



**YANLORD LAND GROUP LIMITED**  
(Incorporated with limited liability in the Republic of Singapore)  
(Registration Number: 200601911K)

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**JOINT VENTURE WITH SHANGHAI YOUYOU (GROUP) CO., LTD. (上海由由(集团)股份有限公司) THROUGH THE ACQUISITION OF A 50% STAKE IN SHANGHAI RENPIN PROPERTY DEVELOPMENT CO., LTD (上海仁品房地产开发有限公司), (“JOINT VENTURE”)**

Yanlord Land Group Limited (“Company”, and together with its subsidiaries, “Group”) wishes to announce the Joint Venture, details of which are as follows:

Shanghai Renpin Property Development Co., Ltd. <sup>1</sup> (上海仁品房地产开发有限公司) (“SRP”) is a company established in the People’s Republic of China and wholly-owned by Shanghai Youyou (Group) Co., Ltd. (“SYY”) with a registered capital of RMB20 million. SRP is engaged in property development and management activities.

Pursuant to the Joint Venture, Shanghai Yanlord Investment Management Co., Ltd. <sup>2</sup> (上海仁恒投资管理有限公司) (“SYIM”), a wholly-owned subsidiary of the Group, entered into a share transfer agreement (“STA”) with SYY and SRP. Pursuant to the terms of the STA, SYY will transfer its shareholding interest of 50% in SRP to SYIM (“Proposed Acquisition”) for a cash consideration of approximately RMB1.655 billion (“Consideration”), which shall be fully paid in five installments by 31 July 2012. The Consideration was arrived on a willing buyer, willing seller basis and will be funded by internal resources.

Upon completion of the Proposed Acquisition, SYIM and SYY will each hold a stake of 50% in SRP. The Proposed Acquisition is in line with the Group’s growth and development strategies.

Based on the latest available management accounts of SRP as at 31 October 2011, the net tangible asset value (“NTA”) of the Proposed Acquisition is RMB1.655 billion. Based on the independent valuation reports issued by (i) Shanghai Li Gong Xin Real Estate Appraisal Co., Ltd. (上海立信信房地產估价有限公司); (ii) Shanghai Hu Gang Real Estate Appraiser Co., Ltd. (上海沪港房地產估价有限公司); and (iii) Shanghai Cairui Real Estate Appraisal Co., Ltd. (上海財瑞房地產估价有限公司) in November 2010, the average market value of the residential development site owned by SRP in Shanghai’s Century Park International Community District was approximately RMB3.29 billion.

**FINANCIAL EFFECTS**

Assuming that the Proposed Acquisition had been effected at the end of the financial year ended 31 December 2010 (“FY2010”), there is no material effect on the NTA per share and the earnings per share of the Company for FY2010.

## **RELATIVE FIGURES**

The relative figures for the Proposed Acquisition computed on the bases set out in Rule 1006 of the Listing Manual, are as follows (RMB\$'000):

(1) Net Profit Test (Rule 1006(b))

Net profits attributable to the Proposed Acquisition:	N/A
Net profits of the Group:	4,514,179
Size of the relative figure:	N/A

(2) Market Capitalisation Test (Rule 1006(c))

Aggregate value of the Consideration of the Proposed Acquisition:	1,655,127
Company's market capitalization:	10,209,855
Size of the relative figure:	16.2 %

For the purpose of this test, the market capitalization of the Company is determined on the basis of the volume weighted average price of the Company's shares traded on the last trading day preceding the date of the STA.

As this transaction involves an acquisition of assets by the Company and no securities are issued by the Company as consideration for the Proposed Acquisition, the net asset value test and the equity securities test under Rule 1006(a) and Rule 1006(d) are not applicable.

Ms Chan Yiu Ling is a director of the Company and SYIM. Save as disclosed herein, none of the directors nor controlling shareholders of the Company has any interest, direct or indirect, in the above transaction.

A copy of each of the STA and the valuation reports is available for inspection at the Company's registered office during normal hours on business days for three months after the date of this announcement.

The above financial figures are calculated based on an exchange rate of RMB1 = S\$0.1994.

Submitted by:

Zhong Sheng Jian  
Chairman and Chief Executive Officer  
4 November 2011

<sup>1</sup> An unofficial English translation name of 上海仁品房地产开发有限公司

<sup>2</sup> An unofficial English translation name of 上海仁恒投资管理有限公司