



LASSETERS INTERNATIONAL HOLDINGS LIMITED

Company No. 200402223M

PROPOSED DISPOSAL OF THE WILLOW VALE MOUNTAIN RESORT, QUEENSLAND (the “Proposed Disposal”)

1.0 Introduction

The Board of Directors of Lasseters International Holdings Limited (the “Company” or the “Group”) wishes to announce that a 99.9%-owned subsidiary of the Group, The Golden Door Pty Ltd (“TGD”), has entered into a conditional sale agreement relating to the Willow Vale Health Retreat (“the Agreement”) with Six Senses Mountain Resort Pty Ltd (“the Purchaser”) on 9 October 2014 for the disposal of the freehold land and building of TGD located at Lot 21 – 24 & 37, 400 Ruffles Road, Willow Vale QLD 4209, Australia (the “Property”) (the “Proposed Disposal”).

TGD’s principal business activity is the provision of health retreat services.

The Properties are located in Queensland and is approximately 50 km south of Brisbane and 20 km northwest of Gold Coast. It occupies a land area of approximately 23,367 square metres.

2.0 Consideration

The purchase consideration for the Proposed Disposal will be the cash sum of AUD1.6 million (“the Consideration”).

The Consideration was arrived at after arms’ length negotiation on a willing-buyer willing-seller basis, after taking into consideration the historical and / or forecasted earnings and the value of the assets.

A deposit of AUD0.16 million is payable at the date of the Agreement by the Purchaser; and the balance of the final consideration shall be paid on completion. Target completion date is sixty (60) days from date of Agreement or on or before 9 December 2014.

3.0 Conditions Precedent

Completion of the Proposed Disposal is conditional upon, among others, the following salient terms:

- i) the Purchaser to obtain the Foreign Investment Review Board (FIRB) approval;
- ii) TGD secured the consent from its financier to discharge the Properties; and

- iii) the Board of Directors of the Company, i.e. Lasseters International Holdings Limited, passing a resolution to approve and authorise the transactions contemplated by this Agreement.

4.0 Relative figures of the Proposed Disposal under Chapter 10 of the Listing Manual

The relative figures for the Proposed Disposal computed on the bases set out in Rule 1006 of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) Listing Manual Section B: Rules of Catalyst (“**Catalist Rules**”) are as follows:-

Rule 1006	Bases	Proposed Disposal A\$'000	Group A\$'000	Relative figures
(a)	Net asset value ⁽¹⁾ of the Disposed Assets compared with the Group's net asset value	793	43,406	1.83%
(b)	Pre-tax profits ⁽²⁾ attributable to the assets disposed compared with the Group's net profit	(1,789)	(6,865)	26.06%
(c)	Consideration received for the disposal compared with the Group's market capitalisation ⁽³⁾	1,600	24,440	6.55%
(d)	Number of equity securities issued as consideration	Not applicable	Not applicable	Not applicable

Notes:

- (1) Net asset value means total assets less total liabilities determined by reference to the latest announced consolidated financial statements of the Group for the financial period ended 30 June 2014.
- (2) Pre-tax profits means the profits before income tax, minority interests and extraordinary items determined by reference to the latest announced consolidated financial of the Group for the financial period ended 30 June 2014.
- (3) The Company's market capitalisation is based on the Company's issued share capital less treasury shares of 249,469,521 shares and a volume weighted average share price of S\$0.11 as at 9 October 2014, being the last traded market day immediately prior to the date of the Agreement, and converted at an exchange rate of A\$1 : S\$1.1228.

Based on the relative figures computed above, the Proposed Disposal is classified as a disclosable transaction in accordance with Rule 1010 of the Catalyst Rules, therefore shareholders' approval is not required for the Proposed Disposal.

5.0 Gain on Disposal

Based on the latest announced results for the period ended 30 June 2014, the book value and the net asset value of the Properties at cost was AUD2.87 million.

Assuming the Proposed Disposal was completed by 9 December 2014, the net loss on disposal from the Proposed Disposal is approximately AUD1.3 million before any disposal expenses.

6.0 Financial Effects of the Proposed Disposal

For illustrative purposes only and based on the latest announced results for the year ended 30 June 2014 (“**FYE2014**”), the Group’s proforma loss per share will increase by 50% to 1.57 AUD cents and net tangible asset (NTA) per share will decrease by 3% to 16.25 AUD cents after the Proposed Disposal.

The Group’s proforma loss per share is calculated based on the assumption that the Proposed Disposal had been effected at the beginning of FYE2014, whilst the NTA is calculated on the assumption that the Proposed Disposal had been effected at the end of FYE2014.

7.0 Rationale and Benefits for the Proposed Disposal

The Board of Directors is of the view that the Proposed Disposal is in the best interests of the Group as it cease any further operational losses to the Group and allows the Group to reallocate its resources to focus on its core-business and to identify or explore any new business to enhance shareholders’ value going forward.

8.0 Intended Use of Proceeds

The Company intends to use the proceeds from the Proposed Disposal for repayment of the Group’s bank borrowings and for working capital of the Group.

9.0 Directors and Controlling Shareholders’ Interests

None of the Directors or the controlling shareholders of the Company has any interest, direct or indirect, in the Proposed Disposal.

10.0 Documents available for inspection

A copy of the Agreement relating to the Proposed Disposal is available for inspection by shareholders during normal business hours at the registered office of the Company at SGX Centre 2, #17-01, 4 Shenton Way, Singapore 068807 for a period of 3 months from the date of this announcement.

BY ORDER OF THE BOARD

DATO’ JAYA J B TAN
Executive Chairman

10 October 2014

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte Ltd, for compliance with the relevant rules of 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.

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