. The price and value of securities and any income from them can go down as well as up and investors may not get back the full amount invested on disposal of the securities. Past performance is not a guide to future performance. Before purchasing any Ordinary Shares, persons viewing this announcement should ensure that they fully understand and accept the risks set out in the Prospectus. Information in this announcement or any of the documents relating to the Admission cannot be relied upon as a guide to future performance. The contents of this announcement are not to be construed as legal, business or tax advice. Each prospective investor should consult his, her or its own legal adviser, financial adviser or tax adviser for legal, financial or tax advice.

This announcement includes statements that are, or may be deemed to be, "forward-looking statements". These forward-looking statements can be identified by the use of forward-looking terminology, including the terms "believes", "estimates", "plans", "projects", "anticipates", "expects", "intends", "may", "will" or "should" or, in each case, their negative or other variations or comparable terminology. These forward-looking statements include matters that are not historical facts. They appear in a number of places throughout this announcement and include statements regarding the Directors' current intentions, beliefs or expectations concerning, among other things, the Group's results of operations, financial condition, liquidity, prospects, growth, strategies and the Group's markets.

Forward-looking statements may and often do differ materially from actual results. Any forward-looking statements in this announcement are based on certain factors and assumptions, including the Directors' current view with respect to future events and are subject to risks relating to future events and other risks, uncertainties and assumptions relating to the Group's operations, results of operations, growth strategy and liquidity. While the Directors consider these assumptions to be reasonable based upon information currently available, they may prove to be incorrect. Save as required by law, the Prospectus Rules, the Disclosure Guidance and Transparency Rules, MAR and/or FSMA, none of the Company, the Directors and Allenby Capital undertakes any obligation to publicly release the results of any revisions to any forward-looking statements in this announcement that may occur due to any change in the Directors' expectations or to reflect events or circumstances after the date of this announcement.

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