

PAN HONG PROPERTY GROUP LIMITED

(Incorporated in Bermuda)
(Registration Number: 37749)



汎港地產集團
PAN HONG PROPERTY GROUP

Acquisition of Equity Interest in Raptobyte (Pty) Limited

1. Introduction

The Board of Directors of Pan Hong Property Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that its subsidiary, Sino Harbour Development Limited (聯海發展有限公司) (“**SH Development**”), had entered into an agreement to acquire a 70% equity interest (“**Acquisition**”) in Raptobyte (Pty) Limited (“**Raptobyte**”).

2. Background of Raptobyte

Raptobyte was incorporated in South Africa in 2010 with an issued and paid-up share capital of South African Rand (“**R**”) 100. The principal activity of Raptobyte is general trading. Raptobyte will be amending its object clauses in the Memorandum of Association to include “property development” in due course. Raptobyte had not commenced business since the date of incorporation.

3. Rationale for the Acquisition

The Board is optimistic about the property market in South Africa (especially in Johannesburg) and intends to use Raptobyte as a platform for property development in South Africa.

4. Principal Terms of the Acquisition

Pursuant to the terms of the agreement, SH Development acquire 70% equity stake in Raptobyte from Zhou Xiao Ping for a consideration of R70 (the “Purchase Consideration”). Upon completion of the Acquisition, SH Development will hold 70% equity interest in Raptobyte and the balance of 30% will be held by Zhou Xiao Ping.

The Purchase Consideration was arrived at on a “willing-buyer-and-willing-seller” basis, after taking into consideration, *inter alia*, the net book value of Raptobyte. The net book value of Raptobyte is R100 as at the date of Acquisition. The Purchase Consideration will be funded by the Group’s internal resources and will be satisfied by payment of cash.

5. Relative Figures Computed Pursuant to Rule 1006 of the Listing Manual of the SGX

Rule 1006 (a) Net Asset Value	Not applicable as this transaction is not a disposal of assets.
Rule 1006 (b) Net Profits	Not applicable as there are no profits attributable from the Acquisition.

Rule 1006 (c) Market Capitalisation	The Purchase Consideration of R70 (equivalent to S\$10.7 based on the exchange rate of S\$1.00 : R6.5634) represents approximately 0% of the Company's market capitalisation of S\$141.7 million as at 8 August 2012.
Rule 1006 (d) Equity Securities	Not applicable as the Purchase Consideration is to be fulfilled by cash payment.

As the relative figures computed on the bases set out in Rule 1006 of the Listing Manual of the SGX-ST did not exceed 5%, the Acquisition is considered a "Non-Discloseable Transaction" under Rule 1008 of the Listing Manual of the SGX-ST. This Announcement is being made pursuant to Rule 704(17) of the SGX-ST Listing Manual.

6. Further Information

The above transaction is not expected to have any material impact on the Group's earnings per share or net tangible assets for the current financial year ending 31 March 2013. None of the Directors or controlling shareholders of the Company has any direct or indirect interest in the above transaction (other than their shareholdings in the Company).

By Order of the Board

Wong Lam Ping
Executive Chairman

10 August 2012