



YANGZIJIANG SHIPBUILDING (HOLDINGS) LTD.

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200517636Z)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting of the Company will be held at Meeting Room 202, Level 2, Suntec Singapore International Convention and Exhibition Centre, 1 Raffles Boulevard Suntec City, Singapore 039593, on 25 April 2008 at 2.00 p.m., for the purpose of transacting the following business:

ORDINARY BUSINESS

- To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2007 and the Directors' Reports and the Auditors' Report thereon. Resolution 1
- To declare a tax exempt (one tier) first and final dividend of 1.565 cents per ordinary share in respect of the financial year ended 31 December 2007. Resolution 2
- To approve Directors' fees of S\$70,000 for financial year ended 31 December 2007. (2006: S\$Nil) Resolution 3
- To re-elect the following Directors retiring by rotation pursuant to Article 94 of the Company's Articles of Association:
 - Mr Wang Dong (See Explanatory Note) Resolution 4(i)
 - Mr Teo Moh Gin (See Explanatory Note) Resolution 4(ii)
- To re-appoint Messrs PricewaterhouseCoopers as Auditors and to authorise the Directors to fix their remuneration. Resolution 5

SPECIAL BUSINESS

To consider and, if thought fit, to pass, with or without modifications, the following Ordinary Resolution:

- THAT, pursuant to Section 161 of the Companies Act, Cap. 50 and the listing rules of the Singapore Exchange Securities Trading Limited, the Directors of the Company be authorised to issue shares in the Company (whether by way of rights, bonus or otherwise, and including the issue of shares pursuant to offers, agreements or options made or granted by the Company while the authority remains in force) at any time to such persons and upon such terms and conditions for such purposes as the Directors may in their absolute discretion deem fit, whether with or without first offering such shares to the members of the Company, provided that the aggregate number of shares to be issued pursuant to this Resolution does not exceed fifty percent (50%) (or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited) of the issued share capital of the Company (excluding treasury shares) at the time of passing of this resolution, of which the number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty percent (20%) (or such other limit as may be prescribed by the Singapore Exchange Securities Trading Limited) of the issued share capital of the Company excluding treasury shares, and, unless revoked or varied by the Company in general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the Annual General Meeting of the Company is required by law to be held, whichever is the earlier. Resolution 6
(See Explanatory Note)

OTHER BUSINESS

- To transact any other business.

BY ORDER OF THE BOARD

MARIAN HO WUI MEE/CHEW BEE LENG

Joint Company Secretaries

9 April 2008

Explanatory Notes:

Resolution 4(i)

Mr Wang Dong is an Executive Director of the Company.

Resolution 4(ii)

Mr Teo Moh Gin, Chairman of the Audit Committee and a member of the Nominating Committee and of the Remuneration Committee, will continue to serve in these capacities if re-elected as a Director of the Company. Mr Teo is an Independent Director.

Resolution 6

The Ordinary Resolution no. 6, if passed, will empower the Directors of the Company to issue shares in the capital of the Company up to an amount not exceeding in aggregate fifty percent (50%) of the issued share capital of the Company "excluding treasury shares" at the time of the passing of this resolution, of which the aggregate number of shares to be issued other than on a pro-rata basis to shareholders of the Company does not exceed twenty percent (20%) of the issued share capital of the Company excluding treasury shares.

Notes:

- A member of the Company entitled to attend and vote at the above-mentioned meeting is entitled to appoint a proxy to attend and vote in his stead. Where a member appoints more than one proxy, he shall specify the proportion of his shareholdings to be represented by each proxy. A proxy need not be a member of the Company.
- The instrument appointing the proxy must be deposited at the registered office of the Company at 80 Raffles Place #32-01 UOB Plaza 1 Singapore 048624, not less than 48 hours before the time set for holding the meeting.