
INCORPORATION OF A JOINT VENTURE COMPANY

- RECEIPT OF APPROVAL-IN-PRINCIPLE FOR THE PROPOSED JOINT VENTURE

1. INTRODUCTION

Reference is made to the announcements made by Delong Holdings Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) on 12 June 2017 and 7 August 2017 (the “**Announcements**”) in relation to 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**”). The Company further announced that approval-in-principle (“**AIP**”) had been obtained on 27 November 2017 (the “**AIP Announcement**”) from the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) for the Proposed JV, subject to, *inter alia*, the key conditions as provided in the AIP Announcement.

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

2. RECEIPT OF APPROVAL-IN-PRINCIPLE

Further to the Announcements and AIP Announcement, the Company wishes to announce that the Company has received an approval-in-principle from the SGX-ST dated 28 November 2017 (the “**Revised AIP**”) in respect of the Proposed JV, subject to the following revised conditions:-

- (a) Compliance with the SGX-ST’s listing requirements;
- (b) Shareholders’ approval being obtained at the forthcoming EGM for the Proposed JV;
- (c) The Company announcing the waiver granted for Listing Rule 1015(2) (the requirement for the Proposed JV to be profitable and to comply with Listing 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 JV will not result in a change of control of the Company;

- (f) Submission of an undertaking from the Company to announce the outcome of the review by the Company's auditors, Deloitte & Touche LLP, on the verification of the Group's cash and cash equivalents and payment of employee compensation;
- (g) Submission of an undertaking from the Company that it will announce the disbursement of funds for the Proposed JV and verification by its auditors, Deloitte & Touche LLP, as and when funds are disbursed for the Proposed JV; and
- (h) Submission of an undertaking from Mr. Ding Liguó 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 subscription of shares in the Proposed JV in accordance with Rules 227, 228 and 229 of the Listing Manual.

In relation to the condition set out in sub-paragraph (c) above, the Company had previously announced on 7 August 2017 the waiver granted for Listing Rule 1015(2) (the requirement for the Proposed JV to be profitable and to comply with Listing Rule 210(4)(a)), the reasons for seeking the waiver and the conditions as required under Listing Rule 107. The written confirmation and undertakings referred to in sub-paragraphs (d), (f), (g) and (h) will be separately submitted to the SGX-ST.

The Revised AIP is not to be taken as an indication of the merits of the Proposed JV, the Company, its subsidiaries or its securities.

The Company will make further announcements in relation to the Proposed JV as and when appropriate or necessary.

BY ORDER OF THE BOARD

Ding Liguó
Executive Chairman
29 November 2017