



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

ANNOUNCEMENT PURSUANT TO RULE 706A OF THE LISTING MANUAL

Yanlord Land Group Limited (the “**Company**” and together with its subsidiaries, the “**Group**”) wishes to announce the following transactions that occurred during the first half year financial period ended 30 June 2020 pursuant to Rule 706A of the Listing Manual of Singapore Exchange Securities Trading Limited (“**Listing Manual**”):

1. Incorporation of New Subsidiaries and Associated Companies¹

Company Name	Place of Incorporation	Effective Interest Held by the Company	Registered Capital	Principal Activity
Hangzhou Renhui Property Co., Ltd. ²	The People’s Republic of China (“ PRC ”)	100%	RMB10,000,000	Property development
Nanjing Zhoudao Technology Development Co., Ltd. ³	PRC	28.5%	RMB5,000,000	Software development
Yancheng Renlan Real Estate Co., Ltd. ⁴	PRC	100%	RMB355,000,000	Property development
Yanlord (Yancheng) Property Development Co., Ltd.	PRC	100%	RMB700,000,000	Property development
Suzhou Yanlord Commercial Management Co., Ltd. ⁵	PRC	100%	RMB10,000,000	Business management
Shandong Jigaohuiheng Industrial Park Development Co., Ltd. ⁶	PRC	25%	RMB30,000,000	Property development

¹ In this announcement, “subsidiary” and “associated company” has the meaning ascribed to it under the Companies Act, Chapter 50 of Singapore and the Listing Manual, respectively.

² An unofficial English translation name of 杭州仁惠房地产开发有限公司.

³ An unofficial English translation name of 南京洲岛科技发展有限公司.

⁴ An unofficial English translation name of 盐城仁澜置业有限公司.

⁵ An unofficial English translation name of 苏州仁恒商业管理有限公司.

⁶ An unofficial English translation name of 山东济高汇恒产业园开发有限公司.

Company Name	Place of Incorporation	Effective Interest Held by the Company	Registered Capital	Principal Activity
Hainan Yanlord Property Service Co., Ltd. ⁷	PRC	100%	RMB2,000,000	Property management
Taicang Renlixin Science and Technology Development Co., Ltd.	PRC	60%	RMB1,044,120,000	Property development
Taicang Yanlord Science and Technology Development Co., Ltd. ⁸	PRC	100%	USD50,000,000	Property development
Yanlord Isetan Commercial Co., Ltd. ⁹	PRC	51%	RMB400,000,000	Commercial complex management services

2. Acquisition and Change in Interest in Subsidiaries and Associated Companies

Hangzhou Renrui Property Development Co., Ltd.¹⁰ ("**Hangzhou Renrui**"), an indirect wholly-owned subsidiary, has acquired an interest of 33% in the capital of Qidong Bida Real Estate Development Co., Ltd.¹¹ ("**Qidong Bida**") which in turn owns 100% interest in the capital of Shanghai Chongwen Real Estate Co., Ltd.¹² ("**Shanghai Chongwen**"), from a vendor which is not a related party as defined in the relevant accounting standards and not an interested person as defined in the Listing Manual. Details of Qidong Bida and Shanghai Chongwen are set out below:

	Qidong Bida	Shanghai Chongwen
Registered capital	RMB10,000,000	RMB10,000,000
Principal activity	Property development	Property development
Place of incorporation	PRC	PRC

The net liability value of the interest acquired by the Company based on the management accounts of Qidong Bida as at 31 December 2019 was approximately RMB2,554. After taking into account the net liability value and on a willing-buyer, willing-seller basis, there was no consideration due for the acquisition pursuant to the terms of the share transfer agreement entered into between the relevant parties.

Subsequent to the acquisition, Shanghai Renan Property Development Co., Ltd.¹³, an indirect wholly-owned subsidiary, has disposed of an interest of 54.5% in the capital of Hangzhou Renrui to a company which is not a related party as defined in the relevant accounting standards and not an interested person as defined in the Listing Manual for a consideration of approximately RMB47,950, which has been paid in cash. The consideration was arrived at on a willing-buyer, willing-seller basis and after taking into account the net asset value of the interest disposed of by the Company based on the management accounts of Hangzhou Renrui dated 31 December 2019, which was approximately RMB47,950.

Following the disposal, the Company's effective interests in Hangzhou Renrui, Qidong Bida and Shanghai Chongwen have reduced from 100% to 45.5%, 33% to 15.015% and 33% to 15.015%, respectively, and accordingly, Hangzhou Renrui has ceased to be a subsidiary and become an

⁷ An unofficial English translation name of 海南仁恒物业服务服务有限公司.

⁸ An unofficial English translation name of 太仓仁恒科技发展有限公司.

⁹ An unofficial English translation name of 仁恒伊势丹商业有限公司.

¹⁰ An unofficial English translation name of 杭州仁睿房地产开发有限公司.

¹¹ An unofficial English translation name of 启东碧达置业发展有限公司.

¹² An unofficial English translation name of 上海崇文置业有限公司.

¹³ An unofficial English translation name of 上海仁安房地产开发有限公司.

associated company whereas Qidong Bida and Shanghai Chongwen have ceased to be associated companies of the Company.

3. Acquisition of Interest Resulting in a Company Becoming a Subsidiary

Shanghai Renlan Industrial Co., Ltd.¹⁴, an indirect wholly-owned subsidiary, has acquired an interest of 51% in the capital of Yancheng Real Estate Co., Ltd.¹⁵ (“**Yancheng Real Estate**”) a company incorporated in PRC which is principally engaged in the business of property development, from a vendor which is not a related party as defined in the relevant accounting standards and not an interested person as defined in the Listing Manual for a consideration of RMB977,461,400, of which RMB672,000,000 has been paid in cash and the remaining RMB305,461,400 is expected to be paid in cash in fourth quarter of 2020. The consideration was arrived at on a willing-buyer, willing-seller basis and after taking into account the independent valuation performed by an independent valuer.

The net asset value of the interest acquired by the Company based on the management accounts of Yancheng Real Estate as at 30 June 2020 was approximately RMB795 million.

Following the acquisition, Yancheng Real Estate has become a subsidiary of the Company.

4. Acquisition of Interest Resulting in Companies Becoming Associated Companies

- (i) Yanlord Land Pte. Ltd., a wholly-owned subsidiary, has acquired an interest of 30% in the capital of Rainbow Promise Development Limited (“**Rainbow Promise**”) which in turn owns 100% interest in the capital of Shanghai Xinfu Real Estate Co., Ltd.¹⁶ (“**Shanghai Xinfu**”) from a vendor which is not a related party as defined in the relevant accounting standards and not an interested person as defined in the Listing Manual for a consideration of approximately HKD475,805,047, which has been paid in cash. Details of Rainbow Promise and Shanghai Xinfu are set out below:

	<u>Rainbow Promise</u>	<u>Shanghai Xinfu</u>
Issued capital	HKD100	n/a
Registered capital	n/a	RMB1,334,000,000
Principal activity	Investment holding	Property development
Place of incorporation	Hong Kong	PRC

The consideration comprising an amount of approximately HKD11,377,996 for the acquisition of 30% interest in the capital of Rainbow Promise and an amount of HKD464,427,051 for the payment of 30% of the original shareholder loan granted by the intermediate holding company of vendor to Rainbow Promise, was arrived at on a willing-buyer, willing-seller basis and after taking into account the independent valuation performed by an independent valuer. The net asset value of the interest acquired by the Company based on the valuation report dated 30 April 2019 was RMB9,760,500.

Following the acquisition, Rainbow Promise and Shanghai Xinfu have become associated companies of the Company.

- (ii) Nanjing Renyuan Investment Co., Ltd.¹⁷ (“**Nanjing Renyuan**”), an indirect wholly-owned subsidiary, has acquired an interest of 50% in the capital of Nanjing Yiheng Property Co., Ltd.¹⁸ (“**Nanjing Yiheng**”), a company incorporated in PRC, from a vendor which is not a related party as defined in the relevant accounting standards and not an interested person as defined in the Listing Manual by way of an increase in the registered capital of Nanjing Yiheng for an amount of RMB20,000,000, which has been paid in cash. The principal activity of Nanjing Yiheng is in the business of property development. At the time of acquisition, the registered capital of Nanjing Yiheng was RMB40,000,000. The consideration was arrived at on a willing-buyer, willing-seller basis and after taking into account the intended shareholding structure whereby Nanjing Renyuan and the vendor shall each hold an equal interest of 50% in the registered capital of Nanjing Yiheng. The net asset value of the interest acquired by the

¹⁴ An unofficial English translation name of 上海仁澜实业有限公司.

¹⁵ An unofficial English translation name of 盐城房投置业有限公司.

¹⁶ An unofficial English translation name of 上海信富置业有限公司.

¹⁷ An unofficial English translation name of 南京仁远投资有限公司.

¹⁸ An unofficial English translation name of 南京颐恒房地产置业有限公司.

Company based on the management accounts of Nanjing Yiheng as at 30 June 2020 was approximately RMB20 million.

Following the acquisition, Nanjing Yiheng has become an associated company of the Company.

5. Acquisition of Additional Interest in Subsidiaries

- (i) Yanlord Investment (Singapore) Pte. Ltd., an indirect wholly-owned subsidiary, has acquired 31,590 ordinary stock units in the capital of WBL Corporation Limited (“**WBL**”), an indirect subsidiary, from a non-assenting shareholder of WBL, a person who is not a related party as defined in the relevant accounting standards and not an interested person as defined in the Listing Manual, who had exercised his right under Section 215(3) of the Companies Act, Chapter 50 of Singapore for a consideration of approximately SGD81,967, which has been paid in cash. The terms of the acquisition were same as those offered under the mandatory unconditional cash offer, among others, the consideration was same as the offer price of S\$2.5947 in cash for each WBL ordinary stock unit. The net asset value of the interest acquired by the Company based on the management accounts of WBL as at 31 March 2020 was approximately SGD93,430.

Following the acquisition, the Company’s effective interest in WBL has increased from 99.36% to 99.38%.

- (ii) Yanlord (China) Investment Group Co., Ltd. (“**Yanlord China**”), an indirect wholly-owned subsidiary, has acquired the remaining 40% interest in the capital of Tianjin Yanlord Beiyang Real Estate Co., Ltd.¹⁹ (“**Tianjin Yanlord Beiyang**”), from one of the other existing shareholders of Tianjin Yanlord Beiyang which is not a related party as defined in the relevant accounting standards and not an interested person as defined in the Listing Manual for a consideration of approximately RMB163 million, which will be paid in cash in accordance with the terms of the agreement entered into between the relevant parties. The consideration was arrived at on a willing-buyer, willing-seller basis and after taking into account the budgeted net asset value of the interest acquired by the Company based on the budget as at 31 December 2021. The net asset value of the interest acquired by the Company based on the management accounts of Tianjin Yanlord Beiyang as at 31 December 2019 was approximately RMB162 million.

Following the acquisition, the Company’s effective interest in Tianjin Yanlord Beiyang has increased from 60% to 100%, and accordingly, Tianjin Yanlord Beiyang has become an indirect wholly-owned subsidiary.

- (iii) Yanlord (Shenzhen) Investment Management Co., Ltd.²⁰, an indirect wholly-owned subsidiary, has acquired an additional 17.5% interest in the capital of Shenzhen Dongguan Shengtai Investment Co., Ltd.²¹ (“**Shenzhen Dongguan**”), an indirect subsidiary, by way of an increase in the registered capital of Shenzhen Dongguan for an amount of RMB200,000,000, which will be paid in cash in accordance with the terms of the agreement entered into between the relevant parties. The consideration was arrived at on a willing-buyer, willing-seller basis and after taking into account the registered capital of Shenzhen Dongguan. The net asset value of the interest acquired by the Company based on the management accounts of Shenzhen Dongguan as at 30 June 2020 was approximately RMB7 million.

Following the acquisition, the Company’s effective interest in Shenzhen Dongguan has increased from 65% to 82.5%.

6. Incorporation and Acquisition of Further Interest in Subsidiaries

- (i) Nanjing Renyuan has set up Nanjing Renan Property Development Co., Ltd.²² (“**Nanjing Renan**”) in PRC with an interest of 49%. The principal activity of Nanjing Renan is in the business of property development. At the time of establishment, the registered capital of Nanjing Renan was RMB8,000,000. Nanjing Renyuan has subsequently acquired an

¹⁹ An unofficial English translation name of 天津仁恒北洋置业有限公司.

²⁰ An unofficial English translation name of 仁恒(深圳)投资实业有限公司.

²¹ An unofficial English translation name of 深圳市东关盛泰投资有限公司.

²² An unofficial English translation name of 南京仁安房地产开发有限公司.

additional 2% interest in the capital of Nanjing Renan by way of an increase in the registered capital of Nanjing Renan for an amount of RMB1,180,000. The consideration of RMB5,100,000 for an aggregate 51% interest in the registered capital of Nanjing Renan has been paid in cash by Nanjing Renyuan. The consideration was arrived at on a willing-buyer, willing-seller basis and after taking into account the registered share capital of Nanjing Renan. The net asset value of the interest acquired by the Company based on the management accounts of Nanjing Renan as at 30 June 2020 was nil.

Following the acquisition, the Company's effective interest in Nanjing Renan has increased from 49% to 51%, and Nanjing Renan has become a subsidiary of the Company.

- (ii) Nanjing Renxing Enterprise Management Co., Ltd.²³ ("**Nanjing Renxing**"), an indirect wholly-owned subsidiary, has set up Nanjing Xinghuiheng Enterprise Management Co., Ltd.²⁴ ("**Nanjing Xinghuiheng**") in PRC with an interest of 49%. The principal activity of Nanjing Xinghuiheng is business consultancy. At the time of establishment, the registered capital of Nanjing Xinghuiheng was RMB5,000,000.

Nanjing Xinghuiheng has further set up a wholly-owned subsidiary in PRC namely, Nanjing Xingrenli Property Development Co., Ltd.²⁵ ("**Nanjing Xingrenli**"). The principal activity of Nanjing Xingrenli is in the business of property development. At the time of establishment, the registered capital of Nanjing Xingrenli was RMB20,000,000.

Nanjing Renxing subsequently acquired an additional 11% interest in the capital of Nanjing Xinghuiheng by way of an increase in the registered capital of Nanjing Xinghuiheng for an amount of RMB9,550,000, which will be paid in cash in accordance with the articles of Nanjing Xinghuiheng. The consideration was arrived at on a willing-buyer, willing-seller basis and after taking into account the registered capital of Nanjing Xinghuiheng. The net asset value of the interest acquired by the Company based on the management accounts of Nanjing Xinghuiheng as at 30 June 2020 was approximately RMB550,579.

Following the acquisition, the Company's effective interest in Nanjing Xinghuiheng and Nanjing Xingrenli have both increased from 49% to 60%, and accordingly, Nanjing Xinghuiheng and Nanjing Xingrenli have become subsidiaries of the Company.

7. Disposal of Interest in a Subsidiary

Yanlord China has disposed of an interest of 1% in the capital of Shanghai Renjie Hebin Garden Property Co., Ltd.²⁶ ("**Shanghai Renjie**") to the other existing shareholder of Shanghai Renjie which is not a related party as defined in the relevant accounting standards and not an interested person as defined in the Listing Manual for a consideration of approximately RMB1,043,617, which will be paid in cash at a later date to be mutually agreed by the parties. The consideration was arrived at on a willing-buyer, willing-seller basis and after taking into account the net asset value of the interest disposed of by the Company based on the management accounts of Shanghai Renjie dated 31 December 2019, which was approximately RMB1,043,617.

Following the disposal, the Company's effective interest in Shanghai Renjie has reduced from 51% to 50%, and Shanghai Renjie has ceased to be a subsidiary of the Company.

8. Striking off of a Dormant Wholly-Owned Subsidiary

McAlister Engineering Sdn. Bhd., a dormant wholly-owned subsidiary, has been struck off under Section 550 of the Malaysia Companies Act 2016.

All relevant transactions as set out in this announcement were funded by internal resources.

Each and all of the above transactions is not expected to have any material impact on the net tangible assets per share or earnings per share of the Group for the financial year ending 31 December 2020.

²³ An unofficial English translation name of 南京仁兴企业管理有限公司.

²⁴ An unofficial English translation name of 南京星绘恒企业管理有限公司.

²⁵ An unofficial English translation name of 南京星仁力房地产开发有限公司.

²⁶ An unofficial English translation name of 上海仁杰河滨园房地产有限公司.

None of the directors nor controlling shareholder of the Company has any interest, direct or indirect, in the above transactions save for their respective interests, through their shareholdings and/or directorships, as the case may be, in the Group.

This announcement excludes transactions set out below, which have been previously announced by the Company before the Rule 706A of the Listing Manual came into effect on 7 February 2020:

Date of Announcement	Description
6 January 2020	<ol style="list-style-type: none"> 1. Establishment of an 100% owned entity namely, Taicang Renzhuo Real Estate Co., Ltd.²⁷ 2. Establishment of a 55% owned entity namely, Shenzhen Guanhu Yanlord Investment and Development Co., Ltd.²⁸ 3. Establishment of an 100% owned entity namely, Nanjing Renxing Enterprise Management Co., Ltd.²⁰ 4. Dissolution of a dormant joint venture namely, Blossom HK (Residential) Limited
10 January 2020	<ol style="list-style-type: none"> 1. Acquisition of 49% interest in Shenzhen Shengzhong Real Estate Co., Ltd.²⁹ 2. Acquisition of 40% interest in Shenzhen Minji Real Estate Development Co., Ltd.³⁰ 3. Disposal of 5% interest in Hainan Yanlord Beautycrown Cultural Tourism Development Co., Ltd.³¹, resulting in a reduction in the Company's effective interest from 60% to 55%.
5 February 2020	<ol style="list-style-type: none"> 1. Establishment of a 60% owned entity namely, Dongguan Herong Boyuan Property Development Co., Ltd.³² 2. Establishment of a 30% owned entity namely, Dongguan Xincheng Heying Management Consultancy Co., Ltd.³³ 3. Establishment of an 100% owned entity namely, Haikou Yanlord Property Co., Ltd.³⁴ 4. Dissolution of a dormant joint venture namely, Blossom HK (Commercial) Limited

Yanlord Land Group Limited
 Zhong Sheng Jian
 Chairman and Chief Executive Officer

12 August 2020

²⁷ An unofficial English translation name of 太仓市仁琢置业有限公司.

²⁸ An unofficial English translation name of 深圳市观湖仁恒投资发展有限公司.

²⁶ An unofficial English translation name of 深圳市盛中置业有限公司

³⁰ An unofficial English translation name of 深圳市民基置业发展有限公司.

³¹ An unofficial English translation name of 海南仁恒美丽之冠文化旅游发展有限公司.

³² An unofficial English translation name of 东莞市和融博源房地产开发有限公司.

³³ An unofficial English translation name of 东莞市信诚合盈管理咨询有限公司.

³⁴ An unofficial English translation name of 海口仁恒房地产有限公司.