

YANTAI RAFFLES SHIPYARD LIMITED

(Incorporated in the Republic of Singapore)
(Registration No. 199401560D)

PROXY FORM – EXTRAORDINARY GENERAL MEETING

I/We, _____ (name) of _____ (address) being a member/members of YANTAI RAFFLES SHIPYARD LIMITED (the “Company”), hereby appoint:

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

and/or (delete as appropriate)

Name	Address	NRIC/Passport No.	Proportion of Shareholdings	
			No. of Shares	%

or failing him/her, the Chairman of the Extraordinary General Meeting, as my/our proxy/proxies to attend and to vote for me/us on my/our behalf and, if necessary, to demand a poll at the Extraordinary General Meeting of the Company to be held on **11 June 2010 at 4.30p.m. (Singapore Time)** (or as soon as practicable immediately following the conclusion or adjournment of the Annual General Meeting of the Company to be held at **3.30p.m. (Singapore Time)** on the same day and at the same place) at **No. 1 Claymore Drive, #08-04 Orchard Towers, Singapore 229594** and at any adjournment thereof.

(Please indicate with an “X” in the spaces provided whether you wish your vote(s) to be cast for or against the resolution(s) as set out in the Notice of Extraordinary General Meeting. In the absence of specific directions, the proxy/proxies will vote or abstain as he/she/they may think fit, as he/she/they will on any other matter arising at the Extraordinary General Meeting.)

	SPECIAL BUSINESS	For	Against
Resolution	That the name of the Company be changed from “YANTAI RAFFLES SHIPYARD LIMITED” to “ CIMC RAFFLES OFFSHORE (SINGAPORE) LIMITED ”, and that the name “ CIMC RAFFLES OFFSHORE (SINGAPORE) LIMITED ” be substituted for “YANTAI RAFFLES SHIPYARD LIMITED” wherever the latter appears in the Company’s Memorandum and Articles of Association.		

Date this _____ day of _____

Total Number of Shares held in :	
Register of Members	

Signature of member or Common Seal

IMPORTANT : PLEASE READ THE NOTES OVERLEAF

NOTES :

1. Please insert the total number of shares held by you. If you have shares registered in your name in the Register of Members, you should insert that number of shares. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the shares held by you.
2. A member of the Company entitled to attend and vote at a meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
3. Where a member appoints two proxies, the member must specify the proportion of shareholdings (expressed as a percentage of the whole) to be represented by each proxy. If no proportion of shareholdings is specified, the proxy whose name appears first shall be deemed to carry 100 per cent of the shareholdings of his/her/its appointor and the proxy whose name appears after shall be deemed to be appointed in the alternate.
4. The instrument appointing a proxy or proxies must be deposited at 6 Temasek Boulevard, #29-00 Suntec Tower Four Singapore 038986 marked to the attention of the Company Secretary **not less than 48 hours before the time appointed for the meeting.**
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or of his/her attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General :

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies.