

# EMERGING TOWNS & CITIES SINGAPORE LTD.

(Incorporated in the Republic of Singapore)  
(Company Registration No. 198003839Z)

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## TERMINATION OF PROPOSED ACQUISITION OF 61% EQUITY INTEREST OF RED ROOF INVESTMENT DEVELOPMENT CO., LTD.

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The Board of Directors (the “**Board**”) of Emerging Towns & Cities Singapore Ltd. (the “**Company**” and together with its subsidiaries the “**Group**”) refers to the following announcements:

- (a) the Company’s announcement dated 14 November 2017 in relation to the sale and purchase agreement (the “**SPA**”) entered into on the same date by the Company’s wholly-owned subsidiary, Futura Asset Holdings Pte. Ltd. (“**Futura**”), and Thu Kha Yadanar Co., Ltd. (“**Thu Kha**”) pursuant to which Thu Kha has agreed to procure the sale and transfer of and Futura has agreed to acquire 152,500 issued and paid-up shares (representing 61% of the equity interest) of Red Roof Investment Development Co., Ltd. held by a third party (the “**Proposed Acquisition**”); and
- (b) the Company’s announcement dated 18 January 2018 in relation to the settlement deed (the “**Settlement Deed**”) entered into on the same date by the Company and Cedar Properties Pte. Ltd. with Mr Luo Shandong (“**Mr Luo**”) in relation to, *inter alia*, legal action in respect of unauthorised withdrawals from Huizhou Daya Bay Mei Tai Cheng Property Development Co., Limited,

(collectively, the “**Previous Announcements**”).

*Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as in the Previous Announcements.*

### 1. TERMINATION OF THE SPA

1.1. Pursuant to the terms of the Settlement Deed, *inter alia*, the Company has agreed not to undertake any new acquisitions, except with the approval of Mr Zhu Xiaolin, until:

- (i) Mr Luo completes the transfer of 149,410,864 of his shares in the Company to Mr Zhu Xiaolin; and
- (ii) 3 months have passed since the completion of the sale of the Sale Share or 50% of the Existing Directors have resigned, whichever comes earlier.

1.2. The Board wishes to announce that in view of the terms of the Settlement Deed set out in Section 1.1 above, Futura and Thu Kha (collectively, the “**Parties**”) have decided to mutually terminate the Proposed Acquisition. Accordingly, the Parties have agreed to terminate the SPA by entering into a deed of termination dated 2 February 2018, pursuant to which the Parties’ respective obligations, duties, and liabilities under the SPA shall be terminated and no Party shall have any claim or recourse of any nature whatsoever against another Party arising out of or in connection with the SPA.

### 2. FINANCIAL IMPACT

The termination of the SPA will not have any material adverse impact on the consolidated net tangible assets per share and earnings per share of the Company and the Group for the financial year ending 31 December 2018.

### 3. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

None of the Company’s directors or controlling shareholders or their associates has any

interest, direct or indirect, in the termination of the Proposed Acquisition, other than through their respective shareholdings in the Company.

#### **4. CAUTION IN TRADING**

Shareholders and investors are advised to exercise caution when dealing in the shares of the Company.

Shareholders are advised to read this Announcement and any further announcements by the Company carefully. Shareholders should consult their stockbrokers, solicitors or other professional advisors if they have any doubts about the action they should take.

#### **By Order of the Board**

Mr Tan Thiam Hee  
Group Chief Executive Officer and Executive Director

2 February 2018

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, RHT Capital Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). The Sponsor has not independently verified the contents of this announcement.*

*This announcement has not been examined or approved by the SGX-ST and the SGX-ST 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 details of the contact person for the Sponsor is:*

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