

SINGHAIYI GROUP LTD.

(Company Registration No. 198803164K)

(Incorporated in the Republic of Singapore)

ESTABLISHMENT OF S\$500,000,000 MULTICURRENCY DEBT ISSUANCE PROGRAMME (THE “PROGRAMME”)

SingHaiyi Group Ltd. (the “**Company**”) wishes to announce that it has on 9 June 2014 established a S\$500,000,000 Multicurrency Debt Issuance Programme (the “**Programme**”) and that in connection therewith, the Company has appointed DBS Bank Ltd and United Overseas Bank Limited to act as arrangers and dealers for the Programme.

Under the Programme, the Company may, subject to compliance with all relevant laws, regulations and directives, from time to time issue in series or tranches notes (“**Notes**”) and senior or subordinated perpetual securities (“**Perpetual Securities**”, and together with the Notes, the “**Securities**”) denominated in any currency as may be agreed between the relevant dealer of the particular series or tranche of Securities. Notes may be issued by the Company in various amounts and tenors, and may bear fixed, floating, variable or hybrid rates of interest or may not bear interest, as agreed between the Company and the relevant dealer(s). Perpetual Securities have no fixed maturities, may be issued by the Company in various amounts, may bear fixed or floating rates of distribution, and if so provided in the applicable pricing supplement, may have distributions deferred at the option of the Company.

Save for subordinated obligations and priorities created by law, Perpetual Securities which are specified in the applicable pricing supplement as being senior and Notes and coupons of all series will constitute direct, unconditional, unsubordinated and unsecured obligations of the Company and shall at all times rank *pari passu*, without any preference or priority among themselves, and *pari passu* with all other present and future unsecured obligations of the Company.

Perpetual Securities which are specified as subordinated in the applicable pricing supplement shall constitute direct, unconditional, subordinated and unsecured obligations of the Company and shall at all times rank *pari passu*, without any preference or priority among themselves and *pari passu* with any Parity Obligations (as defined in the terms and conditions of the Perpetual Securities (“**Perpetuals Conditions**”)) of the Company.

The Securities will be offered by the Company pursuant to exemptions invoked under Sections 274 and/or 275 of the Securities and Futures Act, Chapter 289 of Singapore.

The net proceeds arising from the issue of Securities under the Programme will be used for general corporate purposes, including refinancing of borrowings and financing property developments, investments, acquisitions and general working capital of the Company and its subsidiaries.

Pursuant to Condition 6(e)(ii) of the terms and conditions of the Notes (“**Notes Conditions**”), upon the occurrence of a Change of Shareholding Event, the Company shall, at the option of the holder of any Note, redeem such Note (subject to the Notes Conditions).

Pursuant to Condition 5(f) of the Perpetuals Conditions, and if so provided in the applicable pricing supplement, upon the occurrence of a Change of Shareholding Event, the Company may at its option redeem in whole, but not in part, the Perpetual Securities (subject to the Perpetuals Conditions).

For the purposes of the two paragraphs above, a “**Change of Shareholding Event**” occurs when Tang Yigang @ Gordon Tang and Chen Huaidan @ Celine Tang and their respective Immediate Family Members (as defined in the Trust Deed) cease to own in aggregate (whether directly or indirectly) more than 40 per cent. of the issued share capital of the Company.

Further terms and conditions of the Securities are also set out in the information memorandum relating to the Programme, as may be modified by the applicable pricing supplement upon the issue of the Securities.

Approval in-principle has been received from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the establishment of the Programme. An application will be made to the SGX-ST for permission to deal in, and for a quotation of, any Securities to be issued pursuant to the Programme and which are agreed at the time of issue thereof to be so listed on the SGX-ST. Such permission will be granted when such Securities have been admitted to the Official List of the SGX-ST. Admission to the Official List of the SGX-ST and quotation of any Securities to be issued pursuant to the Programme on the SGX-ST are not to be taken as an indication of the merits of the Company, its subsidiaries, the Programme or such Securities.

BY ORDER OF THE BOARD

Chen Huaidan (Serena)
Group Managing Director
10 June 2014

*This announcement has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, SAC Capital Private Limited (the “**Sponsor**”), for compliance with the relevant rules of SGX-ST. The Company’s Sponsor has not independently verified the contents of the announcement.*

This announcement has not been examined or approved by SGX-ST and 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.

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