



DELONG HOLDINGS LIMITED (REG NO. 199705215G)

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- (A) THE PROPOSED ACQUISITION OF 51% EQUITY STAKE IN ANHUI SHOUKUANG DACHANG METAL MATERIAL CO., LTD BY THE COMPANY'S INDIRECT WHOLLY-OWNED SUBSIDIARY, DELONG STEEL LIMITED (THE "PROPOSED ACQUISITION");
 - (B) THE PROPOSED DIVERSIFICATION OF THE CORE BUSINESS OF THE GROUP TO INCLUDE THE ASSET MANAGEMENT BUSINESS;
 - (C) THE PROPOSED EXPANSION OF THE SCOPE AND GEOGRAPHICAL LOCATION OF THE GROUP'S STEEL BUSINESS TO SOUTHEAST ASIA, IN PARTICULAR INDONESIA AND THE OTHER ASEAN COUNTRIES; AND
 - (D) THE PROPOSED JOINT VENTURE WITH SHANGHAI DECENT INVESTMENT (GROUP) CO., LTD AND PT. INDONESIA MOROWALI INDUSTRIAL PARK

RECEIPT OF LETTER OF CLEARANCE AND APPROVAL-IN-PRINCIPLE FROM THE SGX-ST

1. INTRODUCTION

Reference is made to the announcements by Delong Holdings Limited (the "**Company**", together with its subsidiaries, the "**Group**") on 10 May 2017, 12 June 2017, 7 August 2017, 27 November 2017 and 29 November 2017 (the "**Announcements**") in relation to the following transactions:

- (i) the proposed acquisition by the Group's subsidiary Delong Steel Limited ("**Delong Steel**") of 51% of the equity stake in Anhui Shoukang Dachang Metal Materials Limited Company (安徽首矿大昌金属材料有限公司) from Beijing Shougang Mining Investment Co., Ltd. (北京首钢矿业投资有限责任公司) (the "**Proposed Acquisition**"); and
- (ii) the proposed joint venture between Delong Steel Singapore Projects Pte Ltd, the Company's indirect wholly-owned subsidiary, Shanghai Decent Investment (Group) Co., Ltd (上海鼎信投资 (集团) 有限公司) ("**Shanghai Decent**") and PT. Indonesia Morowali Industrial Park (印尼经贸合作区青山园区开发有限公司) ("**Morowali**") to *inter alia* invest and construct a steel project at Tshingshan Park (the "**Steel Project**"), and to set up a joint venture company in Indonesia (the "**JV Co**") for such purpose (the "**Proposed JV**").

All capitalised terms used and not defined herein shall have the same meanings given to them in the Announcements.

2. RECEIPT OF LETTER OF CLEARANCE FROM SGX-ST

- 2.1. Further to the Announcements, the Board wishes to announce that the Singapore Exchange Securities Trading Limited (the "**SGX-ST**"), in its letter dated 1 December 2017, advised that it

has no comment on the draft circulars to Shareholders in relation to the Proposed JV and Proposed Acquisition, based on the assumptions that the circulars comply with the rules of the listing manual of the SGX-ST (the “**Listing Rules**”) and the Company has disclosed all the information required by the Listing Rules in the circulars.

- 2.2. Further information on the Proposed JV and Proposed Acquisition will be set out in the circulars to be despatched by the Company in due course.

3. RECEIPT OF LETTER OF CLEARANCE FROM SGX-ST

- 3.1. Further to the above, the Board is pleased to announce that the Company has received the approval-in-principle from the SGX-ST on the Proposed Acquisition on 1 December 2017 (the “**Acquisition AIP**”), subject to the following conditions:

- (a) Compliance with SGX-ST’s listing requirements;
- (b) Shareholders’ approval being obtained for the Proposed Acquisition;
- (c) The Company announcing the waiver granted for Listing Rule 1015(2) (the requirement for the Target to be profitable and to comply with Rule 210(4)(a)), the reasons for seeking the waiver and the conditions as required under Listing Rule 107;
- (d) Submission of a written confirmation from the Company that the waiver does not contravene any laws and regulations governing the Company and the articles of association of the Company;
- (e) the Proposed Acquisition will not result in a change of control of the Company;
- (f) Submission of an undertaking from the Company to provide quarterly updates via SGXNet on the status of approvals obtained for the necessary licences/permits, land use rights and exploration rights;
- (g) Submission of an undertaking from the Company that it will seek prior shareholders’ approval should the Company decide to develop the Fanqiao Mine and/or the Zhouji Mine;
- (h) Submission of an undertaking from the Company that it will announce the disbursement of funds for the Anhui Steel Project and verification by its auditors, Deloitte & Touche LLP, as and when funds are disbursed for the Anhui Steel Project; and
- (i) Submission of undertaking from Mr. Ding Liguu and his associates to observe a moratorium on their shares in the Company commencing from the date of the undertaking until a date falling 6 months from the date of completion of the Proposed Acquisition in accordance with Rules 227, 228 and 229 of the Listing Manual.

- 3.2. Approval-in-principle granted by the SGX-ST is not to be taken as an indication of the merits of the Proposed Acquisition, the Company, its subsidiaries or its securities.

BY ORDER OF THE BOARD

Ding Liguu
Executive Chairman
1 December 2017