

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*



## **Titan Petrochemicals Group Limited**

(Provisional Liquidators appointed)  
(Incorporated in Bermuda with limited liability)  
(Stock Code: 1192)

### **UPDATE ON SUSPENSION OF TRADING**

#### **UPDATE ON SUSPENSION OF TRADING**

This announcement is made by the board (the “**Board**”) of directors (the “**Directors**”) of Titan Petrochemicals Group Limited (the “**Company**”, together with its subsidiaries, the “**Group**”), pursuant to Rule 13.24A of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”).

Reference is made to the announcement of the Company dated 1 April 2014 in relation to, among other things, the update on suspension of trading of Shares pursuant to Rule 13.24A of the Listing Rules (the “**Update Announcement**”).

#### **Listing Status of the Company**

On 22 November 2013, the Listing Division of the Hong Kong Stock Exchange Limited issued a letter to inform the Company that they have decided to place the Company in the second stage of delisting under Practice Note 17 to the Listing Rules and required the Company to submit a viable resumption proposal at least 10 business days before the second stage of delisting expires (i.e. 5 May 2014).

The Board is pleased to announce that the Company has submitted a resumption proposal on 5 May 2014. The Company has also entered into certain agreements in relation to its business development and debt restructuring. Further details of the agreements will be disclosed in a separate announcement to be released by the Company.

#### **Recent Business Developments**

As disclosed in the announcements of the Company dated 11 April 2014 and 15 April 2014, the Company, Titan Quanzhou Shipyard Co., Ltd (“**TQS**”), a wholly-owned subsidiary of the Company, and FELS Offshore Pte Ltd (“**FELS**”) entered into a management services agreement (the “**Management Services Agreement**”), pursuant to which FELS has conditionally agreed to provide management services for the operations of shipyard in Quanzhou, the PRC (the “**Shipyard**”) owned by TQS for a term of 30 years from the date of which the conditions precedent are satisfied (or such other period as TQS and FELS may mutually agree in writing from time to time).

As set out in the announcement of the Company dated 14 April 2014, the Company was notified by Guangdong Zhenrong Energy Co. Ltd (“**GZE**”), the controlling shareholder of the Company, that GZE, in consideration of FELS entering into the Management Services Agreement, entered into the Deed of Undertaking in favour of FELS, pursuant to which GZE unconditionally and irrevocably undertakes to and for the benefit of FELS and all of its related corporations, among other things, that (i) GZE shall, after the signing of the Deed of Undertaking, procure the Company to provide to TQS working capital and, if the Company fails to do so, GZE shall provide (whether directly or indirectly) to TQS working capital; (ii) GZE shall take all steps as may be required, necessary or relevant to ensure that the effective date of the Management Services Agreement occurs on or before the 31 December 2014; and (iii) if the effective date of the Management Services Agreement does not occur on or before 31 December 2014; or TQS becomes insolvent, or admits in writing its inability to pay its debts when due, or a resolution is passed by TQS for its winding up or dissolution, or any order of the relevant court is made for the appointment of a liquidator or judicial manager of TQS or any receiver over the whole or any part of TQS’s assets (collectively, the “**Specified Events**”), GZE shall, upon the occurrence of any of the Specified Events take over the Shipyard and procure that TQS enters into a novation agreement with FELS. Pursuant to the Deed of the Undertaking, GZE also agrees to take all steps necessary or desirable to promote the business of TQS, including (without limitation) procuring the entry of customer contracts between GZE and TQS pursuant to which GZE will purchase certain rigs, floating platforms and vessels from TQS.

### **Publication of outstanding financial results**

The Company has published (i) the interim report for the six months ended 30 June 2012 and the annual report for the year ended 31 December 2012 on 9 April 2014; (ii) the announcements for the interim results for the six months ended 30 June 2013 and annual results for the year ended 31 December 2013 on 2 May 2014; and (iii) the interim report for the six months ended 30 June 2013 and the annual report for the year ended 31 December 2013 on 30 May 2014.

### **Debt Restructuring**

On 2 May 2014, the Company, Titan Storage Limited (“**TSL**”), a wholly-owned subsidiary of the Company, and certain creditors (which include KTL Camden Inc., Edinburgh Navigation S.A. and KTL Mayfair Inc., collectively, the “**Creditors**”), entered into a settlement agreement (the “**Settlement Agreement**”), pursuant to which the parties have agreed, (i) on the amounts of claims by the Creditors (collectively, the “**Creditor Debt**”) to be recognized as unsecured claims (the “**Agreed Claim Amounts**”) in the proposed debt restructuring of the Company (the “**Restructuring**”) by way of one or more schemes of arrangement (the “**Schemes**”) as announced by the Company on 25 November 2013; (ii) that subject to and upon receipt by the Creditors of the full cash payment under the Schemes of HK\$0.10 for every HK\$1.00 of the Agreed Claim Amounts (the “**Settlement Payment**”), the parties will be released from all liabilities arising out of or in connection with the Creditor Debt, the creditor debt documents and the subject matter thereof and any previous arrangement between the Company, TSL and the Creditors in relation to the arbitration proceedings for the claims by the Creditors against TSL and the Company (the “**Arbitration Proceedings**”); (iii) that promptly and in any event within three business days of the date of the Settlement Agreement, the parties will take all steps reasonably required to effect a stay of the Arbitration Proceedings; and (iv) that promptly and in any event within three business days upon the Settlement Payment has been made, the parties will take all steps to inform the arbitral tribunal that the Arbitration Proceedings have been settled and/or terminated. Details of the Settlement Agreement are set out in the announcement of the Company dated 5 May 2014.

On 17 April 2014, the Company and Titan Shipyard Holdings Limited (“TSHL”), a wholly-owned subsidiary of the Company, entered into a support agreement (the “**Support Agreement**”) with Kawasaki Kisen Kaisha Ltd (“**Kawasaki**”), the note holder of the US\$25,000,000 1% guaranteed exchangeable notes due 2013 (the “**K-Line Notes**”) issued by TSHL and guaranteed by the Company, pursuant to which the parties have agreed that the claims of Kawasaki under the K-Line Notes shall be compromised, terminated and/or discharged upon its receipt of consideration being no less than HK\$0.10 for every HK\$1.00 of the agreed claim amounts in cash under the Restructuring by way of participation in a scheme of arrangement or otherwise. Details of the Support Agreement are set out in the announcement of the Company dated 5 May 2014.

### **Bermuda proceedings**

As disclosed in the Company’s announcement dated 19 May 2014, the hearing of the winding up petition against the Company by KTL Camden Inc. was further adjourned to 11 July 2014 (Bermuda time).

Save as disclosed in this announcement, there are no other major updates on the suspension of trading since the date of the Update Announcement.

### **CONTINUED SUSPENSION OF TRADING**

Trading in the ordinary shares of the Company was suspended with effect from 9:00 a.m. on 19 June 2012 and will remain suspended until further notice.

By Order of the Board  
**Titan Petrochemicals Group Limited**  
**TANG Chao Zhang**  
*Executive Director*

Hong Kong, 30 May 2014

*As at the date of this announcement, the executive directors are Mr. Zhao Xu Guang (Chairman), Mr. Tang Chao Zhang, Mr. Wong Siu Hung Patrick and Mr. Fu Yong Yuan; the non-executive directors are Mr. Fan Qinghua and Mr. Hu Zhong Shan; and the independent non-executive director are Mr. Foo Meng Kee, Mr. Lau Fai Lawrence and Mr. Cheung Hok Fung Alexander.*