

bridge to the
golden land



20 February 2012

- ❖ **Proposed Restructuring of the Company's interest in the Grand Central Project in Dalian**
 - Resolution 1:
The entry into and performance of the GCREF SPA and GCREF Guarantee
 - Resolution 2 :
The entry into and performance of JPA SPA, Settlement Agreement and JPA Guarantee

- ❖ **Briefing to Shareholders**
 - 3QFY2012 Financial Highlights
 - Proposed Acquisition in relation to Star City
 - Proposed Rights Issue

- ❖ **Questions and Answers**



Proposed Restructuring of Grand Central Project



Grand Central at night

Grand Central, Dalian, China



- ❖ Comprises an office building, a serviced apartment building run by Sharma Group, and a shopping mall in Dalian DDA
- ❖ Restructuring stake from 27% non-controlling interest in entire project to 100% ownership of the shopping mall – subject to shareholders' approval
- ❖ After restructuring, YSH will own 30,089 sq m of shop rental space in the shopping mall





- ❖ **Grand Central Project – JV between YSH, GCREF, Pridetop and DRL**
- ❖ **Current shareholders of WSI mutually decided to terminate JV arrangement**
- ❖ **Need for autonomy in business directions and to move things forward**
- ❖ **YSH to own 100% of retail component – allows YSH the flexibility to exit from its investment as opposed to a non-controlling stake of 27%**

❖ Clean and clear control

- YSH has no right of control under current structure due to minority interest
- Total control of WOFE 3 allows YSH to determine future development at its sole discretion
- Take into account all revenue obtained from WOFE 3

❖ Increase in net asset value

- Record increase in net assets of RMB32 million in net assets
- Release of Wyndale Shareholder Loan of RMB16 million under JPA terms

	RMB'mil
Net asset value of Mall per the Valuation Report	191
Release of RMB16 mil of Wyndale Shareholder's Loan	16
Less: Book value of 27% interest in WSI as at 30 Sep 2011	(174)
Less: Accrued interest from 18 Nov 2011 – 31 Jan 2012	(1)
Gain in Proposed Restructuring	32



❖ Revenue attributable to the Mall

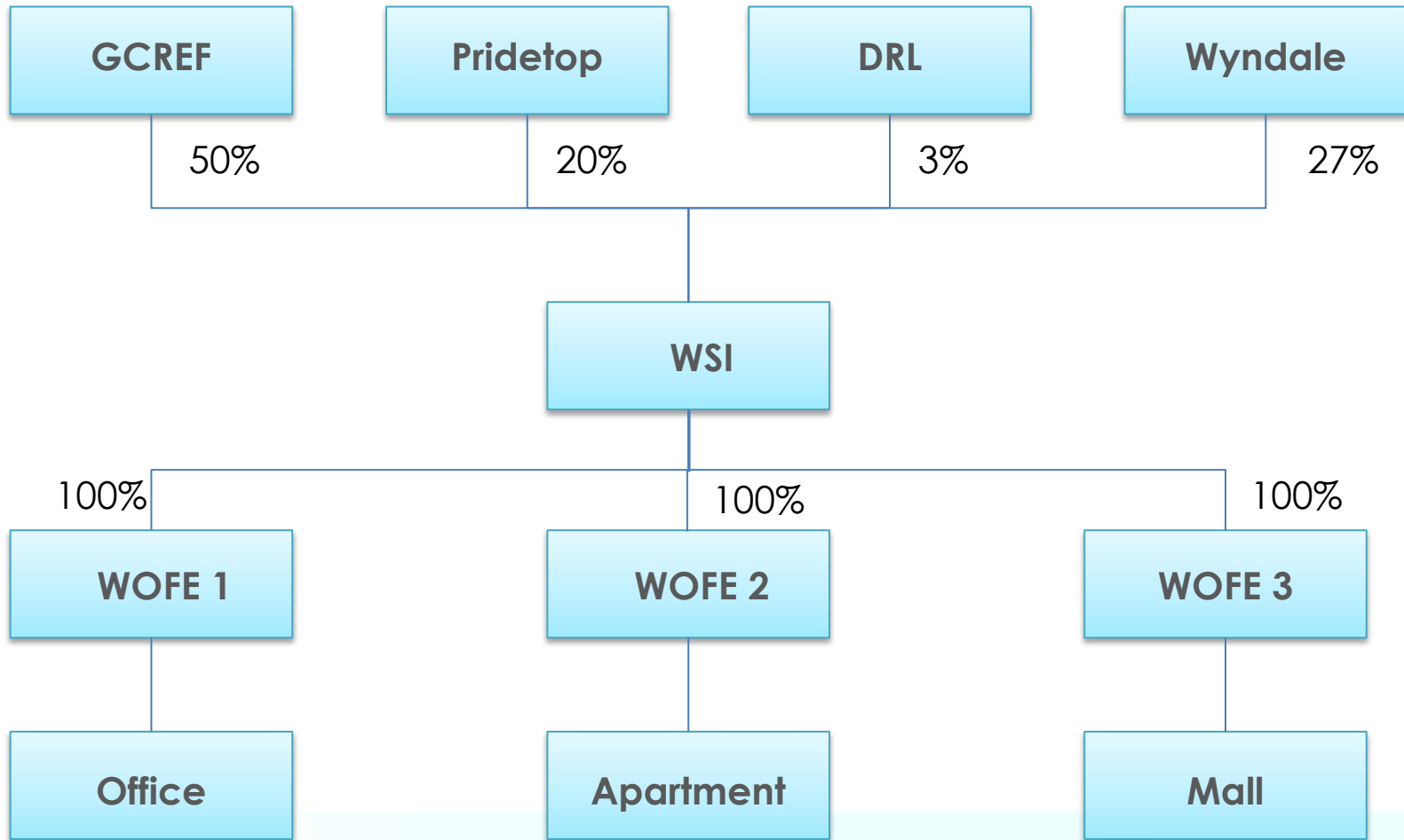
- Apr 2011 – Sep 2011 recorded revenue of RMB2.537 million while loss attributable was RMB 4.155 million in the same period
- Save for 15 outer shops, remaining space currently not leased
- May continue to incur losses in the near future

❖ Expediency and cost effectiveness

- Transfer of 2.4% WSI interest to JPA for discharge of RMB16 million of Wyndale Shareholder's Loan
- No need for YSH to seek additional refinancing in relation to the loan



Before Proposed Restructuring



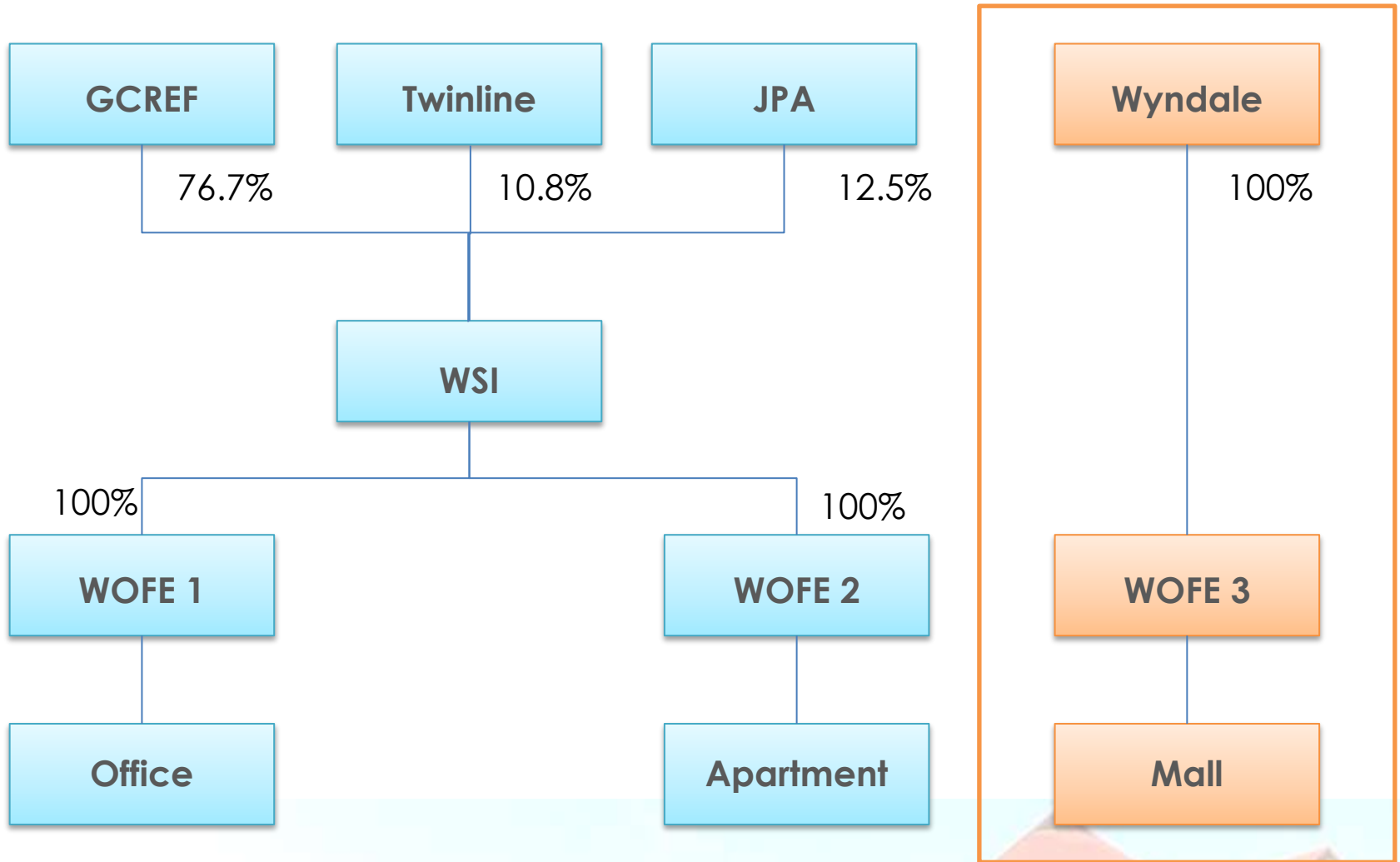
Summary of Proposed Restructuring

- ❖ **Wyndale to transfer to JPA its 2.4% stake in WSI and pay RMB6m in cash, in satisfaction of:**
 - outstanding Wyndale's shareholder loan of RMB 22m to GCL (GCL has assigned all rights to the loan to JPA as they have common shareholders)

- ❖ **Wyndale to transfer to GCREF, its 24.6% stake in WSI, in consideration for:**
 - a 100% stake in WOFE 3 which owns Grand Central mall; and
 - inclusive of WOFE 3's outstanding US\$ 23m loan with interest of 4.25% plus LIBOR. Loan and back-end fee amounting to HK\$12m due on 30 Sep 2014.



After Proposed Restructuring



3QFY2012 Financial Highlights

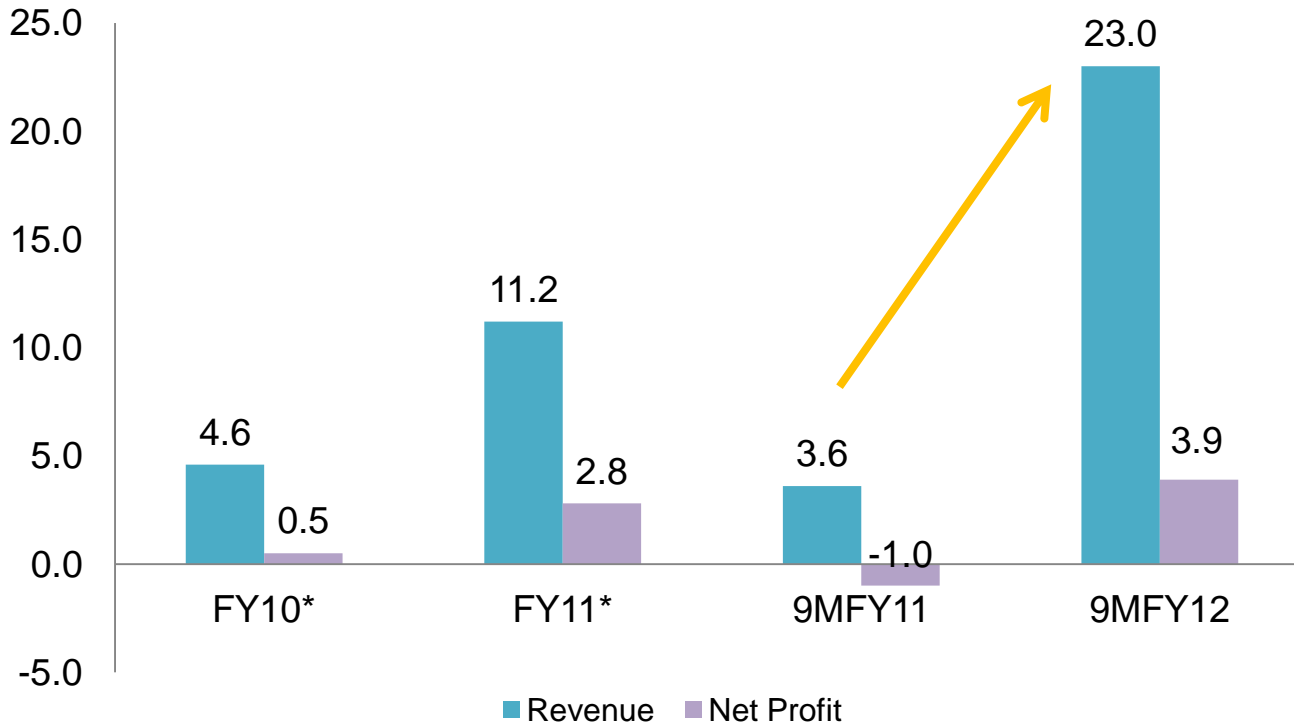


- ❖ Revenue increased **495.3%** to S\$9.8m in 3QFY2012 from S\$1.7m in 3QFY2011
- ❖ Net profit rose to **S\$1.4 million** compared to a net loss of S\$0.5m in 3QFY2011
- ❖ Increased sales of housing and LDRs contributed **S\$9.1m** in revenue (S\$7.7m from LDRs and S\$1.4m from housing)
- ❖ 9MFY2012 net profit **S\$3.9m** > FY2011 net profit of S\$2.8m



Financial Performance

S\$ 'million



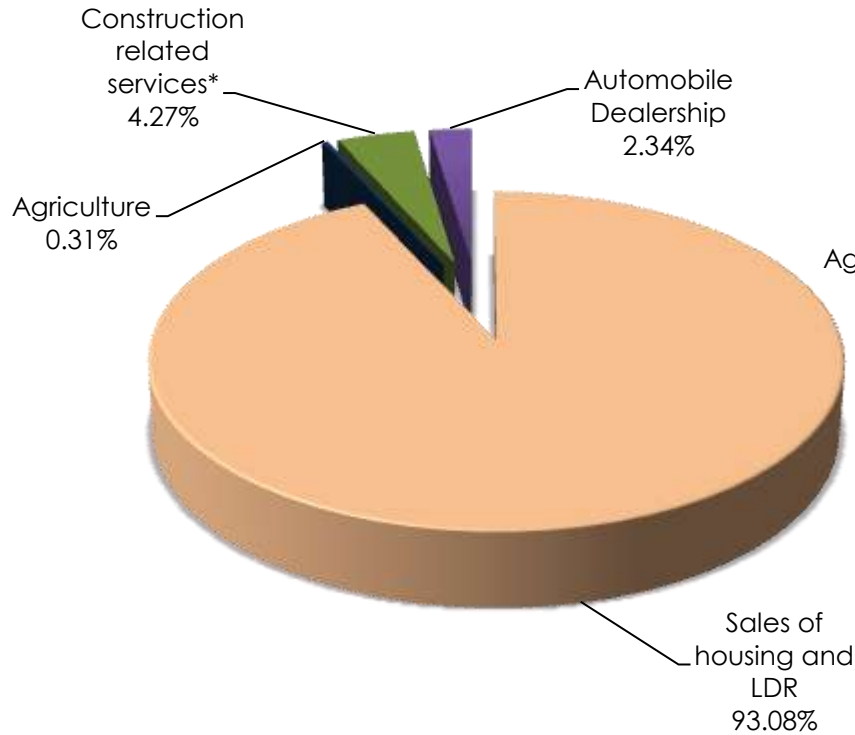
✓ 9MFY2012 revenue increased **542.5%** to **S\$23m**

✓ Recovered from 9MFY2011 net loss of S\$1m to **net profit of S\$3.9m** in 9MFY2012

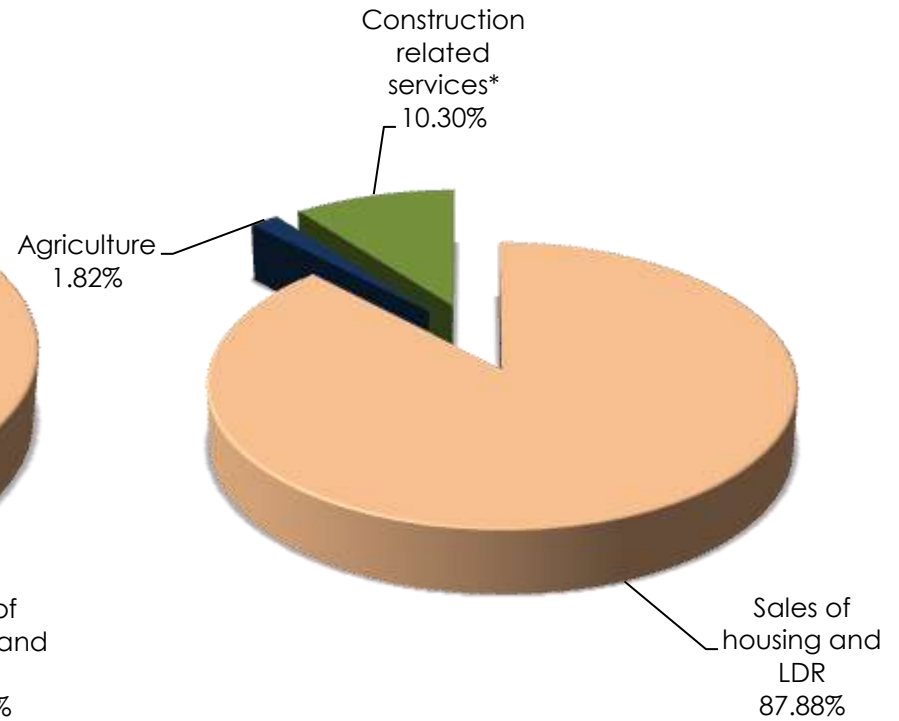
•Excludes results of the operations of Myanmar V-Pile Co Ltd and its subsidiaries and First Myanmar Construction Co Ltd which were disposed on 3 Dec 2010.

Segmental Breakdown

3QFY2012



3QFY2011



*Construction related services refers to the Design and Project Management business of Yoma Strategic Holdings



Proposed Acquisition of Star City





Artist impressions of Star City

- ❖ Located in Thanlyin Township, approx 6 miles south-east of downtown Yangon
- ❖ Approx, 135 acres of development area to comprise > 9,000 units of apartments and houses, shopping and commercial areas, targeted at middle-class population
- ❖ Properties along perimeter have view of Pun Hlaing Links golf course and features a professional estate management system, 24-hour security, water supply, cleaning services, and a substation providing 24-hour electricity to all common areas
- ❖ Envisaged to have bus, taxi, and ferry line services to downtown Yangon

Proposed Acquisition of Star City

- ❖ Proposed acquisition of 70% of economic interests of remaining LDRs at acquisition price of S\$91 million
- ❖ Via conditional deed of assignment (DOA) and joint development deed (JDD) with subsidiaries of SPA Group
 - Yoma Strategic to design, construct, manage and operate Star City
 - YLC to obtain such other necessary governmental permits, licenses and approvals
- ❖ Valued at approximately S\$132.1 million (average between independent valuers Jones Lang LaSalle and Robert Khan & Co Pte Ltd)
- ❖ Pending shareholders' approval



The above are all artist impressions of different aspects of Star City

Rationale for Proposed Acquisition



- ❖ Provides a development pipeline for next 6 – 8 years
- ❖ Opportune timing in view of recent political, social and economic reforms in Myanmar
- ❖ Located close to the area expected to be the designated Thilawa Special Economic Zone which should accelerate social and economic development in the Thanlyin Township area

Around Thanlyin township :

- Thilawa Port
- Three local universities
- Kyaik Kauk Pagoda
- Thanlyin Bridge (20 mins drive to downtown Yangon)
- Connections to the country's major highways



Proposed Rights Issue

- ❖ **Non-underwritten 4 for 5 rights issue of up to 422,117,874 Rights Shares**
- ❖ **Rights price set at S\$0.24 cents per share representing a 39.2% discount to the closing price on 10 Feb 2012, the last day the shares traded before the announcement of the rights issue**
- ❖ **Serge Pun to subscribe and pay for his direct and indirect pro rata entitlements to 211,148,414 Rights Shares and will subscribe for up to an additional 168,018,254 Rights Shares to the extent not taken up**
- ❖ **Raising approx. S\$100m after expenses**
 - S\$91m for Proposed Acquisition
 - S\$5m for loan to TED under terms of DOA
 - Balance for working capital
- ❖ **Pending shareholders' approval**

Questions and Answers

