英利国际置业
YING LI INTERNATIONAL
REAL ESTATE

YING LI INTERNATIONAL REAL ESTATE LIMITED
(Company Registration No. 199106356W)

ENTRY INTO LOAN AGREEMENT AND DISCLOSURE PURSUANT TO RULE 704(31) AND RULE 728 OF THE LISTING MANUAL

The Board of Directors (the "**Board**") of Ying Li International Real Estate Limited (the "**Company**") wishes to announce that the Company has entered into a new loan agreement with Standard Chartered Bank and Oversea-Chinese Banking Corporation Limited (together, the "**Lenders**") on 22 Oct 2012 (the "**Loan Agreement**"). Pursuant to the terms and subject to the satisfaction of the conditions precedent of the Loan Agreement, the Company is granted a loan facility of S$100 million for the purpose of refinancing certain debts of the Company and its subsidiaries.

Pursuant to Rule 704(31) of the Listing Manual of the Singapore Exchange Securities Trading Limited ("**SGX-ST**"), the Company wishes to announce that the aforesaid Loan Agreement contains the following clauses which make references to the shareholding interests of the controlling shareholder of the Company, Mr Fang Ming, and which place restrictions on a change of control of the Company (collectively, the "**Conditions**"):

(a) Fang Ming shall at all times:

(i) (in the event that no new shares are issued by the Company after the date of the Loan Agreement) hold (directly or indirectly, legally and beneficially) not less than 30 per cent. shareholding interest in the issued share capital of the Company; or

(ii) (in the event that new shares are issued by the Company after the date of the Loan Agreement), hold (directly or indirectly, legally and beneficially) not less than 25 per cent. shareholding interest in the issued share capital of the Company;

(b) The Company and Luckzone International Limited (the "**Guarantor**") shall ensure that at all times, Fang Ming has and maintains the power to direct the management of the Company, whether through the ownership of voting capital, by contract or otherwise; and

(c) The Company and the Guarantor shall not, and shall ensure that neither the Company nor its subsidiaries (collectively, the "**Group**") shall, enter into any amalgamation, demerger, merger, corporate reconstruction or reduction of capital without the prior consent of the Lenders.

Any breach of these Conditions will cause a default in respect of the Loan Agreement and affect the operations of the Company. As at the date of this announcement, the aggregate level of the facility that may be affected by a breach of the Conditions will be the outstanding aggregate loan amount of S$100 million.

In compliance with Rule 728 of the Listing Manual of the SGX-ST, the Company has procured an undertaking from its controlling shareholder, Mr Fang Ming, for him to notify the Company, as soon as he

becomes aware, of any share pledging arrangements relating to the shares in the Company and of any event which may result in a breach of the Conditions.

Ying Li International Real Estate Limited

Fang Ming
Chairman and CEO
23 Oct 2012