

美国夏威夷房地产项目投资

私募备忘录

US Hawaii real estate project investment

Private Placement Memorandum

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招股书

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Hawaii Real Estate Development Projects
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Prospectus

1, 亚洲房地产基金简介:

1-1, 亚洲房地产基金是房地产项目开发集团, 同时集团旗下有房地产项目投资, 建筑工程总承包商, 房地产基金投资融资, 物业管理公司, 建筑材料国际贸易, 美国投资移民区域中心。公司投资区域已经在中国武汉, 美国洛杉矶, 夏威夷有投资房地产开发项目。香港, 新加坡, 马来西亚是未来投资计划。

1-2, 公司全球总部中国香港, 亚洲房地产基金, 是全球总部公司。

香港登记注册: 亚洲房地产基金公司。

公司网站: WWW.ASIA-FUND.COM

1-3, 亚洲美国房地产基金公司: ASIA USA REALTY FUND

美国加州登记注册. <https://usa.asia-fund.com/>

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1-4, 亚洲美国房地产公司旗下有两个子公司, 控股夏威夷两个项目公司 LP 公司。

加州投资区域中心: WWW.EB5-CIRC.COM

加州区域中心: WWW.EB5-CIRC.COM

以上两个公司是亚洲美国房地产基金公司旗下直接控股的子公司。

1-5, 夏威夷两个项目公司网站:

HAWAII OCEAN PLAZA LP WWW.ALAMOANA-HOME.COM

HAWAII CITY PLAZA LP WWW.ALAMOANA-CONDO.COM

1. Introduction to Asia Real Estate Fund:

1-1, Asia Realty Fund is a real estate project development group. At the same time, the group has real estate project investment, construction engineering general contractor, real estate fund investment and financing, property management company, international trade of building materials, and US investment immigration regional center. The company's investment areas have already invested in real estate development projects in Wuhan, China, Los Angeles, USA, and Hawaii. Hong Kong, Singapore, and Malaysia are future investment plans.

1-2, The company's global headquarters is in Hong Kong, China, and Asia Real Estate Fund is the global headquarters company.

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Hong Kong registration: Asia Realty Fund Company,

Company website: WWW.ASIA-FUND.COM

1-3, Asia USA Realty Fund Company: ASIA USA REALTY FUND

Registered in California, USA. <https://usa.asia-fund.com/>

1-4, Asia USA Real Estate Company has two subsidiaries, holding two project companies LP companies in Hawaii.

California Investment Regional Center: WWW.EB5-CIRC.COM

California Regional Center: WWW.EB5-CIRC.COM

The above two companies are directly controlled subsidiaries of Asia USA Real Estate Fund Company.

1-5, Websites of two Hawaiian project companies:

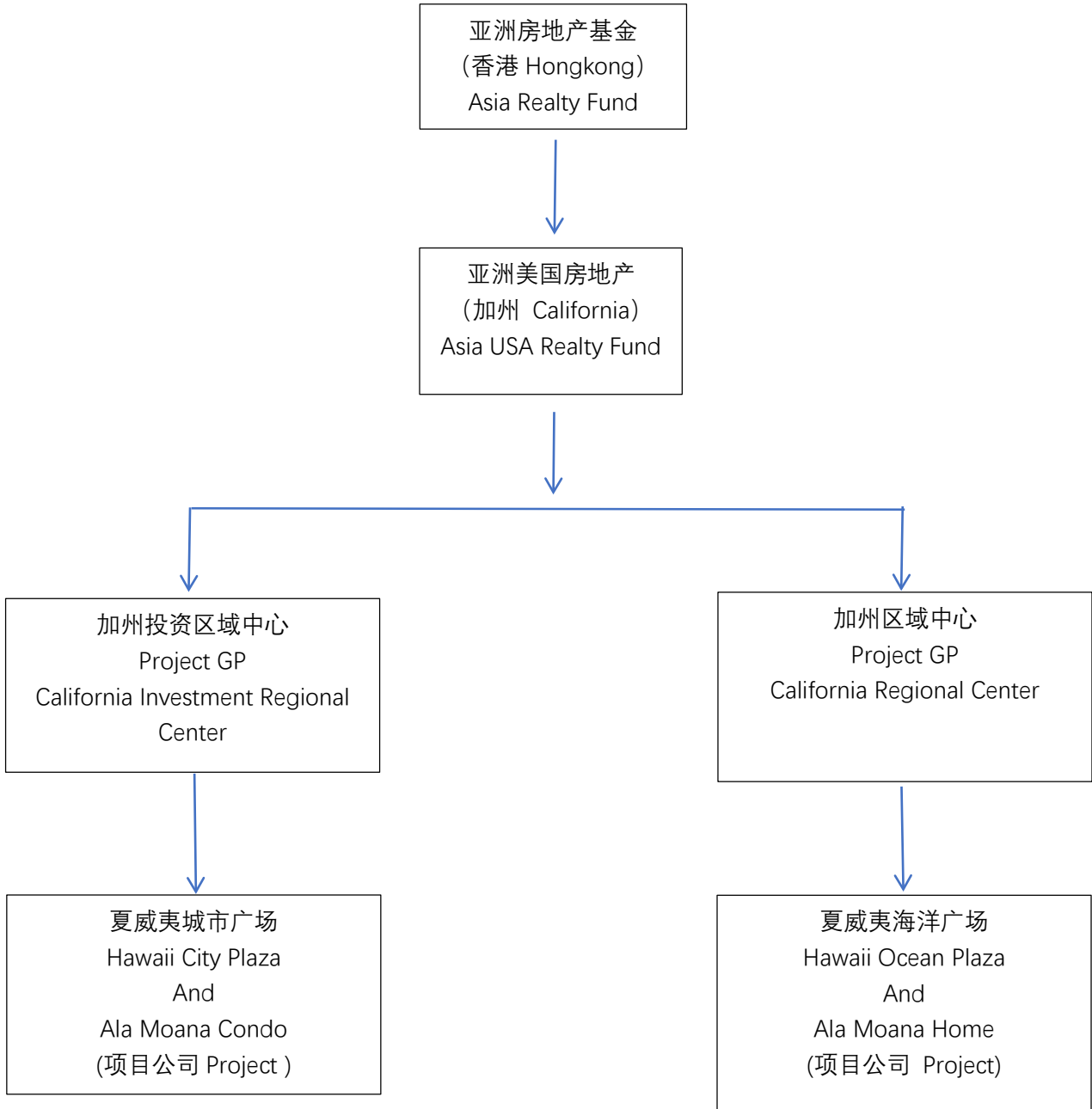
HAWAII OCEAN PLAZA LP WWW.ALAMOANA-HOME.COM

HAWAII CITY PLAZA LP WWW.ALAMOANA-CONDO.COM

1-6, Group organizational structure chart:

集团组织结构图：

Group organizational structure chart:



2, 需要融资的项目：

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2-1, 夏威夷城市广场修改规划后的名字: ALA MOANA CONDO

项目位于夏威夷檀香山最顶级商住环境最高级的 ALA MOANA 社区。

项目地址: 710 Sheridan Street Honolulu HI 96814

更多信息请浏览项目网站: WWW.ALAMOANA-CONDO.COM

2-2, 夏威夷海洋广场修改规划后的名字: ALA MOANA HOME

项目位于夏威夷檀香山最顶级商住环境最高级的 ALA MOANA 社区。

项目地址: 1360&1370&1374 Kapiolani Blvd Honolulu HI 96814

更多信息请浏览项目网站: WWW.ALAMOANA-HOME.COM

2. Projects requiring financing:

2-1, the name of the modified plan of the Hawaii City Plaza: ALA MOANA CONDO

The project is located in the most advanced ALA MOANA community with the highest commercial and residential environment in Honolulu, Hawaii.

Project Address: 710 Sheridan Street Honolulu HI 96814

For more information, please visit the project website:

WWW.ALAMOANA-CONDO.COM

2-2, the name of Hawaii Ocean Plaza after the revised plan: ALA MOANA HOME

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The project is located in the most advanced ALA MOANA community with the highest commercial and residential environment in Honolulu, Hawaii.

Project address: 1360&1370&1374 Kapiolani Blvd Honolulu HI 96814

For more information, please visit the project website:

WWW.ALAMOANA-HOME.COM

3， 融资方式和融资法律声明：

3-1, 合伙人股权融资。

3-2, EB-5 投资移民融资。

3-3, 股权担保保证年度投资回报。

3-3, 银行或者基金公司抵押贷款融资。

3-4, 融资法律声明： 亚洲美国房地产基金公司是集团旗下母公司， 母公司目前旗下有房地产开发项目的是美国公司。香港公司和美国加州基金公司目前是专门为集团旗下项目股权融资，这是私募股权融资， 根据金融管理法律规定， 出售转让公司股权， 不需要向香港金融管理局和美国 CES 登记备案的股票， 根据私募股权融资法律规定， 销售和转让集团旗下股权融资， 只需要招募个人或者公司资产超过 50 万美金的公司和合格的个人融资和出售或者转让公司股权。不需要登记注册， 上市公司销售转让股票的， 需要在金融管理局或者美国 SEC 登记

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备案。

所以我们招募有一定经济实力的，有投资经验的符合条件的，合格个人或者公司投资我们的集团旗下项目,因为我们是销售私募股权基金。并且我们不是销售第三方股权基金，我们的转让销售集团旗下自己的股权。

3. Financing method:

3-1, Partner equity financing.

3-2, EB-5 investment immigration financing.

3-3, Equity guarantee guarantees annual return on investment.

3-3, Mortgage loan financing by banks or fund companies.

3-4, Financing Legal Statement: Asian American Real Estate Fund Company is the parent company of the group. The parent company currently has real estate development projects under the American company. The Hong Kong company and the California Fund Company in the United States are currently specializing in equity financing for the group's projects. This is private equity financing. According to the financial management laws, the sale and transfer of company equity does not require the registration of stocks with the Hong Kong Monetary Authority and the US CES. According to the private equity financing laws, the sale and transfer of group equity financing only

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requires the recruitment of individuals or companies with assets exceeding US\$500,000 and qualified individuals to finance and sell or transfer company equity. Registration is not required. Listed companies that sell and transfer stocks need to register with the Monetary Authority or the US SEC.

Therefore, we recruit qualified individuals or companies with certain economic strength and investment experience to invest in our group's projects. Because we sell private equity funds.

And we don't sell third-party equity funds, we transfer and sell our own equity under the group.

4， 股权融资投资收益和股权分配：

4-1， 夏威夷 ALA MOANA CONDO 项目， 每投资 100 万美金， 拥有项目公司 1%的股份。项目计划股权融资 3000 万美金。转让项目股份 30%。

4-2， ALA MOANA HOME 项目， 每投资 100 万美金， 拥有项目公司 1%的股份。项目计划最多转让股权融资 4000 万美金。转让项目股份 40%。

4-3， 股权投资合伙人， 既可以按照股份比例分红， 同时也可以保证投资年度收益不低于 15%。

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4-4, 股权投资股份是优先股, 优先股 GP 项目开发商保证 LP 合伙人优先分红项目利润, 或者保证年投资收益。

4-5, EB-5 移民投资人股权规定, 夏威夷两个项目, 投资移民金额需要 105 万美金, 投资人全家可以移民美国, 投资款在投资一年后可以获得两年条件绿卡。投资 5 年后批准永久性绿卡, 所以 EB-5 移民投资人每投资 105 万美金, 将拥有项目公司 0.5% 的股份。

4-6, 投资 3000 万美金, 同时拥有夏威夷两个项目 15% 的股份。
投资 4 年时间, 保证优先股份, 股份分红 1500 万美金。

4-7, 投资 6000 万美金, 同时拥有夏威夷两个项目 30% 的股份。
投资 4 年时间, 保证优先股份, 股份分红 3000 万美金。

4-8, 投资 9000 万美金, 同时拥有夏威夷两个项目 45% 的股份。
投资 4 年时间, 保证优先股份, 股份分红 4500 万美金。

夏威夷两个项目更多信息:

WWW.ALAMOAN-HOME.COM

WWW.ALAMOAN-CONDO.COM

4. Equity financing investment income and equity distribution:

4-1, For the HAWAII ALA MOANA CONDO project, for every \$1 million invested, you will own 1% of the project company's shares. The project plans to raise \$30 million in equity financing. 30% of the project shares will be transferred.

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4-2, For the ALA MOANA HOME project, for every \$1 million invested, you will own 1% of the project company's shares. The project plans to raise \$40 million in equity financing. 40% of the project shares will be transferred.

4-3, Equity investment partners can not only receive dividends according to the proportion of shares, but also guarantee that the annual investment income is not less than 15%.

4-4, The shares of equity investment are preferred shares. The preferred stock GP project developer guarantees that the LP partners will receive priority dividends from the project profits, or guarantee annual investment income.

4-5, EB-5 immigration investor equity regulations: For two projects in Hawaii, the investment immigration amount requires \$1.05 million. The investor's family can immigrate to the United States, and the investment amount can obtain a two-year conditional green card after one year of investment. Permanent green card will be approved after 5 years of investment, so EB-5 immigrant investors will own 0.5% of the project company for every \$1.05 million invested.

4-6, Invest \$30 million and own 15% of the shares of two projects in Hawaii.

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Invest for 4 years, guarantee preferred shares, and dividends of \$15 million.

4-7, Invest \$60 million and own 30% of the shares of two projects in Hawaii.

Invest for 4 years, guarantee preferred shares, and dividends of \$30 million.

4-8, Invest \$90 million and own 45% of the shares of two projects in Hawaii.

Invest for 4 years, guarantee preferred shares, and dividends of \$45 million.

More information about the two projects in Hawaii:

WWW.ALAMOAN-HOME.COM

WWW.ALAMOAN-CONDO.COM

5， 股权担保保证投资收益率的融资方式：

5-1， 投资人也可以选择每投资 100 万美金， 拥有 2%的股份担保， 但是不可以按照 2%的股份分红， 可以选择有保证的固定年投资收益 15% 的回报。

5-2， 投资人可以选择购买项目公司期房作为担保方式。

夏威夷两个项目公司房屋销售网站。

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HAWAII CITY PLAZA LP: WWW.ALAMOANA-CONDO.COM

HAWAII OCEAN PLAZA LP: WWW.ALAMOANA-HOME.COM

5. Equity guarantee is a financing method that guarantees investment returns:

5-1, Investors can also choose to have a 2% equity guarantee for every \$1 million invested, but they cannot receive dividends based on the 2% equity. They can choose a guaranteed fixed annual investment return of 15%.

5-2, Investors can choose to purchase pre-sale properties of project companies as a guarantee.

House sales websites of two project companies in Hawaii.

HAWAII CITY PLAZA LP: WWW.ALAMOANA-CONDO.COM

HAWAII OCEAN PLAZA LP: WWW.ALAMOANA-HOME.COM

6, 夏威夷项目投资结构:

6-1, 开发商是项目控股人, 项目发起人, GP 合伙人自己资金投资。前期购买土地资金和项目管理费用。

6-2, EB-5 移民投资人股权投资。项目有限合伙人 (LP) 前期购买土地资金。投资时间 5 年以上。

6-3, 项目合伙人股权投资。主要解决项目经营性流动资金。投资时

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间 2-5 年。最低投资时间两年，最长投资时间 5 年。

6-4, 银行或者基金公司贷款。资金主要用于建筑工程费用。或者土地抵押贷款。

6. Hawaii project investment structure:

6-1, The developer's project controller, project sponsor, and GP partners invest their own funds. Pre-purchase land funds and project management costs.

6-2, Equity investment by EB-5 immigrant investors. The limited liability partner (LP) of the project purchases land funds in the early stage. The investment time is more than 5 years.

6-3, Equity investment by project partners. Mainly solve the project operating liquidity. The investment time is 2-5 years. The minimum investment period is two years, and the maximum investment period is five years.

6-4, bank or fund company loan. Funds are primarily used for construction costs. Or land mortgages.

7, 项目投资成本与利润预测:

7-1, HAWAII CITY PLAZA AND ALA MOANA CONDO 项目:

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A, 项目总投资成本: 1 亿 5000 万美金。

B, 项目总销售收入: 1 亿 8000 美金。

C, 项目税后利润: 2200 万美金。

WWW.ALAMOANA-CONDO.COM

7-2, HAWAII OCEAN PLAZA AND ALA MOANA HOME 项目:

A, 项目总投资成本: 2 亿 5000 万美金。

B, 项目总销售收入: 3 亿 5000 美金。

C, 项目税后利润: 8000 万美金。

WWW.ALAMOANA-HOME.COM

[更多信息请进入网站查询, 商业发展计划。](#)

7. Project investment cost and profit forecast:

7-1, HAWAII CITY PLAZA AND ALA MOANA CONDO, project:

A, total project investment cost: 150 million US dollars.

B, total project sales revenue: 180 million US dollars.

C, project after-tax profit: 22 million US dollars.

WWW.ALAMOANA-CONDO.COM

7-2, HAWAII OCEAN PLAZA AND ALA MOANA HOME, project:

A, total project investment cost: 250 million US dollars.

B, total project sales revenue: 350 million US dollars.

C, project after-tax profit: 80 million US dollars.

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WWW.ALAMOANA-HOME.COM

For more information, please visit the website, Business Development Plan.

8, 夏威夷项目商业发展计划, 规划图, 施工图, 许可证, 请浏览两个项目公司官方网站:

8-1, ALA MOANA CONDO

<http://www.alamoana-condo.com/cn/CondoDocs.html>

8-2, ALA MOANA HOME

<http://www.alamoana-home.com/cn/CondoDocs.html>

8. For commercial development plans, planning drawings, construction drawings, and licenses for Hawaii projects, please visit the official websites of the two project companies:

8-1, ALA MOANA CONDO

<http://www.alamoana-condo.com/cn/CondoDocs.html>

8-2, ALA MOANA HOME

<http://www.alamoana-home.com/cn/CondoDocs.html>

9, 投资担保方式:

9-1, 股权投资合伙人有项目股份担保。

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9-2, 贷款投资有项目房地产和土地抵押担保。

9-3, 非移民投资人, 股权投资同时由集团总部公司担保。

全球总部集团拥有控股旗下所有房地产项目。

9-4, 投资人可以选择自己喜欢的公司股权投资。

可以投资全球总部公司股份。

可以投资任何一个房地产基金公司。

可以直接投资项目公司股份。

9. Investment guarantee method:

9-1, Equity investment partners are guaranteed by project shares.

9-2, Loan investment is guaranteed by project real estate and land mortgage.

9-3, For non-immigrant investors, equity investment is also guaranteed by the group headquarters company.

The global headquarters group owns all real estate projects under its control.

9-4, Investors can choose the equity investment of their favorite companies.

You can invest in the shares of the global headquarters company.

You can invest in any real estate fund company.

You can directly invest in the shares of the project company.

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10, 项目投资发展时间表:

10-1, 夏威夷城市广场项目 AND 名称 ALA MOANA CONDO

项目开发时间表:

A, 项目 2015 年-2023 年已经完成购买土地, 规划设计, 施工图设计和很多许可证批准。

B, 目前 2024 年-2025 年 3 月份修改部分施工图, 重新申请施工许可证。

C, 计划 2025 年 6 月份开工, 2027 年 12 月份建成。

D, 预测 2028 年 5 月份获得入居许可证, 交易房屋产权。

10-2, 夏威夷海洋广场项目 AND 名称 ALA MOANA HOME

项目开发时间表:

A, 项目 2016 年-2023 年已经完成购买土地, 规划设计, 施工图设计和许可证批准。

B, 目前 2024 年-2025 年 12 月份修改部分施工图, 重新申请施工许可证。

C, 计划 2026 年 1 月份开工, 2028 年 12 月份建成。

D, 预测 2029 年 5 月份获得入居许可证, 交易房屋产权。

10. Project investment and development schedule:

10-1, Hawaii City Plaza Project AND Name ALA MOANA CONDO

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Project development schedule:

A, The project has completed land purchase, planning and design, construction drawing design and approval from 2015 to 2023.

B, Currently, some construction drawings are being modified from 2024 to March 2025, and construction permits are being re-applied.

C, Construction is scheduled to start in June 2025 and completed in December 2027.

D, It is predicted that the occupancy permit will be obtained in May 2028 and the property rights of the house will be traded.

10-2, Hawaii Ocean Plaza Project AND Name ALA MOANA HOME

Project development schedule:

A, The project has completed land purchase, planning and design, construction drawing design and approval from 2016 to 2023.

B, Currently, some construction drawings are being modified from 2024 to December 2025, and construction permits are being re-applied.

C, Construction is scheduled to start in January 2026 and completed in December 2028.

D, It is predicted that the residence permit will be obtained and the property rights will be traded in May 2029.

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11, 投资人应该签订的合同协议：

11-1, 股权认购协议。

11-2, 投资合伙协议。

11-3, 如果计划购买房屋的投资人, 需要签订内部预订协议。

11. Contractual agreements that investors should sign:

11-1, Equity subscription agreement.

11-2, Investment partnership agreement.

11-3, If an investor plans to purchase a house, he/she needs to sign an internal reservation agreement.

12, 投资人购买房屋的特别优惠条件：

12-1, 优惠条件, 购房人必须先成为项目合伙人, 项目股东, 才有资格获得特别优惠。

12-2, 购房人需要将计划购买房屋的首付款的 10%-30%, 先将首付款投资的项目公司的房地产基金, 也就是签订投资合伙人协议, 成为项目合伙人。

12-3, 投资到项目公司房地产基金的资金金额, 可以直接降低购房价格, 例如: 购房人购买 100 万美金的房屋, 如果购买了房地产基金金额是 30 万美金, 房屋价格只需要 70 万美金, 优惠了 30 万美金。

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12-4, 但是首付款金额最高不可以超过每个单位房屋价格的 30%。

12-5, 以上优惠条件限制在 2024 年 10 月 1 日-2024 年 12 月 30 日期间, 投资购买项目公司房地产基金的投资人。

12-6, 特别声明: 购买项目公司房地产基金资金, 必须汇款项目公司, 因为是项目公司转让公司股权, 内部房屋认购协议不收购房款。

12. Special preferential conditions for investors to purchase houses:

12-1, Preferential conditions. Buyers must first become project partners and project shareholders to be eligible for special discounts.

12-2, Buyers need to invest 10%-30% of the down payment of the planned house purchase in the real estate fund of the project company, that is, sign an investment partnership agreement and become a project partner.

12-3, The amount of funds invested in the real estate fund of the project company can directly reduce the purchase price. For example: if the buyer purchases a house worth 1 million US dollars, if the amount of the real estate fund purchased is 300,000 US dollars, the house price only needs 700,000 US dollars, which is a discount of 300,000 US dollars.

12-4, However, the maximum down payment amount cannot exceed 30% of the price of each unit of the house.

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12-5, The above preferential conditions are limited to investors who invest in the real estate fund of the project company between October 1, 2024 and December 30, 2024.

12-6, Special statement: To purchase the real estate fund funds of the project company, you must remit the funds to the project company, because it is the project company that is transferring the company's equity, and the internal housing subscription agreement does not purchase the housing payment.

13, 股权融资中介顾问佣金:

13-1, 出售和转让项目公司股权融资, 欢迎基金公司或者个人以顾问方式介绍投资人, 介绍成功, 佣金是投资金额的 2%。

13-2, 接受人民币投资。投资款直接汇款中国公司代收款, 投资款将用于在中国市场采购符合美国标准的建筑材料和建筑工程施工设备设施。

13. Equity financing intermediary consultant commission:

13-1, For the sale and transfer of project company equity financing, fund companies or individuals are welcome to introduce investors as consultants. If the introduction is successful, the commission is 2% of the investment amount.

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13-2, RMB investment is accepted. The investment funds will be directly remitted to the Chinese company for collection. The investment funds will be used to purchase building materials and construction equipment and facilities that meet US standards in the Chinese market.

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