

# 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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## PROPOSED PRIMARY LISTING OF PAN HONG PROPERTY GROUP LIMITED (THE "COMPANY") PROPERTY DEVELOPMENT BUSINESS IN JIANGXI PROVINCE (THE "JIANGXI PROPERTY BUSINESS") ON THE MAIN BOARD OF THE STOCK EXCHANGE OF HONG KONG LIMITED (THE "HKEX")

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Reference is made to the Company's announcements dated 25 October 2010, 6 January 2011, 25 January 2011, 27 May 2011 and 30 June 2011 (the "Announcements") and circular dated 21 December 2010 in relation to the Company's proposed primary listing of the Jiangxi Property Business on the Main Board of the HKEX (the "Proposed Listing"). *Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the Announcements.*

The Board of Directors of the Company is pleased to announce that the Listing Committee of the HKEX has on 6 July 2011 granted an approval-in-principle for the Proposed Listing.

The Board wishes to highlight that this is an approval-in-principle only. The formal and final approval before the trading in the HK Listco's shares commences on the HKEX will be granted, subject to the following conditions:

- (a) that the documentary requirements under Chapters 9 and 19 of the Rules Governing the Listing of Securities on the HKEX are followed; and
- (b) that the Listing Division of the HKEX is satisfied with the contents of the published version of the prospectus of the HK Listco.

In addition, the Proposed Listing is also subject to, among others, the following conditions:

- (a) the Listing Committee of the HKEX granting the final approval for the listing of, and permission to deal in, the shares of the HK Listco in issue and to be issued in connection with the Proposed Listing;
- (b) the final offer price is not agreed between the HK Listco and the joint lead managers of the Proposed Listing at or before 12:00 noon on 18 July 2011 (or such later time as agreed between them);
- (c) the entry into of the underwriting agreement in relation to the Proposed Listing (the "Underwriting Agreement");
- (d) the Underwriting Agreement becoming unconditional and not being terminated in accordance with its terms;
- (e) the terms of the Proposed Listing being agreed between HKEX and its advisers; and
- (f) the Proposed Listing not being terminated as a result of the terms or conditions of agreements which the Company or the HK Listco is a party.

**The Board wishes to highlight to Shareholders that as the Proposed Listing is still subject to the fulfilment of above conditions, the Proposed Listing may or may not occur.**

**There is no assurance that the final approval of the Listing Committee of the HKEX and relevant authorities for the Proposed Listing and the listing of, and permission to deal in, the shares of the HK Listco on the Main Board of the HKEX will be granted.**

**This announcement is for information purposes only, it is not a prospectus, and does not constitute an invitation or offer to acquire, purchase or subscribe for any equity shares or any other securities of the Company or the HK Listco nor does it intend to act as a recommendation of the sale of securities or any invitation for acquisition, purchase or subscription of securities.**

**Shareholders and other investors are reminded to exercise caution when dealing in the shares of the Company. In the event Shareholders and other investors are in doubt when dealing in the shares of the Company, they should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.**

The Company will announce any material updates when appropriate.

**By Order of the Board**

Wong Lam Ping  
Executive Chairman

7 July 2011