

THE PLACE HOLDINGS LIMITED
(Formerly known as Eucon Holding Limited)
(Company Registration No.: 200107762R)
(Incorporated in the Republic of Singapore)

**BRIEF INFORMATION ON THE PROPOSED SUBSCRIPTION OF EQUITY INTEREST IN
TIANJIE YUNTAI WANRUN (XIUWU) PROPERTY DEVELOPMENT CO., LTD. AND
THE MOUNT YUNTAI TOURIST TOWNSHIP PROJECT**



INTRODUCTION

The Place Holdings Limited's ("**The Place**" and together with its subsidiaries, the "**Group**") wholly-owned subsidiary, The Place Yuntai Investment Pte. Ltd. ("**The Place Yuntai**"), has on 8 November 2017 entered into a subscription agreement ("**Subscription Agreement**") with Jingneng Tianjie Yuntaishan Investment Co., Ltd. ("**JTYI**") to subscribe for equity interest amounting to 80% of the enlarged registered capital of Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd. ("**Target Company**") for a subscription amount of US\$20,530,000 (the "**Proposed Subscription**").

BACKGROUND

Target Company

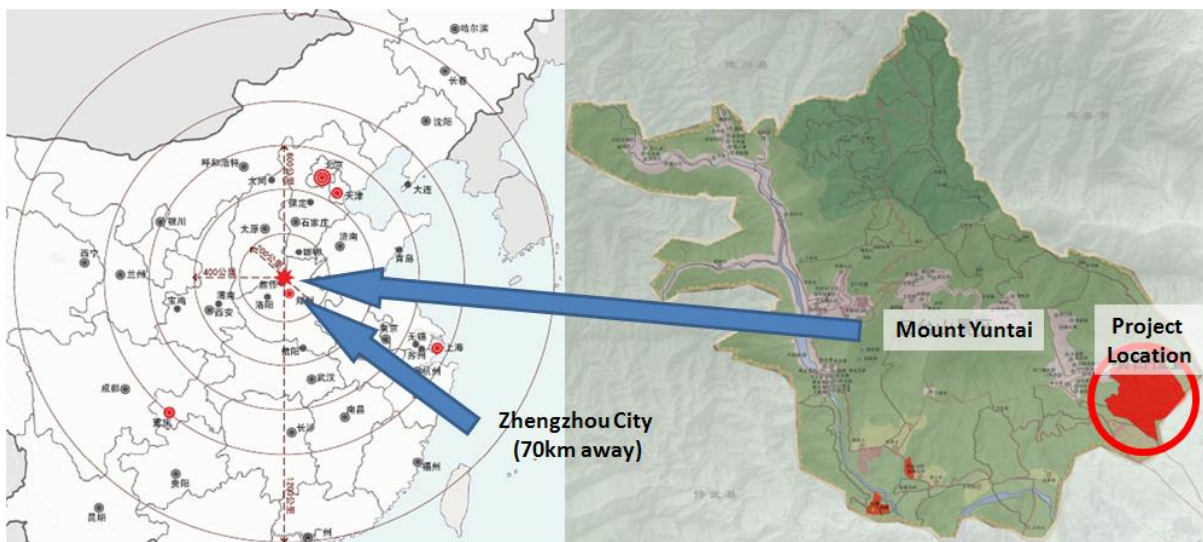
The Target Company is a private limited company incorporated in the People's Republic of China ("**PRC**") which is presently wholly-owned by **JTYI**, an 80% / 20% joint venture between (i) Jingneng Tianjie (Beijing) Investment Co., Ltd.; and (ii) Xiuwu County Qixian Tourism Development Co., Ltd. respectively, which are both PRC-incorporated companies. Based on the Target Company's audited financial statements ended 31 December 2016, the net book value of the Target Company is approximately RMB29,750,000 and the net loss attributable to the Target Company is approximately RMB18,229.

Mount Yuntai Integrated Tourist Township

The Target Company owns approximately 270,500 square meters of commercial land in the South East of Mount Yuntai, whereas two other wholly-owned subsidiaries of JTYI, Yuntai Tianjie Shimao (Xiuwu) Property Development Co., Ltd. and Tianjie Yuntai (Xiuwu) Zhiye Co., Ltd. (together with the Target Company, “**JTYI Group Company**”) together own approximately 2.4 million square meters, of commercial land in the South East of Mount Yuntai. It is envisaged that each JTYI Group Company will develop the land owned by it with the aim of collectively developing an integrated tourism township comprising commercial malls, hotels, entertainment and recreational facilities, resorts (including resorts for the elderly) and corporate clubhouses. It is envisaged that the Target Company will be developing corporate clubhouses on its land.



Mount Yuntai is approximately 70km from Zhengzhou City, the Provincial capital of Henan Province in the PRC. It is a tourist site with an “AAAAA” rating under the Tourism Attraction Rating Categories of China. Mount Yuntai is listed as one of the National Parks of China and listed as a geological park in the Global Geoparks by the United Nations Educational, Scientific and Cultural Organization.



THE PROPOSED SUBSCRIPTION

The Place Yuntai shall subscribe for equity interest in the registered capital of the Target Company resulting in The Place Yuntai holding 80% of the enlarged registered capital of the Target Company in consideration for a subscription amount of US\$20,530,000 (the “**Subscription Amount**”, approximately RMB140 million). The enlarged registered and paid-up capital of the Target Company shall be US\$22 million (approximately RM150 million) following completion of the Proposed Subscription. Target Company’s registered capital is RMB30 million prior to the Proposed Subscription and Target Company is valued at RMB35 million (approximately US\$5.1 million).

The Subscription Amount was arrived at following negotiations between The Place Yuntai and JTYI, being the sole immediate shareholder of the Target Company, on willing-buyer and willing-seller basis, taking into account the amount of capital required by the Target Company to develop corporate clubhouses on its land.

Conditions Precedent

Completion of the Proposed Subscription (“**Completion**”) is conditional upon the satisfaction or waiver (as the case may be) of satisfactory due diligence, approvals from the relevant PRC regulatory authorities, approvals from the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) if required and approvals from the shareholders of The Place.

Other Key Terms

JTYI has provided The Place Yuntai the right of first refusal to either (i) subscribe for new registered capital; or (ii) acquire from JTYI all or any of its shares in Yuntai Tianjie Shimao (Xiuwu) Property Development Co., Ltd. and Tianjie Yuntai (Xiuwu) Zhiye Co., Ltd. within eighteen (18) months from Completion (“**Right of First Refusal**”).

The board of directors is the highest authority of the Target Company and two out of the three members shall be nominated by The Place Yuntai, allowing the Company to have good control over the Target Company.

Other Information

The Proposed Subscription is a “Disclosable Transaction” as none of the relative figures under Rule 1006 of the SGX-ST Listing Manual exceed 20%. The Proposed Subscription is subject to the approval of Shareholders given that it is an interested person transaction pursuant to Chapter 9 of the SGX-ST Listing Manual.

RATIONALE

The Proposed Subscription, together with the Right of First Refusal, allows the Group to participate in the development of the Mount Yuntai Tourist Township, which is expected to enhance the value and growth of the Group over the long term.

Through the Proposed Subscription, the Place shall diversify into the developing and operating an integrated tourism business including development of tourist townships near renowned tourist destinations, including but not limited to the development of commercial malls, hotels, entertainment and recreation facilities, resorts, corporate clubhouses and wellness resorts for the elderly.

About The Place Holdings Limited

SGX Mainboard-listed, The Place Holdings Limited (“The Place” or “the Group”) is an investment holding company whose portfolio coverage includes investing, developing and managing of media-related businesses.

Information on Target Company

Readers should note that information relating to the Target Company, JTYI, any JTYI Group Company and Mount Yuntai in this document was provided by the Target Company and/or JTYI. The Place and the Directors have not independently verified the accuracy and correctness of such information herein.

Readers are advised to read the announcement “Proposed Subscription of Equity Interest Amounting to 80% of the Enlarged Share Capital in Tianjie Yuntai Wanrun (Xiuwu) Property Development Co., Ltd.” that was announced on 8 November 2017 for details on the Proposed Transaction.

For further information, please contact:**The Place Holdings Limited**

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