



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

PROPOSED SUBMISSION OF APPLICATION FOR DELISTING OF TAIWAN DEPOSITORY RECEIPTS ON THE TAIWAN STOCK EXCHANGE

The Board of Directors (the “**Board**”) of Yangzijiang Shipbuilding (Holdings) Ltd (the “**Company**”) together with its subsidiaries (the “**Group**”) wishes to announce that the Company is proposing to submit an application to delist its Taiwan Depository Receipts (“**TDRs**”) on the Taiwan Stock Exchange (“**TSE**”).

The decision to delist its TDRs on the TSE is in no way indicative of the prospects of the Company. In making its decision to delist, the Board has considered various factors including the following:

1. As at 24 April 2015, there were only 37,158,000 TDRs constituted 15.48% of the initial listing of 240,000,000 TDRs.
2. Taking into consideration of the initial purposes of listing the TDRs to provide a different perspective to the valuation of the Group and better liquidity for the Company’s shares are no longer justifiable, coupled with cost effective consideration and the smaller number of outstanding TDRs held in the hands of the public (15.48% existing public float), the Board is of the view that it is in the best interests of the Company to delist its TDRs on the TSE (“**Proposed Delisting**”).

The Company would submit an application to voluntary withdraw of listing of its TDRs on the TSE in accordance with the relevant laws and regulations of Taiwan.

3. In connection with the Proposed Delisting, all the Directors of the Company except for the Independent Non-Executive Directors shall be obliged under the Article 50-3 of the Taiwan Stock Exchange Corporation (“**TWSE**”) Operating Rules and Article 3 of the Procedures for Application by TWSE Listed Companies for the Delisting of Securities, and upon conditional approval of the Proposed Delisting by TWSE, on and subsequent to the date of delisting, to repurchase all the TDRs that remain outstanding in accordance with the TWSE Delisting Rules. In this respect, Mr. Ren Yuanlin, the substantial shareholder and the Executive Chairman of the Company, together with Mr. Xu Wen Jiong, the Non-Independent Director of the Company, have expressed their willingness to repurchase all the outstanding TDRs from the existing TDR holders. Mr. Ren Yuanlin shall also provide a banker guarantee to the TWSE in order to guarantee his undertaking for the repurchase of TDRs.
4. As at 27 April 2015, the shares held by Mr. Ren Yuanlin in the share capital of the Company amounted to 1,003,200,000 ordinary shares, representing approximately 26.18% of the issued shares of the Company (excluding treasury shares). Assuming Mr. Ren Yuanlin would repurchase the entire 37,158,000 TDRs which is equivalent to 18,579,000 underlying shares of the Company, representing approximately 0.48% of the issued shares (excluding treasury shares), the shares held by Mr. Ren Yuanlin after the repurchase of TDRs will be 1,021,779,000 ordinary shares representing approximately 26.67% of the issued shares of the Company (excluding treasury shares). The repurchase of TDRs will not trigger the 1% ruling under the Take-Over Code of Singapore.
5. Pursuant to Article 3 of the TWSE Delisting Rules, the repurchase price shall not be lower than total equity of the Company (“**net worth**”) per share stated in the Company’s

most recent audited financial statements, adjusted for Taiwan GAAP, and the simple arithmetic mean of the average closing prices of the Company's TDRs during the one-month period immediately preceding the date of the resolution passed by the Board approving the application for delisting of the TDRs (the "Offer Price"). Furthermore, the repurchase obligation has to be effective for a period of 50 days commencing on the date of delisting of the TDRs (the "Offer Period") and the payment shall be settled upon the end of the Offer Period. Based on the provisions as specified above and with reference to the simple arithmetic mean of the average closing prices of the TDRs from 25 March 2015 to 24 April 2015 (both dates inclusive), the Board therefore resolved that the Offer Price would be calculated as NTD 14.76 (S\$0.63) per unit of TDR. The net worth per share in the Company's most recent audited financial statements as at 31 December 2014 was amounted to NTD 14.00 (S\$0.60).

5. With respect to the repurchase obligation as stated above, the Company and the relevant Directors would perform such obligations to the extent permitted by the applicable rules, regulations and laws of the jurisdictions where the Company was incorporated and where the Company's underlying shares that the TDRs represented were listed (i.e. Singapore).
6. The Proposed Delisting shall be conditional upon SGX-ST's approval, if required.
7. Shareholders are advised to exercise caution in trading their underlying shares. The Company will make the necessary announcements when there are further material developments to the Proposed Delisting. Shareholders are advised to read this announcement and any further announcement(s) by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

謹代表董事局

Ren Yuanlin / 任元林

Executive Chairman 執行主席

27 April 2015 / 2015 年 4 月 27 日