



SINGHAIYI

GROUP

SINGHAIYI GROUP LTD.

(Company Registration No. 198803164K)

(Incorporated in the Republic of Singapore)

DISPOSAL OF SHARES IN THE COMPANY'S WHOLLY-OWNED SUBSIDIARIES

1. Introduction

In line with the corporate strategy to focus on core business in Singapore and United States of America, the Board of Directors (the “**Board**”) of SingHaiyi Group Ltd. (the “**Company**”) and together with its subsidiaries, the “**Group**”) is pleased to announce that the Company has entered into sale and purchase agreements to dispose the residential properties units in Hong Kong which are held by its wholly owned subsidiaries, Sansui Resorts Limited (“**Sansui**”) and SingXpress Properties Limited (“**SingXpress**”).

Disposal of Shares in Sansui Resorts Limited

The Company has entered into a sale and purchase agreement with Top National Investment Limited (“**TNIL**”), a company incorporated in the British Virgin Islands, to dispose of 1 ordinary share (the “**Disposal 1**”) in the capital of Sansui (representing 100% of the issued and paid up capital of Sansui), a wholly-owned subsidiary incorporated in Hong Kong, to TNIL for a total cash consideration of HK\$23,503,218. TNIL is an unrelated and independent third party.

Disposal of Shares in SingXpress Properties Limited

The Company, through its wholly-owned subsidiary, SingXpress Travel Holdings Pte Ltd, has entered into a sale and purchase agreement with Top National Holdings Limited (“**TNHL**”), a company incorporated in the British Virgin Islands, to dispose of 1,250,000 ordinary shares (the “**Disposal 2**”) in the capital of SingXpress (representing 100% of the issued and paid up capital of SingXpress), a wholly-owned subsidiary incorporated in Hong Kong, to TNHL for a total cash consideration of HK\$7,610,920. TNHL is an unrelated and independent third party.

2. Purchase Consideration

The aggregate purchase consideration for Disposal 1 and Disposal 2 (collectively the “**Disposals**”) (the “**Aggregate Purchase Consideration**”) is HK\$31,114,138 or S\$5,229,267 (at an exchange rate of S\$1:HK\$5.95).

The Aggregate Purchase Consideration was arrived at based on the unaudited net assets value of each of the above-mentioned wholly-owned subsidiaries as at 30 September 2014 adjusted for the valuation of the properties as at 31 March 2014, intercompany balances exclude cash, which are HK\$25,513,422 and HK\$8,216,347 for Sansui and SingXpress respectively. The aggregate adjusted unaudited net asset value of the Disposals is HK\$33,729,769 (approximately S\$5,668,869 based on an exchange rate of S\$1:HK\$5.95).

Upon the completion of the above-mentioned Disposals, Sansui and SingXpress will cease to be subsidiaries of the Company. The Disposals are in the ordinary course of business of the Company.

The proceeds from the Disposals will be used for the Group's working capital purposes.



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The above-mentioned Disposals are not expected to have any material effect on the consolidated net tangible assets per share or the consolidated earnings per share of the Company for the financial year ending 31 March 2015.

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect in the above-mentioned Disposals.

BY ORDER OF THE BOARD

Chen Huaidan @ Celine Tang
Group Managing Director

1 December 2014

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, SAC Capital Private Limited, for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "Exchange"). The Company's Sponsor has not independently verified the contents of this announcement.

This announcement has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this announcement, including the correctness of any of the statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Mr. Ong Hwee Li (Telephone: 65-6532 3829) at 1 Robinson Road, #21-02 AIA Tower, Singapore 048542.