

YANGZIJIANG FINANCIAL HOLDING LTD.

Company Registration No: 202143180K
(Incorporated in the Republic of Singapore)

MINUTES OF ANNUAL GENERAL MEETING

Date and time	:	Friday, 21 April 2023 at 3.00 p.m.
Place	:	Held by way of electronic means through a live webcast
Present	:	Please see attendance list attached hereto.
In Attendance	:	Please see attendance list attached hereto.

INTRODUCTION

Mr Ren Yuanlin (“**Mr Ren**”), the Chairman of the Meeting (the “**Chairman**”) welcomed the shareholders of the Company (the “**Shareholders**”) to the First Annual General Meeting (the “**Meeting**”) of Yangziji Jiang Financial Holding Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”) convened and held by way of electronic means.

The Chairman expressed regret that the Shareholders were not able to attend the Meeting physically due to COVID-19 circumstances and expressed his desire to hold a physical meeting in Singapore in the future.

Mr Toe Teow Heng (“**Mr Toe**”), the Chief Executive Officer and Executive Director of the Company, was invited to preside over the Meeting on behalf of Mr Ren. Mr Toe expressed his appreciation for the Shareholders’ pre-registration and attendance at the Meeting.

QUORUM

As a quorum in accordance with the Company’s Constitution (the “**Constitution**”) was present, Mr Toe called the Meeting to order.

INTRODUCTION

Ms Ivy Leow (“**Ms Ivy**”), the emcee of the Meeting, introduced the Directors of the Company (the “**Directors**”), key management personnel of the Company and relevant parties present at the Meeting, attending in person and via live webcast.

Before proceeding to the business of the Meeting, Ms Ivy invited Mr Ren and Mr Toe to give a speech to the Shareholders.

SPEECH BY THE EXECUTIVE CHAIRMAN

Mr Ren expressed his gratitude and appreciation to all the Shareholders for attending the Meeting and their support over the year. The Company was a spin-off from Yangziji Jiang Shipbuilding (Holdings) Ltd (“**YZJSB**”) and listed on the Mainboard of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) on 28 April 2022. The spin-off resulted in the Group being a stand-alone listed group with the benefits of sharpened operational focus, swift capital allocation and agility to seize exciting international growth opportunities. Mr Ren informed the Shareholders that the Company had primarily been focused on onshore investments and plans to diversify its investments with the long-term target of deploying half of the Group’s funds outside of China. Mr Ren also stated that the Company will also be able to leverage on the vast

experience of the Group's management in the maritime industry to establish and run the Group's maritime fund ("**Maritime Fund**") business.

In relation to investments outside of China, the Company has identified four potential growth pillars.

First, Mr Toe is an investment professional with vast experience and foresight. It was Mr Toe who had convinced Mr Ren to list the Company in Singapore instead of Hong Kong, which proved to be the correct choice for the Company. The Company will be able to rely on Mr Toe's expertise and experience for offshore investments.

Second, Singapore is a vibrant city-state and the Company expects its investment activities to increase with the evolution of trade relationship between China and the United States, and the further integration of Hong Kong into Mainland China.

Third, China's property market had been a key driver of the Chinese economy. About 40% of bank loans in China are provided to the property market, 50% of local government revenues in China are derived from the property market, and about 60% of China's household savings are locked up in properties. With the Chinese property market still being subjected to downward pressures; China is expected to shift its focus from property toward the capital markets. For the Company, this would present both onshore and offshore investment opportunities.

Finally, as an investment group, the Group can utilize its available funds to invest in potential debt and equity projects to generate attractive returns. Due to the low interest rate environment in China, the Company is exploring ways to efficiently deploy its funds to maximize returns. Mr Ren further informed the Shareholders that the Company is building its foundation and expects to reap the rewards of such foundational work in the coming years. The Company aspires to become the most profitable financial holding company in Singapore.

Mr Ren expressed his gratitude and appreciation to all employees, customers and the Shareholders for their unwavering support, which has empowered the Group to consistently progress and prosper.

SPEECH BY THE CHIEF EXECUTIVE OFFICER AND EXECUTIVE DIRECTOR

Mr Toe shared that the Company's vision of becoming Asia's leading investment manager took shape swiftly, with the successful spin-off listing in April 2022. Despite prevailing challenges in the macro-economic environment, the Company has reported a substantial net profit of approximately S\$162 million and has maintained an exceptional degree of financial stability during such uncertain times by adopting a conservative approach to its non-performing investments and loans. Mr Toe further shared that the Company's long-term goal is to diversify 50% of its funds to investments outside of China. With regard to the Company's venture into the fund and wealth management business, Mr Toe stated that the Group has started generating recurring fee-based income through its licensed fund management company.

Furthermore, in November 2022, the Group has been awarded the RMB10 billion liquidity pool scheme by the People's Bank of China. Being part of the liquidity pool scheme allows the Group to deploy its capital in and out of China in a faster and more cost-effective manner. The ability to quickly deploy the Group's funds in and out of China places the Group in a strong position to pursue appealing investment opportunities both in and outside of China. To that end, the Group aspires to explore the dynamic Southeast Asian region through investments via top-tier private equity funds and partnerships with sovereign-linked funds.

Additionally, the Group had established the Maritime Fund with a target AUM of up to US\$600 million. This fund will leverage the Group's expertise in the maritime industry to invest in quality assets and provide financial support for small to medium-sized shipping companies. The Group is uniquely positioned to offer attractive risk-adjusted returns for Chinese investors who want exposure outside China and for international investors to access investments in China.

Mr Toe further shared that the Group's journey since listing has been marked by growth, with the Group increasing its headcount to approximately 80 employees from approximately 60 since the spin-off. The Group will continue to navigate the ever-changing business landscape and remain committed to its efforts to deliver sustained value to all stakeholders. Mr Toe thanks the Shareholders for their continued support and trust in the Company and the Company will continue to work towards the goal of becoming Asia's leading investment manager.

QUESTIONS FROM SHAREHOLDERS

Ms Ivy informed the Shareholders that all resolutions at the Meeting will be put to vote by way of a poll in line with the requirements of the SGX-ST and the Company's commitment towards promoting greater corporate transparency. Ms Ivy further informed that the electronic platform used for the conduct of the Meeting allows for live voting and provides real-time two-way interaction, and the Shareholders have the option of an interactive question and answer session with the Directors and the management. With this platform, the Shareholders will be able to safely exercise their rights, regardless of their physical location. The Shareholders who had pre-registered were able to follow the Meeting proceedings through a live webcast comprising both video (audiovisual) and audio feeds.

Ms Ivy further informed that the Company have received pre-submitted questions from the Shareholders and the Company's response to the questions were:

1. Why would companies prefer to borrow from Yangzijiang rather than borrow from other larger institutional banks? In other words, what is Yangzijiang's competitive advantage for corporates who will seek financing from Yangzijiang?

Relative to institutional banks, Yangzijiang Financial offers greater flexibility in deal structuring, allowing companies to negotiate terms that better meet their specific financing needs, and quicker processing times. This makes Yangzijiang Financial a preferable option for companies that value speed, flexibility, and tailored financing solutions.

2. How does the rising government interest rates affect Yangzijiang's debt investments?

While other countries are raising interest rates, China's Loan Prime Rate has been decreasing. Yangzijiang Financial's current debt investments are primarily in China. As Yangzijiang Financial gradually invests beyond China, the higher prime rates in other countries are anticipated to positively impact investment returns overall.

3. In November 2022, the Company announced that it was awarded the liquidity pool scheme of up to RMB10 billion (or approximately S\$1.9 billion) from the People's Bank of China. Under the liquidity pool scheme, the group will be able to deploy its capital in and out of China in a cost-efficient manner through intra-group transfers. Can management elaborate further on the significance of gaining access to the liquidity pool scheme? How fast are such transfers and how much of the RMB10 billion allotment has been utilised since?

The liquidity pool scheme will enable the Group to centralize its treasury functions, facilitating rapid fund deployment. Key benefits include optimizing liquidity, reducing short-term borrowing costs and capitalizing on interest rate differentials across various economies.

As the liquidity pool serves as a tool to address funding needs within the Group operating in multiple countries, the utilization of the facility is on a rolling basis. Consequently, disclosing the amount utilized is not meaningful. The amount used depends on the funding requirements across various operations and fluctuates from time-to-time.

4. Can the audit committee help Shareholders understand the reasons for the lower credit loss allowance (\$153.6 million) and if it is reasonable to expect the overall expected credit loss rate to be lowered to 13.4% (estimated)?

One reason for the lower credit loss allowance is the spin-off that was carried out in FY2022, which resulted in non-performing debt being divided into two independent groups. Management utilizes a comprehensive approach that incorporates judgment and assumptions, including forward-looking information, to estimate the probability of default, loss given default, and exposure at default for each financial instrument. Information regarding financial risk management related to debt investments at amortized cost can be found on pages 136 to 140 of the Company's FY2022 Annual Report that was released on 5 April 2023. The provision for expected credit losses takes into account a fair number of factors and is deemed reasonable and in compliance with IFRS 9 Financial Instruments.

5. When will material ESG risks be integrated into the group's overall risk management framework, monitored and reported to the board?

As mentioned in the Company's Sustainability Report, found on page 22 to 40 of the Company's FY2022 Annual Report, the Company plans to set up a dedicated sustainability committee by the second half of 2023 to formalize its sustainability strategies, policies and reporting. The Company views sustainability as an evolving and continual strategic imperative, and as part of its risk management, the Company will continue to strengthen and align the frameworks where appropriate.

Mr Toe informed that the Company had received live questions from the Shareholders via the online chat function during the Meeting and the Company's response to the questions were:

6. What are the pros and cons of the private credit business (e.g. with Tahan Capital) compared to the Debt Investments business in China? Is it just the higher interest rates available outside China?

Offshore debt investments help the Group diversify its debt investment portfolio.

Debt investments in China tend to be more focused on the real estate industry with relatively fewer opportunities in direct lending. Direct lending infrastructure outside of China is also more widely accepted and provides more investment opportunities.

However, one disadvantage of private credit businesses outside of China is the difficulty in dealing with different jurisdictions and laws in various countries. There is also a need to familiarize oneself with such legal systems and recovery procedures. Overall, the Company believes that having both onshore and offshore markets to choose from provides complementary opportunities.

Furthermore, China's implementation of its monetary policy has led to increased liquidity for the banks, which may limit investment opportunities. China also has a lower base rate for lending, while overseas investments may offer base returns of around 5%, resulting in a balance of risk and reward for both markets.

7. What is the strategy of share buyback for the Company given that the current price is below its net tangible assets?

The capital of the Group is mainly proprietary and the Group utilizes its own balance sheet for investments and share buybacks. The Company has currently bought back around 7% of the total number of shares and plans to continue repurchasing shares at appropriate prices. The ongoing share buyback may reduce the cash available for investments. As such, it is important for the Company to keep a balance between share buyback and investment opportunities. While privatizing the Company may be the easiest option, it may not be in the best interest of the Shareholders. The Company will

strive to deploy its cash effectively for share buybacks and pursue appealing investment opportunities to reach its objective of having sufficient liquidity and delivering superior returns for all investors.

The Company's priority is to achieve growth while also supporting the share price. The Company has established an internal policy for the quantity and price of the share buyback.

Mr Toe added that the Company aims to conserve cash for supporting its funds such as the Maritime Fund, which targets to have 40% of the funds financed by the Company and 60% by third parties.

8. What is the proportion of funds raised by the Group and third-party investors in the Maritime Fund?

The Maritime Fund was set up with a target fund size of US\$600 million, of which up to US\$200 million (representing 33.3% of the total fund size) will be funded by the Group, with the remaining US\$400 million targeted to be funded by third parties. The Group aim to position themselves as a general partner that has adequate capital to implement its fund management policy and attract third parties' funds.

9. What are the investment strategy and future plans for the Maritime Fund?

The Maritime Fund is focusing on investing, financing, and chartering business in maritime industries.

Since inception of the maritime business, the Maritime Fund has secured capital commitments of US\$500 million. The Group (including the Maritime Fund) has committed investments of US\$101.92 million and have specifically invested US\$64.48 million in four financing projects (comprising projects for one Medium Range tanker ("MR"), one chemical tanker and two containerships), two investing projects (comprising investments in two MR tankers, one J19 chemical tanker) and one Very Large Gas Carriers chartering project.

As planned, the Maritime Fund will distribute dividends on a semi-annual basis with the first dividend expected to be paid in June 2023. Moving forward, the Maritime Fund business will focus more on investing in ESG projects and developing green shipping assets while continuing to deliver strong results to the Shareholders. The Company will thrive to develop the best maritime fund and create sustainable values for the investors and the stakeholders.

Capitalizing on the Group's deep domain knowledge and experience in the maritime sector, the Company has a unique advantage in combining both the capital and operating aspects of the business. This enables the Company to generate higher returns on investment in a short period of time compared to the equity and debt investments of the Group. As a result, the Company offers a relatively high risk-reward ratio, as well as the potential for attractive dividends for investors. Therefore, the Company believes that the Maritime Fund is well-suited for adoption by the Group and remains committed to leveraging its expertise in the industry to deliver excellent results for its Shareholders.

10. How confident are the independent Directors to continuously hold the Company's shares in the market?

It is a matter of public record that some Directors have purchased shares, and it is also a matter of record that none have sold. Shareholders could take comfort from all Directors' willingness to stand for re-election as affirmation of confidence in the Company's prospects.

11. As Singapore is attracting many family offices, is the GP expecting to manage family offices in the near future?

The Company has included the management of family offices in its strategic plans. YZJSB has entered into a Sales and Purchase Agreement to buy a commercial building and there are plans to rent space

from YZJSB to set up the multi-family office. The Group will make the necessary announcements when there are further material updates and developments.

12. What is the reason to hold online Annual General Meeting this year? Will the next Annual General Meeting to be held physically in Singapore?

The decision to hold the Meeting online this year was primarily due to the cross-border operations of the Company between China and Singapore and the various attendance requirements from the management and the Directors. By holding the Meeting online, the Company was able to accommodate last-minute travel needs while still ensuring the convenience of operations. Additionally, the relevant technology required for holding online meetings has matured in the past few years and the Shareholders have also become familiar with the process during this time. The live Q&A session during the meeting allows for smooth interaction between Shareholders and the management regardless of their physical location.

As mentioned by the Chairman in his speech, the Company is considering the possibility of holding a physical Annual General Meeting in Singapore in the future. The Chairman is eager to meet with the Shareholders in person and believes that face-to-face interactions can strengthen the relationship between the Company and the Shareholders.

Ms Ivy informed the Shareholders that the above Q&A would be published on the website of the Company and invited Mr Ren to give a closing statement of the Q&A session.

Mr Ren conveyed that due to the Covid situation, the Company had decided to conduct its Meeting electronically. Mr Ren expressed his desire to hold the next year's Annual General Meeting physically in order to meet with the shareholders in person and if the opportunity arises, to invite some selected shareholders for dinner and to prepare door gifts to attending shareholders as a gesture of goodwill.

Ms Ivy invited Mr Liu Weikang ("**Mr Liu**"), the representative from corporate secretarial office, to proceed with the agenda of the Meeting.

NOTICE OF MEETING

The Notice dated 5 April 2023 convening the Meeting, having been in the hands of the Shareholders for the requisite period, with the concurrence of the Meeting, was taken as read.

Mr Liu informed the Shareholders that the resolutions tabled at this Meeting would be decided by poll based on proxy votes received before the Meeting and live votes at the Meeting. He also informed the Shareholders that in the capacity of the Chairman of the Meeting, the Chairman had accepted the appointment as proxy by the Shareholders and he would be voting in accordance with their instructions if valid instructions had been given in the proxy form. All resolutions tabled at the Meeting were proposed by the Chairman as a proxy.

Mr Liu further informed that, for the conduct of the poll, Sino-Lion Communications Pte. Ltd., the appointed Scrutineer for this Meeting, had independently verified all votes received for the resolutions tabled. Mr Liu presented the resolutions.

ORDINARY BUSINESS:

RESOLUTION 1:

AUDITED FINANCIAL STATEMENTS AND DIRECTORS' STATEMENT TOGETHER WITH THE INDEPENDENT AUDITORS' REPORT.

The first item on the agenda was to receive and adopt the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' Statement and the Independent Auditors' Report. The Annual Report of the Company which comprises the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' Statement and the Independent Auditors' Report thereon, has been circulated to the Shareholders for the requisite period.

**RESOLUTION 2:
DECLARATION AND PAYMENT OF TAX EXEMPT (ONE-TIER) FINAL DIVIDEND**

The second item on the agenda was to approve the payment of a tax exempt (one-tier) final dividend of S\$0.018 per ordinary share in respect of the financial year ended 31 December 2022.

**RESOLUTION 3:
PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2022**

The third item on the agenda was to approve the payment of S\$256,500 as Directors' fees in respect of the financial year ended 31 December 2022.

**RESOLUTION 4:
RE-ELECTION OF MR REN YUANLIN AS DIRECTOR**

Item 4 of the agenda was to approve the re-election of Mr Ren Yuanlin as Director. Mr Ren Yuanlin who was retiring under Regulation 97 of the Constitution, had signified his consent to continue in office and being eligible, he has offered himself for re-election.

Upon re-election as a Director, Mr Ren Yuanlin would remain as the Executive Chairman of the Company.

**RESOLUTION 5:
RE-ELECTION OF MR CHEW SUTAT AS DIRECTOR**

Item 5 of the agenda was to approve the re-election of Mr Chew Sutata as Director of the Company. Mr Chew Sutata who was retiring under Regulation 97 of the Constitution, had signified his consent to continue in office and being eligible, he has offered himself for re-election.

Upon re-election as a Director, Mr Chew Sutata would remain as the Lead Independent Non-Executive Director, and a Member of the Nominating, Remuneration and Audit and Risk Committees.

Mr Chew is considered independent for the purpose of Rule 704(8) of the Listing Manual.

**RESOLUTION 6:
RE-ELECTION OF MR YEE KEE SHIAN, LEON AS DIRECTOR**

Item 6 of the agenda was to approve the re-election of Mr Yee Kee Shian, Leon as Director. Mr Yee Kee Shian, Leon who was retiring under Regulation 97 of the Constitution, had signified his consent to continue in office and being eligible, he has offered himself for re-election.

Upon re-election as a Director, Mr Yee Kee Shian, Leon would remain as the Chairman of the Nominating and Remuneration Committees and a Member of the Audit and Risk Committee.

Mr Yee is considered independent for the purpose of Rule 704(8) of the Listing Manual.

**RESOLUTION 7:
RE-ELECTION OF MR CHUA KIM LENG AS DIRECTOR**

Item 7 of the agenda was to approve the re-election of Mr Chua Kim Leng as Director. Mr Chua Kim Leng who was retiring under Regulation 97 of the Constitution, had signified his consent to continue in office and being eligible, he has offered himself for re-election.

Upon re-election as a Director, Mr Chua Kim Leng would remain as the Chairman of the Audit and Risk Committee and a Member of the Nominating and Remuneration Committees.

Mr Chua is considered independent for the purpose of Rule 704(8) of the Listing Manual.

**RESOLUTION 8:
RE-ELECTION OF MR TOE TEOW HENG AS DIRECTOR**

Item 8 on the agenda was to approve the re-election of Mr Toe Teow Heng as Director. Mr Toe Teow Heng who was retiring under Regulation 97 of the Constitution, had signified his consent to continue in office and being eligible, he has offered himself for re-election.

Upon re-election as a Director, Mr Toe Teow Heng would remain as the Executive Director and CEO of the Company.

**RESOLUTION 9:
RE-APPOINTMENT OF AUDITORS**

Item 9 of the agenda was to re-appoint the Auditors of the Company for the ensuing year and to authorise the Directors to fix their remuneration.

The retiring auditors, Messrs PricewaterhouseCoopers LLP, had expressed their willingness to continue in office.

**SPECIAL BUSINESS:
RESOLUTION 10:
AUTHORITY TO ALLOT AND ISSUE SHARES**

Mr Liu informed the Shareholders that they have come to the special business of this Meeting. Resolution 10 was to seek the Shareholders' approval to grant authority to the Directors to issue shares pursuant to Section 161 of the Companies Act 1967 and the Listing Manual of the SGX-ST.

**RESOLUTION 11:
RENEWAL OF SHARE PURCHASE MANDATE**

The last item on the agenda was to seek the Shareholders' approval for the renewal of the general and unconditional mandate given to the Directors to purchase or otherwise, acquire the shares of the Company on the terms of such mandate.

Mr Liu advised the Shareholders that Mr Ren Letian, Mr Ren and the parties acting in concert with them should abstain from voting the resolution 11 and declined to accept appointment as proxies for any Shareholder to vote in respect of the said resolution unless the Shareholders concerned has given specific instructions in his proxy form as to the manner in which his votes are to be cast in respect of the resolution.

RESULTS OF THE POLL

The results of the poll duly verified by the Scrutineers were presented at the Meeting as follows:

Resolutions number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Ordinary Business					
Resolution 1: To receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2022 together with the Directors' Statements and the Auditors' Report thereon.	2,129,601,574	2,127,804,474	99.92	1,797,100	0.08
Resolution 2: To declare a tax exempt (one-tier) final dividend of S\$0.018 per ordinary share in respect of the financial year ended 31 December 2022.	2,131,008,474	2,130,896,374	99.99	112,100	0.01
Resolution 3: To approve the proposed Directors' fees of S\$256,500 for the financial year ended 31 December 2022.	2,131,008,474	2,130,233,374	99.96	775,100	0.04
Resolution 4: To re-elect Mr Ren Yuanlin, who is retiring pursuant to Regulation 97 of the Constitution.	2,129,323,374	2,111,528,205	99.16	17,795,169	0.84
Resolution 5: To re-elect Mr Chew Sutat, who is retiring pursuant to Regulation 97 of the Constitution.	2,131,008,474	2,120,841,774	99.52	10,166,700	0.48

Resolutions number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		Number of Shares	Percentage (%)	Number of Shares	Percentage (%)
Resolution 6: To re-elect Mr Yee Kee Shian, Leon, who is retiring pursuant to Regulation 97 of the Constitution.	2,130,835,674	1,997,185,672	93.73	133,650,002	6.27
Resolution 7: To re-elect Mr Chua Kim Leng, who is retiring pursuant to Regulation 97 of the Constitution.	2,131,008,474	2,120,773,074	99.52	10,235,400	0.48
Resolution 8: To re-elect Mr Toe Teow Heng, who is retiring pursuant to Regulation 97 of the Constitution.	2,130,878,474	2,124,915,825	99.72	5,962,649	0.28
Resolution 9: To re-appoint Messrs PricewaterhouseCoopers LLP as Auditors and to authorise the Directors to fix their remuneration.	2,130,878,474	2,125,627,574	99.75	5,250,900	0.25
Special Business					
Resolution 10: To authorise the Directors to allot and issue shares	2,130,878,474	1,968,138,139	92.36	162,740,335	7.64
Resolution 11: To renew the Share Purchase Mandate	1,111,982,129	1,108,648,746	99.70	3,333,383	0.30

Based on the results of the poll, Mr Toe declared that all the resolutions tabled at the Meeting were carried.

CONCLUSION

There being no other business to transact, the Mr Toe declared the Meeting closed at 4.00 p.m. He thanked all Shareholders for their attendance and support.

Confirmed as True Record of Proceedings

Ren Yuanlin
Chairman of the Meeting