

YORKSHINE HOLDINGS LIMITED

Registration No. 198902648H

Incorporated in the Republic of Singapore

DISCLOSEABLE TRANSACTION UNDER THE LISTING MANUAL - DISPOSAL OF LAND USE RIGHT

The Board is pleased to announce that on 14 March 2017, the Vendor, a wholly-owned subsidiary of the Company, entered into the Transfer Agreement with the Purchaser, pursuant to which the Vendor agreed to sell and the Purchaser agreed to purchase the Land Use Right at the consideration of RMB3,250,000 (approximately US\$471,096).

The Land Use Right is located at North to the Fu Yuan Road and East to the Chuang Ye Da Dao, Ruan Zhong Village, Da Duo Town, Xing Hua City, with a total gross floor area of approximately 21,677.60 square meters.

IMPLICATIONS UNDER LISTING MANUAL

As one of the relative figures computed on the bases set out in Rule 1006 of the Listing Manual exceeds 5% but does not exceed 20%, the Disposal constitutes a discloseable transaction under Chapter 10 of the Listing Manual and is subject to announcement requirements but is exempt from the shareholders' approval requirement under Rule 1010 of the Listing Manual.

THE TRANSFER AGREEMENT

Date

14 March 2017 (after trading hours)

Parties

Vendor: Novowell Lamination

Purchaser: The People's government, Da Duo Town, Xing Hua City, Taizhou

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, the Purchaser and its ultimate beneficial owner(s) are third parties independent of the Company and connected persons (as defined in the Listing Rules) of the Company.

Land Use Right to be disposed

The Land Use Right, in respect of the land located at North to the Fu Yuan Road, East to the Chuang Ye Da Dao, Ruan Zhong Village, Da Duo Town, Xing Hua City with a total gross floor area of approximately 21,677.60 square meters.

The Land Use Right has been used as one of the factory plant of the Group.

The total book value of the Land Use Right as stated in the Company's unaudited financial statements as at 31 October 2016 was approximately US\$314,506 (approximately equivalent to RMB2,169,714).

Consideration

Pursuant to the Transfer Agreement, the consideration of RMB3,250,000 (approximately US\$471,096) ("**Consideration**") shall be paid in the following manner:

- (i) RMB1,625,000 will be paid to the Vendor by the Purchaser upon transfer of the legal title and the issuance of new land use right;
- (ii) The remaining balance of RMB1,625,000 shall be paid upon Completion.

The Consideration was determined after arm's length negotiation between Vendor and Purchaser, having considered the current market conditions and land price in the surrounding areas.

Completion

Pursuant to the Transfer Agreement, Completion will take place on or before 28 March 2017. On Completion, the Land Use Right shall be delivered by the Vendor to the Purchaser in vacant possession and on "as is" basis.

INFORMATION OF THE GROUP

The Group is principally engaged in trading and distribution, tinplate manufacturing and metal packaging business.

INFORMATION OF THE PURCHASER

The Purchaser is the People's government of Da Duo Town, Xing Hua City, Taizhou.

REASONS FOR AND BENEFITS OF THE DISPOSAL AND USE OF PROCEEDS

The Board considers that the Disposal represents a good opportunity for the realisation of the Group's investment in the Land Use Right. The proceeds from the Disposal will be used for repayment of loans.

The Board considers that the Disposal and the terms of the Transfer Agreement including the Consideration are on normal commercial terms, fair and reasonable and in the interests of the Group and the Shareholders as a whole.

IMPLICATIONS UNDER THE LISTING MANUAL

The calculations of the relative figures for six months ended 31 October 2016 under Rule 1006 of the Listing Manual are set out below:

- (a) Net asset value of the Land Use Right compared with the Group's net asset value

$$\text{US\$314,506/US\$3,828,000} \times 100\% = 8.2\%$$

- (b) Net loss of the Land Use Right compared with the Group's net loss

Not applicable

- (c) The Consideration compared with the Company's market capitalisation based on the total number of Shares as of 14 March 2017

$$\text{US\$471,096/US\$89,359,326} \times 100\% = 0.5\%$$

- (d) The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.

Not applicable.

- (e) The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.

Not applicable.

As one of the relative figures computed on the bases set out in Rule 1006 of the Listing Manual exceeds 5% but does not exceed 20%, the Disposal constitutes a discloseable transaction under Chapter 10 of the Listing Manual and is subject to reporting and announcement requirements but is exempt from the shareholders' approval requirement under Rule 1010 of the Listing Manual.

FINANCIAL EFFECTS

For illustrative purposes only, based on the latest audited consolidated financial statements of the Group for the financial year ended 30 April 2016 and assuming that the Disposal had been effected at the end of the financial year ended 30 April 2016, the financial effects of the Disposal on the Group's Net Tangible Liabilities are set out below:

	Before the Disposal	After the Disposal
Net Tangible Liabilities per Share (US cents)	1.24	0.96

For illustrative purposes only, based on the latest audited consolidated financial statements of the Group for the financial year ended 30 April 2016 and assuming that the Disposal had been effected at the beginning of the financial year ended 30 April 2016, the financial effects of the Disposal on the Group's Earnings Per Shares are set out below:-

	Before the Disposal	After the Disposal
Loss Per Share (US cents)	9.47	9.38

POSSIBLE FINANCIAL EFFECT ON THE DISPOSAL

Based on the unaudited total book value of the Land Use Right of approximately US\$314,506 (approximately equivalent to RMB2,169,714) as at 31 October 2016, the stamp duty and other expenses in relation thereto, the Company expects to record an unaudited profit from the Disposal of approximately US\$156,590 (approximately equivalent to RMB1,080,286) upon Completion.

Shareholders should note that the above figures are for illustrative purpose only. The actual gain on the Disposal may be different from the above and will be determined based on the total book value of the Land Use Right and the relevant expenses incurred on the date of Completion and subject to the review by the Group's auditors.

INTERESTS OF DIRECTORS OR CONTROLLING SHAREHOLDERS

None of the Directors or controlling shareholders of the Company has any interest, direct or indirect, in the Disposal and they are not required to abstain from voting on the board resolution, save for their shareholdings (if any) in the Company.

SERVICE CONTRACT

There are no directors proposed to be appointed to the Company in connection with the Disposal.

DEFINITIONS

In this announcement, unless the context otherwise requires the following expressions have the following meanings:

“Board”	the board of Directors
“Completion”	the completion of the Disposal
“Company”	Yorkshine Holdings Limited, a company incorporated in Singapore with limited liability and whose Shares are listed on the Stock Exchange and SGX-ST
“Directors”	the director(s) of the Company (including executive Directors and independent non-executive Directors)
“Disposal”	the disposal of the Land Use Right pursuant and subject to the terms and conditions of the Transfer Agreement
“Group”	the Company and its subsidiaries from time to time

“RMB”	Renminbi, the lawful currency of the People’s Republic of China
“PRC”	The People’s Republic of China
“Listing Manual”	the listing manual of the Mainboard of the SGX-ST
“Novowell Lamination”	Novowell Lamination Technology (Taizhou) Limited.* (新源同昌覆膜科技(泰州)有限公司), a company incorporated in the “PRC” and a wholly-owned subsidiary of the Company
“Transfer Agreement”	the transfer of land use right agreement entered into between the Vendor and the Purchaser on 14 March 2017 in respect of the Disposal
“Land Use Right”	the land use right of the land locates at North to the Fu Yuan Road and East to the Chuany Ye Da Dao, Ruan Zhong Village, Da Duo Town, Xing Hua City, with a total gross floor area of approximately 21,677.60 square meters.
“Purchaser”	The People’s government, Da Duo Town, Xing Hua City, Taizhou
“SGX-ST”	Singapore Exchange Securities Trading Limited
“Share(s)”	ordinary share(s) in the share capital of the Company
“Shareholder(s)”	holder(s) of the Shares
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“Vendor”	Novowell Lamination
“US\$”	United States Dollar, the lawful currency of the United States of America
“%”	per cent.

For the purposes of this announcement, the exchange rate of US\$1.00 to RMB6.8988 has been used, where applicable, for illustration purposes only and does not constitute any representation that any amount has been, could have been or may be exchanged at such rate or any other rates or at all on the date or dates in question or any other date.

BY ORDER OF THE BOARD

Chow Kin Wa
Executive Director and Chief Executive Officer
14 March 2017

** For identification purpose only*