

# PAN HONG PROPERTY GROUP LIMITED

(Incorporated in Bermuda)  
(Registration Number: 37749)



汎港地產集團  
PAN HONG PROPERTY GROUP

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## Updates on the Acquisition of Land by the Company's subsidiary

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*Capitalised terms used in this announcement, unless otherwise defined herein, shall have the same meanings as used in the Company's announcements dated 21 February 2013 and 4 March 2013.*

### 1. Introduction

The Board of Directors (“**Board**”) of Pan Hong Property Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce that Sino Harbour Property Group Limited (“**Sino Harbour**”) and its subsidiaries (collectively as “**Sino Group**”) have made a successful bid for the land use rights of the Land offered for sale by Hangzhou Bureau of Land and Resources (杭州市国土资源局) (“**BLRH**”) through the tender by the Public Resources Transaction Centre of Hangzhou (杭州市公共资源交易中心) (“**PRTCH**”) on 21 March 2013 for a total consideration of RMB506,000,000 (the “**Acquisition**”). The bidder qualification review by BLRH was passed and a successful Bid Confirmation was issued by BLRH on 21 March 2013. Land grant contract in relation to the acquisition will be entered into on or before 28 March 2013.

### 2. Principal Terms of the Successful Bid Confirmation

Date of the Bid Confirmation	:	21 March 2013
Parties of the Bid Confirmation	:	BLRH and Sino Africa Investment and Development Group Limited (中非投资发展集团有限公司), an indirect wholly-owned subsidiary of Sino Group
Location of the Land	:	Hangzhengchuchu[2013] No. 22 (杭政储出[2013]22号)
Total Site Area	:	20,482 square metres
Nature of the Land Use Rights	:	Commercial use
Consideration	:	RMB506,000,000 (equivalent to approximately S\$100,796,813)

The Consideration was arrived at after taking into account the minimum bid price, current market conditions, location of the Land, and land price in the surrounding area with reference to the information available from BLRH. The Consideration and the relevant taxes will be funded by Sino Group's internal resources, bank borrowings, and/or issue of new equity and/or debt instruments, as Sino Harbour's Board deems fit.

### 3. Rationale for the Acquisition

Sino Group is principally engaged in the property development in the PRC, especially in Jiangxi Province. The Land is intended to be developed as a commercial project, which will increase Sino Group's investment proportion in commercial properties.

The Directors consider that the Acquisition is in the interests of the Company and the Shareholders as a whole and the terms thereof are fair and reasonable. Reasons for exercising the Company's first right of refusal pursuant to the Deed and declining the Zhejiang Business Opportunity are set out in the Company announcements dated 21 February 2013 and 4 March 2013.

### 4. Relative Figures Computed Pursuant to Rule 1006 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST Listing Manual")

<b>Rule 1006 (a)</b> Net Asset Value	Not applicable as this transaction is not a disposal of assets.
<b>Rule 1006 (b)</b> Net Profits	Not applicable as there are no profits attributable from the Acquisition.
<b>Rule 1006 (c)</b> Market Capitalisation	The Purchase Consideration of RMB506,000,000 (equivalent to approximately S\$100,796,813 based on the exchange rate of S\$1.00 : RMB5.02) represents approximately 73.80% of the Company's market capitalisation of S\$136,579,681 as at 21 March 2013.
<b>Rule 1006 (d)</b> Equity Securities	Not applicable as the Purchase Consideration is to be fulfilled by cash payment.

The Acquisition is classified as a major transaction for the purposes of Chapter 10 of the Listing Manual as the relative figure under Rule 1006(c) of the Listing Manual exceeds 20%. However, Rule 1006 of the SGX-ST Listing Manual is not applicable to the Company as the Acquisition by Sino Group is deemed to be in the ordinary course of business of developing commercial and residential properties. As such, no shareholders' approval is required.

Sino Harbour is listed on the main board of The Hong Kong Stock Exchange Limited ("HKSE"). The Acquisition constitutes a major transaction for Sino Harbour pursuant to Rule 14.06(3) of the HKSE Listing Rules. According to Rule 14.33A of the HKSE Listing Rules, the Acquisition is subject to the reporting, announcement and circular requirements but is exempt from Sino Harbour's Shareholders' approval requirement provided that all the conditions as referred to in Rule 14.33A of the HKSE Listing Rules are satisfied.

It is expected that a circular of Sino Harbour containing the information required under the HKSE Listing Rules in relation to the Acquisition will be despatched to Sino Harbour's Shareholders as soon as possible, which is expected to be on or before 22 April 2013.

## **5. 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).

The Company will provide further updates on the Acquisition, when appropriate and available.

### **By Order of the Board**

**Wong Lam Ping**  
**Executive Chairman**

21 March 2013