



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

ACQUISITION OF 60% EQUITY INTEREST IN CS MARINE TECHNOLOGY PTE LTD (“CSMT”) (THE “TRANSACTION”)
收購 CS MARINE TECHNOLOGY PTE LTD (以下簡稱 “CSMT”) 60% 的股權 (以下簡稱 “交易”)

The Board of Directors (the “Board”) of Yangzijiang Shipbuilding (Holdings) Ltd. (the “Company” or “YZJ”) is pleased to announce that the Company has today entered into a sale and purchase agreement (the “Agreement”) to acquire 60% equity interest in the registered capital of CS Marine Technology Pte Ltd (“CSMT”).

揚子江船業(控股)有限公司(以下簡稱“公司”)董事局宣佈公司今日簽署一項買賣協議(以下簡稱“協議”), 將收購 CS MARINE TECHNOLOGY PTE LTD (以下簡稱“CSMT”) 60% 的股權。

1. The Transaction
交易

- i. Pursuant to the Agreement, the Company shall acquire 60% equity interest in the registered capital of CSMT.
根據協議, 公司將收購 CSMT 60% 的股權。
- ii. CSMT is a company incorporated in Singapore with a registered paid-up capital of USD 1,000,000.00. Its wholly-owned subsidiary in China, Barber-CS Marine Technology (Shanghai) Co. Ltd is a company specialised in marine consulting, designing and engineering for ship building and offshore.
CSMT 是一家新加坡註冊公司, 註冊資本為 100 萬美金, 其中國全資子公司-巴柏賽斯船舶科技(上海)有限公司是一家專業從事船舶及海洋工程設計, 提供相關技術諮詢的公司。

2. Rationale of the Transaction
交易依据

The Board believes that the proposed Transaction of CSMT will:
董事局相信此項收購將:

- i. enable the Company to tap on the leading ship design expertise to consolidate and strengthen its current in-house design capabilities;
使公司得以借力於 CSMT 領先的船舶設計專業知識, 巩固和加强公司内部设计功能;
- ii. provide the Company an edge over other shipbuilders by offering both existing and prospective customers with high value adding turnkey ship-design services;
為現有及潛在客戶提供更高附加值的船舶設計服務, 從而在船企中脫穎而出。
- iii. enable the Company to tap on the existing clientele of CSMT and in turn, have a positive effect on the Company’s earnings growth; and
使得公司借力于 CSMT 現有的客戶群, 从而將對公司的盈利增长有积极的影响; 及
- iv. provide alternative source of income from ship design to complement the existing shipbuilding business.
為公司提供多一個船舶收入來源, 作為對現有造船主業的補充。

3. Consideration and Terms of Payment

支付對價及付款條件

- i. Net asset of CSMT as at 31 December 2010 is valued at RMB 8,300,000 based on the asset based approach.
CSMT 的淨資產估值為人民幣 830 萬元。
- ii. The total consideration payable by the Company for the acquisition is RMB 5,000,000 which was arrived in accordance with arms' length negotiations on a willing buyer, willing seller basis taking into account, inter alia, the net book value of CSMT as at 31 December 2010.
經過買賣雙方平等自願的協商，並權衡了 2010 年 12 月 31 日 CSMT 賬面淨值，公司應支付的收購對價為 500 萬元人民幣。

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當前截止至 2011 年 12 月 31 日財務年度的每股盈餘及每股淨資產產生顯著影響。

5. Further Information

更多訊息

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)

29 July 2011 (2011 年 7 月 29 日)