



**YANGZIJIANG FINANCIAL HOLDING LTD.**  
(Incorporated in the Republic of Singapore)  
(Company Registration No.: 202143180K)

**NOTICE OF SECOND ANNUAL GENERAL MEETING**

NOTICE IS HEREBY GIVEN that the Second Annual General Meeting (“AGM”) of Yangzijiang Financial Holding Ltd. (the “Company”) will be held at Big Picture Theatre, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 on Wednesday, 24 April 2024 at 2.00 p.m. to transact the following business:-

**ORDINARY BUSINESS**

- To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2023 together with the Directors’ Statement and the Auditors’ Report thereon. **(Resolution 1)**
- To declare a tax exempt (one-tier) final dividend of S\$0.022 per ordinary share in respect of the financial year ended 31 December 2023. **(Resolution 2)**
- To approve the proposed Directors’ fees of S\$288,000 for the financial year ended 31 December 2023. **(Resolution 3)**
- To re-elect Mr Ren Yuanlin, who is retiring pursuant to Regulation 98 of the Company’s Constitution. **(Resolution 4)**  
[See Explanatory Note (a)]
- To re-elect Mr Yee Kee Shian, Leon, who is retiring pursuant to Regulation 98 of the Company’s Constitution. **(Resolution 5)**  
[See Explanatory Note (b)]
- To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors and to authorise the Directors to fix their remuneration. **(Resolution 6)**

**SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following as Ordinary Resolutions with or without modifications:

**7. AUTHORITY TO ALLOT AND ISSUE SHARES**

THAT:

- pursuant to Section 161 of the Companies Act 1967 (the “Act”) and the listing rules of the Singapore Exchange Securities Trading Limited (“SGX-ST”), authority be and is hereby given to the Directors of the Company to:
  - issue ordinary shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
  - make or grant offers, agreements, or options (each an “Instrument”) that might or would require Shares to be issued, including but not limited to the creation and issue of (as well as adjustments to) warrants, debentures, or other instruments convertible into Shares; and/orat any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and
- issue Shares in pursuance of any Instruments made or granted by the Directors while such authority was in force (notwithstanding that such issue of Shares pursuant to the Instruments may occur after the expiration of the authority contained in this resolution), provided that:
  - the aggregate number of the Shares to be issued pursuant to such authority (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority), does not exceed 50% of the total number of issued Shares (as calculated in accordance with paragraph (2) below), and provided further that where shareholders of the Company are not given the opportunity to participate in the same on a pro-rata basis, then the Shares to be issued under such circumstances (including the Shares to be issued in pursuance of Instruments made or granted pursuant to such authority) shall not exceed 20% of the total number of issued Shares (as calculated in accordance with paragraph (2) below);
  - (subject to such manner of calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of the Shares that may be issued under paragraph (1) above, the total number of issued Shares shall be based on the issued Shares of the Company (excluding treasury shares and subsidiary holdings) at the time such authority was conferred, after adjusting for:
    - new Shares arising from the exercise of any convertible securities or the exercising of share options or the vesting of share awards which are outstanding or subsisting at the time such authority was conferred; and
    - any subsequent consolidation or subdivision of the Shares;
  - in exercising the authority conferred by this Resolution, the Company shall comply with the requirements imposed by the SGX-ST from time to time and the provisions of the Listing Manual of the SGX-ST for the time being in force (in each case, unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Act and otherwise, and the Constitution of the Company for the time being; and
  - (unless revoked or varied by the Company in a general meeting) the authority so conferred shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by which the next annual general meeting of the Company is required by law to be held, whichever is earlier.  
[See Explanatory Note (c)] **(Resolution 7)**

**8. RENEWAL OF SHARE PURCHASE MANDATE**

THAT:

- for the purposes of the Act and the Listing Manual of the SGX-ST, the Directors be and are hereby authorised to exercise all the powers of the Company to purchase or otherwise acquire the issued ordinary shares in the capital of the Company (the “Shares”) not exceeding in aggregate the Prescribed Limit (as hereinafter defined) during the Relevant Period (as hereinafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereinafter defined), whether by way of:
  - on-market purchases (“Market Purchases”) transacted on the SGX-ST through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
  - off-market purchases (“Off-Market Purchases”) (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other provisions of the Act and the Listing Manual of the SGX-ST as may for the time being be applicable (the “Share Purchase Mandate”);
- unless varied or revoked by the Company in a general meeting, the authority conferred on the Directors pursuant to the Share Purchase Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the passing of this Resolution and expiring on the earlier of:
  - the date on which the next Annual General Meeting of the Company is held or required by law or the Constitution to be held;
  - the date on which purchases or acquisitions of Shares by the Company pursuant to the Share Purchase Mandate are carried out to the full extent mandated; or
  - the date on which the authority contained in the Share Purchase Mandate is varied or revoked by the shareholders of the Company in a general meeting;
- in this Resolution:

“Prescribed Limit” means that number of Shares representing 10% of the issued ordinary share capital as at the date of the passing of this Resolution, unless the Company has effected a reduction of its share capital in accordance with the applicable provisions of the Act at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered;

“Relevant Period” means the period commencing from the date on which the Annual General Meeting at which this Resolution is passed and expiring on the date the next Annual General Meeting is held or is required by law or the Constitution to be held, whichever is the earlier, after the date of this Resolution; and

“Maximum Price” means in relation to a Share to be purchased, means an amount (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) not exceeding:
  - in the case of a Market Purchase: 105% of the Average Closing Price; and
  - in the case of an Off-Market Purchase pursuant to an equal access scheme: 120% of the Average Closing Price,where:

“Average Closing Price” means the average of the closing market prices of a Share over the last five market days, on which transactions in the Shares were recorded, immediately preceding the day of the Market Purchase or, as the case may be, the day of the making of the offer pursuant to an Off-Market Purchase, and deemed to be adjusted for any corporate action that occurs after such five-market day period; and

“day of the making of the offer” means the day on which the Company announces its intention to make an offer for the purchase of Shares from shareholders of the Company, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase; and
- the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this Resolution.  
[See Explanatory Note (d)] **(Resolution 8)**

- To transact any other business which may be properly transacted at an Annual General Meeting.

By Order of the Board

Lee Wei Hsiung  
Company Secretary  
9 April 2024  
Singapore

**Explanatory Notes:**

- Detailed information on Mr Ren Yuanlin, who is seeking re-election as a Director of the Company, is under “Board of Directors” section on page 9 and “Disclosure of information on seeking re-election pursuant to Rule 720(6) of the Listing Rules of the SGX-ST” on pages 59 to 63 of the Annual Report 2023.  
Mr Ren Yuanlin will, upon re-election, remain as an Executive Chairman of the Company and be appointed as the Chief Executive Officer upon his re-election as a Director at the AGM.
- Detailed information on Mr Yee Kee Shian, Leon, who is seeking re-election as a Director of the Company, is under “Board of Directors” section on page 10 and “Disclosure of information on seeking re-election pursuant to Rule 720(6) of the Listing Rules of the SGX-ST” on pages 64 to 68 of the Annual Report 2023.  
Mr Yee Kee Shian, Leon will, upon re-election, remain as the Chairman of the Nominating and Remuneration Committees and Member of the Audit and Risk Committee and will be considered independent for the purpose of Rule 704(8) of the Listing Manual. There are no relationships (including immediate family relationships) between Mr Yee Kee Shian, Leon and the other Directors, or the Company, or its substantial shareholders.
- The proposed ordinary resolution 7, if passed, will empower the Directors of the Company from the date of the above meeting to issue shares in the Company up to an amount not exceeding in total 50% of the total number of issued shares in the capital of the Company with a sub-limit of 20% other than on a pro-rata basis to shareholders for the time being for such purposes as they consider would be in the interest of the Company. The authority will, unless previously revoked or varied at a general meeting, expire at the next annual general meeting of the Company.
- The proposed ordinary resolution 8, if passed, will empower the Directors of the Company from the date of the above meeting until the date of the next annual general meeting of the Company to purchase or acquire up to 10% of the issued ordinary share capital (excluding the shares held in treasury and subsidiary holdings) of the Company as at the date of the passing of this Resolution. Details of the proposed Share Purchase Mandate are set out in the Appendix to the Annual Report 2023 which is available online for information.
  - As at 11 March 2024 (the “Latest Practicable Date”), the Company has, since the date of the last annual general meeting, purchased a total of 136,638,800 shares by way of market purchase at an aggregate consideration of S\$45,290,666.
  - The amount of financing required for the Company to further purchase or acquire its shares, and the impact on the Company’s financial position, cannot be ascertained as at the date of this Notice of the AGM as this will depend on the number of the shares purchased or acquired and the price at which such shares were purchased or acquired.
  - The financial effects of the purchase or acquisition of shares by the Company pursuant to the proposed Share Purchase Mandate on the Group’s audited financial statements for the financial year ended 31 December 2023 are set out in the Appendix to the Annual Report 2023 and are for illustration only.

**NOTES:**

- The Company is pleased to announce that its Second AGM will be held at Big Picture Theatre, Level 9, Capital Tower, 168 Robinson Road, Singapore 068912 on Wednesday, 24 April 2024 at 2.00 p.m. (Singapore time). There will be no option for shareholders to participate virtually.
- The Notice of AGM and Proxy Form are made available to members via publication on the SGX website at <https://www.sgx.com/securities/company-announcements> and on the Company’s website at [www.yzjfin.com](http://www.yzjfin.com). Printed copies of this Notice of AGM and the accompanying Proxy Form will be sent to shareholders via post. Printed copies of the Annual Report will not be sent to shareholders. Shareholders who wish to receive a printed copy of the Annual Report should request the same via email to [public@yzjfin.com](mailto:public@yzjfin.com).
- Participation in the AGM  
Shareholders, proxyholders and persons who hold shares of the Company through relevant intermediaries (“Relevant Intermediaries”) (as defined in Section 181 of the Act), including Central Provident Fund (“CPF”) and Supplementary Retirement Scheme (“SRS”) investors will be able to attend the AGM by:
  - Attending the physical AGM in person;
  - Submitting questions in relation to any agenda item in this Notice of AGM in advance of, or at the AGM; and/or
  - Voting at the AGM by (i) the shareholders themselves; or (ii) through duly appointed proxy(ies)

Shareholders, including CPF and SRS investors will need to register in person at the registration counter(s) outside the AGM venue on the day of the event. Please bring along your NRIC/passport to enable the Company to verify your identity. The Company reserves the right to refuse admittance to the AGM if the attendee’s identity cannot be verified accurately.

Investors who hold shares through a Relevant Intermediaries (as defined in Section 181 of the Act), and who wish to attend the AGM should approach their Relevant Intermediaries as soon as possible in order for the Relevant Intermediary to make the necessary arrangements for their attendance.

4. Question and answer

Shareholders, proxyholders, CPF and SRS investors who have questions in relation to any agenda items in this Notice of AGM can ask questions during the AGM physically.  
Investors holding shares through relevant intermediaries (other than CPF/SRS investors) should approach their respective relevant intermediaries through which they hold shares as soon as possible in order for the necessary arrangements to be made for them to submit questions in advance of the AGM or ask questions during the AGM.

Shareholders, including CPF and SRS investors are also encouraged to submit questions related to the resolutions to be tabled for approval at the AGM to the Chairman of the AGM, in advance of the AGM in the following manner no later than seven (7) calendar days in advance of the AGM (i.e. by 2.00 p.m. on 17 April 2024):

- By e-mail to [raymond@gem-comm.com](mailto:raymond@gem-comm.com)/ [roystontan@gem-comm.com](mailto:roystontan@gem-comm.com); or
- If submitted by post, to be deposited at the: 1 Temasek Avenue Level 30 Singapore 039192 Millenia Tower.
- Shareholders who submit questions via email or by post to the Company must provide the following information:
  - the Shareholder’s full name;
  - the Shareholder’s address; and
  - the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

The Board of Directors of the Company (“Board”) will endeavour to address, during the AGM, substantial and relevant questions (as determined by the Board in its sole opinion) submitted by Participating Members.

- The form of an instrument appointing a proxy (“Proxy Form”), which may be used to vote at the AGM, is released together with this Notice of AGM.

6. Voting

Shareholders will be able to vote at the AGM in person, or by appointing proxy(ies) to vote on their behalf. The proxy need not be a member of the Company.

7. Appointment of Proxies

Shareholders who are not Relevant Intermediaries are entitled to appoint not more than two proxies and Shareholders who are Relevant Intermediaries are entitled to appoint more than two proxies wish to vote at the AGM via a proxy(ies) must submit the Proxy Form, which is released together with this Notice of AGM, to appoint the proxy(ies) or the Chairman of the AGM as their proxy to cast votes on their behalf. Shareholders are requested to complete, sign and return the Proxy Form in accordance with the instructions printed thereon not less than seventy-two (72) hours before the time appointed for the AGM (i.e. by 2.00 p.m. on 21 April 2024) (“proxy form cut-off date/time”) in the following manner:

- By Post: To be deposited at the registered office of the Company at 9 Raffles Place, #26-01 Republic Plaza, Singapore 048619; or
- By e-mail: To be emailed to [public@yzjfin.com](mailto:public@yzjfin.com) (Attn: YZJFH Team).

- Persons who hold shares through relevant intermediaries

- Persons who hold shares through Relevant Intermediaries (as defined in Section 181(6) of the Act, other than those investors who hold shares under the Central Provident Fund Investment Scheme (“CPF Investor”) and/or the Supplementary Retirement Scheme (“SRS Investor”), and who wish to participate in the AGM by (i) attending; (ii) submitting questions in advance of, or live at the AGM; and/or (iii) voting at the AGM should contact the relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the AGM.
- The Proxy Form is not valid for use by CPF Investors or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

- The proxy need not be a member of the Company.

- The Proxy Form shall be under the hand of the member or by his/her attorney duly authorised in writing, or if the member is a corporation, under seal or under the hand of its attorney duly authorised in writing. The power of attorney or other authority, if any, under which the instrument of proxy is signed on behalf of the member or duly certified copy of that power of attorney or other authority (failing previous registration with the Company), shall be attached to the instrument of proxy.

- A Depositor’s name must appear on the Depository Register maintained by The Central Depository (Pte) Limited 72 hours before the time fixed for holding the AGM in order for the Depositor to be entitled to vote at the AGM.

**PERSONAL DATA PRIVACY**

By submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the AGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member’s personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the proxy(ies) and representative(s) for the AGM (including any adjournment thereof) and the preparation, compilation and publication (where relevant) of the attendance lists, minutes and other documents relating to the AGM (including any adjournment thereof) and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, take-over rules, regulators and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member’s proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (iii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member’s breach of warranty.