

私募备忘录
Private Equity Memorandum
亚洲新加坡房地产基金
Asia SG Realty Fund

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1, 什么是私募股权投资:

What is the Private Equity Investment?

1-1, 私募股权投资, 是非上市公司通过出售转让公司股权方式融资, 有符合条件的个人和投资机构, 将资金投资到需要资金的公司, 发展公司业务, 这样的方式叫私募股权投资方式。

Private equity investment refers to the non-listed companies raise financing by selling and transferring the equity of the company. Qualified individuals and investment institutions will invest the funds in the companies in need of funds and develop the company's business. This way is called the private equity investment.

1-2, 新加坡跟美国一样, 如果公司是出售转让自己股份融资的, 无需向政府金融管理部门申请许可证, 是豁免的; 如果基金公司是作为经纪人管理第三方投资人的资金, 或者公开发行业地产投资信托基金的, 则需要向政府金融管理部门申请许可证。

In Singapore, as in the United States, if a company sells its own equity for financing, it is exempt from having to apply for a license from the government financial authority. If a fund company manages the funds from third-party investors as a broker, or publicly issues the real estate investment trusts, it needs to apply for a license from the government financial authority.

1-3, 私募股权投资是非常直接的投资方式。符合条件的投资人可以直接跟需要资金的公司签约, 无需支付投资管理手续费, 无需支付第三方机构佣金。

Private equity investment is a very direct way of investment. Qualified investors can directly sign contracts with companies in need of funds, without paying investment management fees or commissions to third-party institutions.

1-4, 亚洲新加坡房地产基金的私募股权投资是一个投资灵活、投资金额门槛低、投资收益率高、有固定收益的房地产私募股权投资方案。

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The private equity investment of Asia SG Realty Fund is a flexible investment program with low initial investment threshold and high & fixed ROI.

2, 私募股权投资收益率表格

ROI Form of Private Equity Investment

亚州新加坡房地产基金

Asia SG Realty Fund

投资收益率表

ROI Form

投资金额 INV. AMT.	币种 CCY.	投资期限 INV. PERIOD	年投资收益率 ANN. ROI
\$10,000 - \$100,000	SGD	1Y	8%
		2Y	9%
		3Y	10%
		4Y	11%
		5Y	12%
\$110,000 - \$1,000,000	SGD	1Y	9%
		2Y	10%
		3Y	11%
		4Y	12%
		5Y	13%
\$1,010,000 - \$10,000,000	SGD	1Y	10%
		2Y	11%
		3Y	12%
		4Y	13%
		5Y	14%

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over \$10,000,000	SGD	1Y	11%
		2Y	12%
		3Y	13%
		4Y	14%
		5Y	15%

3, 公司简介

Company Profile

3-1, 亚洲新加坡房地产基金是一家房地产项目投资的基金公司, 公司主要经营项目: 房地产项目投资, 房地产投资管理, 房地产项目融资, 本公司帮助符合条件的投资人将资金直接投资到房地产项目中, 帮助符合条件的合格投资的资金控制投资风险, 从而获得固定的年投资收益, 选择投资风险小的房地产项目。

Asia SG Realty Fund is a fund company for real estate project investment, which mainly engaged in real estate project investment, management, and project financing. The company helps qualified investors directly invest their funds in real estate projects, control corresponding investment risks and choose projects with low investment risks, so as to give a fixed annual investment income.

3-2, 亚洲新加坡房地产基金已经与美国房地产建筑工程集团合作投资了很多房地产项目, 项目包括:

Asia SG realty fund has cooperated with USA realty Construction Group Inc to invest in many real estate projects, including:

洛杉矶假日酒店项目, 洛杉矶长滩项目, 夏威夷房地产开发项目。

Los Angeles Holiday Inn project, Long Beach Garden Home project, Hawaii Real Estate Development projects.

3-3, 亚洲新加坡房地金融资后的资金专门和专业投资房地产开发项目。

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因为我们认为房地产项目投资虽然不是暴利，却是房地产投资中比较稳定且风险小的一种投资方式。如果你希望得到稳定的投资收益，且不想有太多投资风险，欢迎将你的部分资金投资到我们亚洲新加坡房地产基金，这将是正确的选择。

The financing funds from Asia SG Realty Fund are used to invest in real estate development projects. We believe that although real estate project investment is not a huge profit, it is a relatively stable and low-risk investment method in real estate. If you want to get stable investment income and don't want to take too many investment risks, then you are welcome to invest some of your funds in Asia SG Realty Fund, it will be a wise and right choice.

3-4, 过去 20 年在中国也投资了很多房地产开发项目。我们基金公司分别在中国香港、新加坡、马来西亚都有房地产基金公司，为喜欢投资房地产项目的投资人，投资和管理基金。

Over the past 20 years, we have invested in many real estate development projects in China. We also founded fund branches in Hong Kong, Singapore and Malaysia, to help investors invest and manage funds in real estate projects.

3-5, 投资方式

Investment Methods

3-5-1, 固定年度投资收益率方式;

Fixed Annual ROI

a. 股权方式;

Equity Method;

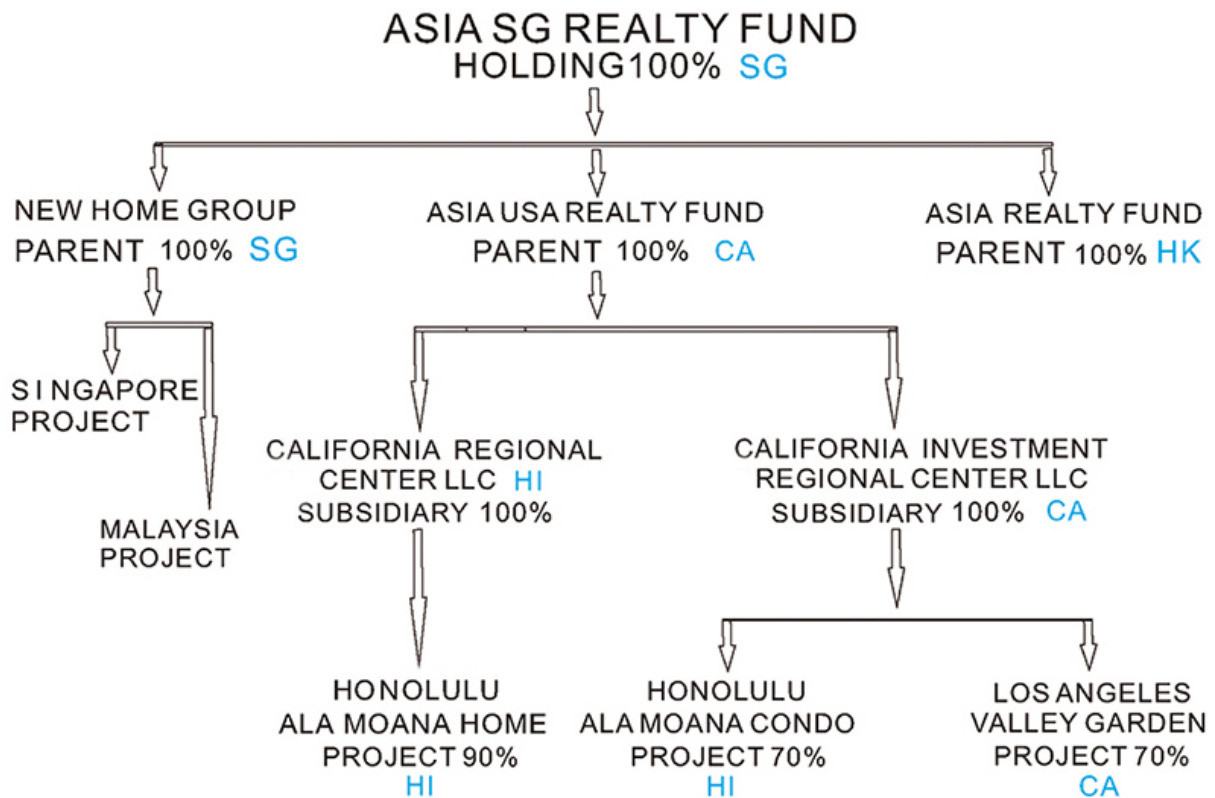
b. 贷款方式; (适合一次性向项目提供资金的投资机构或者投资人)

Loan Method (suitable for investment institutions or investors to provide one-time funds to the project);

3-6, 年度投资收益率或者利息 8%-15%;
The annual ROI or interest is 8% - 15%.

3-7, 具体项目和投资相关信息, 请浏览我们的网站 www.asia-fund.com, 您可以通过电子邮件、电话咨询咨询我们, 或“在线留言”栏目填写电子表格。
For the specific information related to projects and investments, please visit our website www.asia-fund.com. You can consult us by email or phone, or filling out an electronic form in the "online message".

4, 集团组织结构图 Company Organization Chart



了解更多项目信息请浏览网站：

For more information related to the projects, please visit our official websites.

夏威夷檀香山项目：

Projects in Honolulu, Hawaii:

◆ 40 层高级公寓楼项目

The 40-story Condo project: www.alamoana-home.com

◆ 26 层高级公寓项目

The 26-story Condo project: www.alamoana-condo.com

洛杉矶项目

Projects in LA, CA:

◆ 长滩家园项目

Long Beach Garden Home project: www.longbeachgardenhome.com

洛杉矶万丽花园项目

LA Valley Garden project: www.usafw.com

5, 公司过去\现在\未来房地产开发项目投资计划时间表

Investment Plan Schedule of Company's Past/Present/Future Real Estate Development Projects

5-1, 公司 1994 年-2004 年在中国市场投资房地产开发项目。

The company invested in real estate development projects in Chinese market from 1994 to 2004.

5-2, 集团 2004 年在香港建立母公司, 同时进入美国市场投资房地产开发项目。

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可以通过网站浏览过去开发项目：www.usafw.com

The group established its parent company in Hong Kong in 2004 and entered in USA market to invest in real estate development projects. You can browse past development projects through the website: www.usafw.com

5-3, 公司计划 2022 年-2026 年完成美国项目投资。

The company plans to complete the project investment in USA from 2022 to 2026.

这是目前正在投资中的美国项目：

This is the project currently under investment in the U.S.:

www.alamoana-home.com

www.alamoana-condo.com

www.longbeachgardenhome.com

5-4, 公司已经从 2021 年开始在亚洲投资布局，集团计划从 2022 年开始陆陆续续在新加坡市场和马来西亚槟城市场，投资房地产开发项目。

The company has started to invest in Asia market since 2021. The group plans to invest in real estate development projects in Singapore and Penang, Malaysia from 2022.

新加坡、马来西亚、香港的投资计划，请访问：

The investment plan in Singapore, Malaysia and Hong Kong, please visit:

www.new99home.com

6, 集团市场价值和房地产私募股权基金发行

Group Market Value and Realty Private Equity Fund Issueing

6-1, 集团市场价值。集团市场价值主要来源于新加坡总部控股集团旗下项目公司资产和完成投资开发投资后的市场价值。

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Market value of the Group. The market value of the Group mainly comes from the assets of the project companies under the Singapore headquarters Holding Group and the market value after the completion of investment and development.

目前集团旗下项目建成后的市场价值 5 亿 1800 美金。其中包括：

At present, the market value of the projects under the Group after completion will be USD \$518 million, including:

夏威夷檀香山项目和洛杉矶项目：

Projects in Honolulu, Hawaii and Los Angeles, CA:

◆ **ALAMOANA HOME**

www.alamoana-home.com

总投资金额 Total Investment Amount	项目销售收入 Project sales income	项目税后利润 Project Profit after Tax
2 亿 3000 万美金 USD 230 Million	3 亿 3000 万 USD 330 Million	7000 万 USD 70 Million

◆ **ALAMOANA CONDO**

www.alamoana-condo.com

总投资金额 Total Investment Amount	项目销售收入 Project sales income	项目税后利润 Project Profit after Tax
1 亿 3000 万美金 USD 130 Million	1 亿 7000 万 USD 170 Million	2800 万 USD 28 Million

◆ **LA VALLEY GARDEN**

www.usafw.com

总投资金额 Total Investment Amount	项目销售收入 Project sales income	项目税后利润 Project Profit after Tax
1400 万美金 USD 14 Million	1800 万 USD 18 Million	300 万 USD 3 Million

6-2, 以上 3 个项目已经完成前期投资, 购买土地, 规划, 施工图设计, 拆除旧建筑物, 土地平整, 施工许可证批准, 现在只需要通过房地产私募股权融资建筑工程费用、项目管理费用和贷款利息。合计 2 亿 2000 万美金的融资, 可以完成以上项目的投资。

The above three projects have completed the initial investment, land purchase, planning, construction drawing design, demolition of old buildings, land leveling, and construction permit approval. Now only the construction costs, project management costs and loan interest need to be financed through real estate private equity that with a total financing of USD \$220 million, the above projects can be completed.

6-3, 我们计划出售不超过 5 亿 1800 万美金市场价值的 20%, 最多销售亚洲新加坡房地产基金 1 亿美金股权的市值。按照 1 美金兑换 1.38 SGD 计算, 发行不超过 1 亿 3800 万股权的股份, 5 亿 1800 万美金市场价值等于 7 亿 1484 万 SGD 市场价值。

We plan to sell no more than 20% of the market value of USD \$518 million (after projects completed) that maximum sale of USD \$100 million of equity market value in ASIA SG REALTY FUND. Based on the exchange rate of USD \$1 to SGD \$1.38, no more than 138 million equity shares will be issued, and the \$518 million USD market value is equal to the \$714.84 million SGD market value.

6-4, 我们会发行 7 亿 1484 万股份, 投资人每投资 1 新加坡币 SGD 将拥有 1 股。

We will issue 714.84 million shares, and investors will own one share for every SGD \$ 1 invested.

6-5, 我们需要合格的投资人, 符合条件的投资人, 我们给予最低投资门槛金额 1 万新加坡币起。

We need qualified investors, and for qualified investors we will offer a minimum investment threshold from SGD \$10,000.

6-6, 未来股权价值升值的机会:

Opportunities for future equity value appreciation:

由于集团战略性转移, 未来将陆陆续续在新加坡和马来西亚投资房地产开发项目, 投资人的股权价值将有升值机会。

Due to the strategic transfer, the Group will continue to invest in real estate development projects in Singapore and Malaysia in the future, so that investors will have an opportunity to appreciate their equity value.

7, 投资风险及投资风险控制

Investment Risks and Risks Control

7-1, 我们建议投资人选择表格中的固定投资收益率, 年度投资收益率 8%-15%, 投资时间越长且投资金额越多, 投资收益率越高。

We suggest that investors choose the fixed ROI in the form, with an annual ROI of 8% -15%. The longer the investment time and the more the investment amount, the higher the ROI.

7-2, 对于股权投资方式, 投资人可以选择固定投资收益, 也可以选择按照股权分配的年度投资收益, 但后者存在一定的潜在投资风险。我们建议如果不想承担投资风险, 应选择固定的投资收益。

For the equity investment method, the investors can choose fixed investment income or annual investment income distributed according to equity, but the latter has some potential investment risks. We suggest that if the investors who do not

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want to assume the investment risks should choose a fixed investment income.

7-3, 投资人也可以灵活选择投资收益率方式, 如果投资时间超过 3 年, 投资人可以同时选择两种计算投资收益率的方式, 如下:

The investors can also choose the ROI method flexibly. If the investment time is more than 3 years, the investors can choose two methods of calculating the ROI at the same time, as follows:

7-3-1, 在股权年度分红的投资收益率比固定投资收益率高的时候, 投资人可以选择按照股权比例分红获得投资收益。

When the annual ROI of equity dividends is higher than the fixed ROI, the investors can choose to obtain investment return in proportion to equity dividends.

7-3-2, 在股权年度分红的投资收益率比固定投资收益率低的时候, 投资人可以选择固定投资收益。股权实际只用于避免投资人承担风险。

When the annual ROI of equity dividends is lower than the fixed ROI, the investors can choose to obtain fixed investment return. Equity is actually only used for avoiding investors from taking the risk.

8, 私募股权投资人与控股人的责任与权力

Responsibilities and Powers of Private Equity Investors and Shareholders

8-1, 认购私募股权的投资人是有限责任投资人 LP

The investors who subscribe for private equity are the limited investors/partners.

8-2, 开发商, 亚洲新加坡房地产基金是项目控股人 GP

The developer - ASIA SG REALTY FUND is the projects controller/GP.

8-3, 私募股权投资人不承担项目投资经营过程中的任何责任, 同时没有经营管理权力, 没有决策权力。

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The private equity investors do not assume any responsibility during the investment and operation of the project, and have no operation and management power and decision-making power.

8-4, 亚洲新加坡房地产基金是集团以及集团旗下所有项目的实际控制人、责任人；是项目发起人也是项目最大受益人；是经营管理人以及经营管理过程中的决策人；有合同协议的签署权、房地产销售权、股权转让权；有银行贷款、基金公司融资、股权私募融资及投资移民融资的权利。

ASIA SG REALTY FUND is the actual shareholder and person in charge of the Group and all the projects under the Group; is the projects sponsor and the biggest beneficiary of the projects; the manager and the decision maker in the management process; have the right of signing the contract and agreement, real estate sales and equity transfer; and have the right of loan from banks, fund company financing, private equity financing and investment immigration financing.

9, 投资人需知及投资流程

Note for Investors and Investment Process

9-1, 私募股权投资人电话或者前往办公室咨询。

Private equity investors consult by call or going to the office.

9-2, 浏览网站 www.asia-fund.com 获得投资协议。

Visit www.asia-fund.com to obtain the investment agreement.

9-3, 投资人与我们签订投资协议。

The investors sign the investment agreement with us.

9-4, 双方按照投资协议执行时期。

Both parties shall follow the investment agreement.

9-5, 投资期满, 还本付利息, 退出投资。

Upon expiration of the investment period, the principal and interest shall be repaid and the investment shall be withdrawn.

10, 投资协议书

Investment Agreement

声明:投资协议将向符合条件的投资人或有意向投资人提供。请符合条件的投资人与我们联系!

Note: The investment agreement will be provided to the investors who are eligible or have the intention. Qualified investors please contact us.