



**YANGZIJIANG SHIPBUILDING (HOLDINGS) LTD.**  
(Company Registration No. 200517636Z)  
(Incorporated in the Republic of Singapore on 21 December 2005)

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**PROPOSED JOINT VENTURE WITH BEIJING HIGHLANDER DIGITAL TECHNOLOGY CO., LTD, JIANGSU HANTONG SHIP HEAVY INDUSTRY CO., LTD, TAIZHOU SANFU SHIP ENGINEERING CO., LTD. AND JIANGSU YICHUN GROUP CO., LTD 擬與北京海蘭信數據科技股份有限公司、江蘇韓通船舶重工有限公司、泰州三福船舶工程有限公司、江蘇奕淳集團共同投資設立合資公司**

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The Board of Directors (the “Board”) of Yangzijiang Shipbuilding (Holdings) Ltd. (“YZJ” or the “Company”) is pleased to announce that its wholly-owned subsidiary, Jiangsu New Yangzi Shipbuilding Co., Ltd. (“JNYSCO”) has entered into an agreement to establish a new joint venture company with Beijing Highlander Digital Technology Co., Ltd. (北京海蘭信數據科技股份有限公司) (“Highlander”), Jiangsu Hantong Ship Heavy Industry Co., Ltd (江蘇韓通船舶重工有限公司) (“HTS”), Taizhou Sanfu Ship Engineering Co., Ltd. (泰州三福船舶工程有限公司) (“Sanfu”) and Jiangsu Yichun Group Co., Ltd (江蘇奕淳集團) (“Yichun”) to provide marine electrical systems for shipbuilding of commercial vessels and marine engineering projects.

揚子江船業(控股)有限公司(以下簡稱“公司”)董事局宣佈公司的全資子公司- 江蘇新揚子造船有限公司(以下簡稱“新揚子”), 已與北京海蘭信數據科技股份有限公司(以下簡稱“海蘭信”)、江蘇韓通船舶重工有限公司(以下簡稱“韓通”)、泰州三福船舶工程有限公司(以下簡稱“三福”)、江蘇奕淳集團(以下簡稱“奕淳”)簽署了《合作協議書》, 擬共同投資設立一家合資公司, 致力於商船及海洋工程船舶電氣系統的供應。

**1. Information on Co-investors 合作投資者背景**

Beijing Highlander Digital Technology Co., Ltd was founded in 2001 and listed on Shenzhen Stock Exchange (stock code: 300065). It is specialised in the field of marine electronics technology committed to developing national high-tech vessel supporting electronics industry. 北京海蘭信數據科技股份有限公司成立於 2001 年, 立足於航海電子科技領域, 致力於發展民族高科技船舶配套電子產業, 是深交所創業板上市公司(股票代碼: 300065)。

Jiangsu Hantong Ship Heavy Industry Co., Ltd and Taizhou Sanfu Ship Engineering Co., Ltd. are two of the most competent shipbuilding enterprises in Jiangsu province and China. They have good reputation and great influence in the shipbuilding industry. Whereas Jiangsu Yichun Group owns two competent shipyards in Jiangsu, namely, Nanjing Wujiazui Shipbuilding Co., Ltd and Jiangsu Yichun Wujiazui Shipbuilding Engineering Co., Ltd.

江蘇韓通船舶重工有限公司、泰州三福船舶工程有限公司是江蘇省乃至中國有實力的船舶制造企業, 在船舶制造領域具有良好的聲譽和較大的影響力; 江蘇奕淳集團擁有南京武家嘴船舶制造有限公司和江蘇奕淳武家嘴船舶重工有限公司兩家具有實力的船舶制造企業。

**2. Information on Joint Venture Company 合資公司介紹**

The proposed name of the new joint venture company is Jiangsu Hailan Marine Systems Technology Co., Ltd. (江蘇海蘭船舶系統科技有限公司) (“JHMST”) with a registered paid-up capital of RMB100,000,000. JNYSCO will invest a total of RMB 20,000,000 to subscribe for 20% equity interest in the capital of JHMST. The remaining equity interests of JHMST will be held by Highlander, HTS, Sanfu and Yichun at 50%, 10%, 10% and 10% respectively.

新合資公司擬命名為江蘇海蘭船舶系統科技有限公司(以下簡稱“合資公司”), 合資公司擬注冊資本壹億元人民幣。新揚子將投資人民幣 2000 萬元認購合資公司 20%的股權。海蘭

信、江蘇韓通船舶重工有限公司、泰州三福船舶工程有限公司和江蘇奕淳集團也將分別認購合資公司 50%、10%、10%和 10%的股權。

The objective of the joint venture is to develop the world's largest platform for integrated marine electrical system. The business scopes of the joint venture including development, production and sale of marine electronics supporting products; technology development, technology transfer, technical consultation, technical services for ships and marine equipment industry; ship and marine engineering design, scientific research, management, technical negotiations; design, scientific research, operation, technical negotiation of ship and marine engineering projects.

合資公司的目標是發展成為中國乃至全球最大的船舶電氣系統綜合供應平台。合資公司的經營範圍包括：船舶電子配套產品的開發、生產和銷售；船舶和船舶配套領域內的技術開發、技術轉讓、技術諮詢、技術服務；船舶與海洋工程項目的設計、科研、經營、技術談判。

### **3. General Rationale for Setting up of JHMST 設立合資公司的理由**

a. The Board believes that the joint venture will provide the Company an edge over other shipbuilders by offering quality marine electrical systems to both the existing and prospective customers;

公司董事局相信公司將可藉助於合資公司向現有及潛在客戶提供優質船舶電氣系統，從而比其他船企更有優勢；

b. The Board believes that the joint venture will enable the Company to tap on Highlander's clientele and create positive impact on the Company's earnings growth; and

公司董事局相信公司將可透過合資公司借力于海蘭信的客戶群，為公司的盈利增長創造積極的影響。

c. The Board believes that the joint venture will also provide an alternative source of income from marine electrical system to complement the shipbuilding business.

公司董事局相信合資公司也將為公司提供除造船外的一項新的收入來源。

### **4. Financial Effects 財務影響**

The above investment will not have any significant impact on the earnings per share and net tangible assets per share of the YZJ Group for the current financial year ending 31 December 2011.

上述投資將不會對揚子江集團 2011 財務年度的每股盈餘及每股淨資產產生顯著的影響。

Save for their respective shareholdings in the Company, none of the directors or controlling shareholders or substantial shareholders of the Company has any interest, direct or indirect, in the transaction contemplated herein.

不考慮持有的公司股權，任何一位董事、控股股東或主要股東與本項交易均無直接或間接的利益關係。

By Order of the Board  
謹代表董事局

Ren Yuanlin (任元林)  
Executive Chairman (執行主席)  
31 January 2011 (2011年1月31日)