

YANGZIJIANG FINANCIAL HOLDING LTD.

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

MINUTES OF ANNUAL GENERAL MEETING

Date and time	:	Wednesday, 29 April 2026 at 3.00 p.m.
Place	:	Metropolitan YMCA, 60 Stevens Road, Level 2, The Vine Ballroom, Singapore 257854
Present	:	As set out in the attendance records maintained by the Company
In Attendance	:	As set out in the attendance records maintained by the Company

INTRODUCTION

Ms Liu Hua (“**Ms Liu**”), the Chairman of the Meeting (the “**Chairman**”) welcomed shareholders to the Fourth Annual General Meeting (the “**Meeting**”) of Yangziji Jiang Financial Holding Ltd. (the “**Company**”, and together with its subsidiaries, the “**Group**”).

QUORUM

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

INTRODUCTION

Mr Kamal Samuel (“**Mr Kamal**”), the emcee of the Meeting, introduced the Directors of the Group (the “**Directors**”), key management personnel of the Company and relevant parties present at the Meeting.

Before proceeding to the business of the Meeting, Mr Kamal invited Ms Liu to deliver a speech to shareholders.

SPEECH BY THE EXECUTIVE CHAIRMAN

Ms Liu expressed her sincere appreciation for the attendance and support of the Directors and the shareholders, emphasising that it was an honour to address them not only as the Chairman of Yangziji Jiang Financial Holding Ltd. (“**Yangziji Jiang Financial**”), but also as someone who is deeply committed to the Group and to the trust placed in it.

Ms Liu began by acknowledging that FY2025 had been a difficult year for the Group, and that this was not taken lightly. Nevertheless, she expressed confidence that once shareholders heard what had been accomplished and where the Group was headed, FY2025 would be recognised for what it truly was - a necessary reset, and the foundation for a stronger future.

Ms Liu explained that in FY2025, the Group took a strategic decision to recognise S\$290.9 million in provisions against its legacy China property exposures. She mentioned this was not a reaction, but a deliberate choice which was made in the recognition that the China property market was expected to remain soft at least over the medium term. The decision was to take the full pain upfront, to clean up legacy issues, rather than carry that uncertainty into the years ahead.

Ms Liu clarified that the reported net loss of S\$5.2 million was an accounting outcome of that provisioning exercise, and not a reflection of the underlying business. The core business continued generating positive returns throughout FY2025, with profit before provisions from continuing operations was S\$92.2 million. Contribution from share of associate and joint venture profits rose significantly to S\$19 million, while the core engine kept running even as the balance sheet was being reset. She characterised this as a one-time impact.

Ms Liu reported that recovery efforts had begun in earnest since the close of the financial year. In the first four months of 2026 alone, she mentioned the Group recovered 15 to 20% of its non-performing loans, broadly in line with the net carrying value after provisions made in FY2025. This demonstrated two things: that the provisions were well-calibrated and broadly consistent with Management's provisioning assumptions, reflecting the underlying realities; and that recovery was actively underway and proceeding with pace. The Group aims to recover the remaining non-performing loan book progressively over the medium term.

Ms Liu highlighted that as of today, the Group carries zero external borrowings and holds S\$618.6 million in cash, ready for deployment. The Group is a cash-rich platform in transition, with the flexibility to be patient, selective, and disciplined in its capital allocation.

Ms Liu updated that the Group's short-term target is to deploy up to RMB1 billion into high-yield listed equities in the PRC and Singapore, targeting a yield of at least 4.5% per annum. As of today, she mentioned approximately 25% of that target has been deployed. She acknowledged that the pace had been more measured than originally planned, attributing this to the sudden escalation in Middle East tensions, which had prompted greater caution in capital deployment and project risk assessment. She was clear that this reflected prudence, not hesitation and noted that capital deployed to date was meeting the target return of more than 4.5% per annum.

Ms Liu also clarified the nature of these listed equity investments. They are a short-term instrument focused on capital appreciation while the longer-term pipeline is being built; they are liquid and can be redeployed should better opportunities arise; and they are not the Group's final destination. The Group's ultimate investment strategy, Ms Liu explained, is to invest in companies where it can have meaningful management involvement, support restructuring efforts, and create lasting value. When evaluating any new investment, she mentioned three key considerations are applied: whether the opportunity meets the Group's standards for principal preservation, sufficient collateral, and attractive returns.

Ms Liu shared that over the medium term, the Group is targeting a rebalanced portfolio of 50% China and 50% Asia Pacific, to reduce concentration risk and expand its opportunity set. Over the long term, the target portfolio mix is 40% debt, 40% equity, and 20% cash, which designed to generate resilient, diversified returns across investment cycles.

Ms Liu pointed to the spin-off of Yangzijiang Maritime Development Ltd. in November 2025 as tangible proof of the Group's ability to execute. A maritime investment business was built from the ground up, and its value was unlocked for shareholders through a disciplined, well-executed spin-off. She expressed confidence that the right team is in place to execute the growth strategy for this Yangzijiang Financial post-spin-off, and highlighted the Group's application for a Capital Markets Services licence with the Monetary Authority of Singapore, which, upon approval, will support a fee-based income stream and further diversify the Group's earnings.

On dividends, Ms Liu reaffirmed that the Group's 40% payout policy remains unchanged. No dividend was declared for FY2025, given the reported loss arising from provisions, but dividend distributions will resume as capital deployment restores profitability.

Ms Liu closed by referencing the theme of the Group's 2025 Annual Report - "From Capital to Value: Repositioning for Long-Term Growth" as a fitting encapsulation of the path ahead, underpinned by a disciplined and deliberate focus on long-term value creation. She also expressed her gratitude to

shareholders for their continued trust and patience, affirming the Group's commitment to grow alongside them and deliver better results in the year ahead.

VOTING BY WAY OF POLL

Mr Kamal informed 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.

ADVANCE QUESTIONS FROM SHAREHOLDERS

Mr Kamal further informed that shareholders were invited to submit questions in advance of the Meeting by 22 April 2026. The Group had received a number of pre-submitted questions from shareholders and the Group's responses to those questions were presented at the Meeting as follows:

- 1. In light of the Group's decision to skip the dividend for FY2025 to preserve capital for rebalancing, would the Board consider implementing a Scrip Dividend Scheme for future payouts? This would allow long-term shareholders to increase their stake in the company without incurring brokerage costs, while simultaneously allowing the Group to retain cash for its business.**

The Group proposed a Scrip Dividend Scheme on 28 March 2025 and is familiar with its merits. Implementation was deferred as the Group's focus and resources were directed toward the spin-off of Yangzijiang Maritime Development Ltd. ("**Yangzijiang Maritime**"), which was completed in November 2025. The Board and Management are currently assessing the feasibility of implementing the Scrip Dividend Scheme for future payouts, taking into account the Group's balance sheet position and capital management strategy. Shareholders will be kept informed of any developments in due course.

- 2. The Group has set a long-term target of 40% debt, 40% equity, and 20% cash. Given the S\$142.9 million loss in H2 FY2025, what is the estimated timeline to exit the remaining non-performing loans in the China property sector, and what is the 'floor' for recovery that shareholders can expect?**

The Group's strategy is to prioritise accelerated liquidation of collateral assets and to conduct a sector rotation strategy by deploying capital into growing industries, rather than holding these positions in anticipation of a broader market recovery. Non-performing loan resolutions are expected to progress over the near to medium term, aligning with asset restructuring and collateral realisation timelines in China's property market.

The current net carrying amount of S\$253.7 million reflects Management's prudent assessment under the IFRS accounting standards as of 31 December 2025. Actual recoveries may vary depending on prevailing market conditions, though the Group's provisioning approach has been calibrated to reflect realistic outcomes.

- 3. Following the spin-off of Yangzijiang Maritime Development, YZJFH's portfolio has become more concentrated in China-linked debt. How does the Board plan to replace the steady returns previously contributed by the maritime segment to ensure a return to profitability in FY2026?**

Following the spin-off of Yangzijiang Financial from Yangzijiang Shipbuilding Holdings Ltd. ("**Yangzijiang Shipbuilding**") in April 2022, the Group actively managed its China debt exposure, resolved non-performing loans and enhanced debt redemptions. With progressive cash collection, the Group reallocated capital from the PRC to Singapore for deployment, and on this foundation, built its

maritime investment operations from the ground up, leveraging its then Chairman Ren's deep expertise in the maritime sector. The subsequent spin-off of Yangzijiang Maritime demonstrated the Group's ability to create and unlock value, reflecting its investment capabilities and disciplined approach to capital deployment.

The FY2025 loss was attributable to provisions recognised to accelerate non-performing loan recovery and to reposition the Group for growth, while the Group's core business operations remained profitable. With zero external debt, the Group's primary focus is now on rebuilding its earnings base through a structured capital deployment plan.

In the near term, the Group targets deploying up to RMB1.0 billion into selected high-yield listed equities with targeted yields of at least 4.5% in the PRC and Singapore. Over the medium term, the Group aims to progressively rebalance its portfolio towards a 50:50 allocation between China and Asia Pacific over the next three years. Over the long term, the Group targets a portfolio allocation of 40% debt investments, 40% equity investments and 20% cash, designed to enhance earnings resilience and support sustainable returns over the investment cycle.

- 4. The Group is currently debt-free and in a net cash position. However, approximately S\$256 million of redemption proceeds have been redeployed into China debt investments, even as legacy non-performing loans (“NPLs”) remain elevated and certain newer loans have deteriorated into underperforming or NPL status within a relatively short period.**

In light of this, could Management elaborate on the rationale for recycling surplus capital into additional credit risk exposure, rather than returning capital to shareholders or allocating it to lower-risk investment opportunities?

The new debt investments made with redemption proceeds are fundamentally different in nature from the legacy NPL book. While legacy NPLs are predominantly secured by real estate collateral, the new investments are backed by listed company shares, which are more liquid and be monitored easily. These investments are made selectively, subject to the Group's internal risk assessment framework and capital preservation considerations.

The Group's overall strategic direction remains focused on reducing concentration in China debt over time, progressively rebalancing toward a broader portfolio of Asia Pacific opportunities. New debt additions are selective and do not represent a structural increase in China's credit risk. The Group remains committed to disciplined capital allocation in the best long-term interests of shareholders.

- 5. Yangzijiang Financial Holding remains cash-rich, with capital mobility from China to Singapore expected to be both liquid and tax-efficient, thereby enhancing capital allocation flexibility.**

At the current share price of approximately 27 Singapore cents and core earnings of S\$92 million, the Company is trading at a significant discount to its Net Asset Value (“NAV”) of 50.5 Singapore cents, and at roughly 10x core earnings (before impairments). A share buyback at these levels would imply:

- **An approximate 90% uplift to NAV per dollar deployed; and**
- **An earnings yield of ~10%, representing a compelling and relatively low-risk return that is both value-accretive and earnings-enhancing. For illustrations:**

Buyback Price (SG cents)	Positive NAV to Shareholders	Recurring Earnings Yield
30	70% Gain	9%
40	27.5% Gain	6.5%

Even at higher buyback levels (30–40 cents), returns remain highly attractive on both NAV and earnings yield basis.

Given this, the continued prioritisation of capital deployment into credit investments - particularly in light of rising NPLs and recent loan deterioration - raises concerns on capital allocation discipline.

Against this backdrop:

- **Does Management explicitly benchmark all new investments against the risk-adjusted returns of share buybacks, which currently offer double-digit, near risk-free returns at prevailing prices?**
- **What are the minimum hurdle rates for new investments, and how do these compare against the clearly quantifiable returns from buybacks?**
- **Can Management provide evidence (not projections) that recent investments have delivered returns exceeding these thresholds on a realised basis?**
- **If such outperformance cannot be demonstrated, why should shareholders support continued capital deployment into higher-risk credit strategies like high yield equity and debt instruments stated in Page 6 of the Annual Report instead of immediate value-accretive buybacks?**

The Board and Management assess capital allocation options carefully, including share buybacks, dividends and capital deployment, adopting a balanced approach in the best long-term interests of shareholders.

The Group's priority is to build a strong core business foundation capable of generating sustainable long-term returns. The Group's investment decisions are guided by three key considerations: preservation of capital, sufficient collateral, and attractive returns. Where these conditions are met, the Group will proceed with capital reallocation calibrated to its broader strategic positioning.

While the Group is cognisant of the merits of share buybacks, allocating a disproportionate amount of cash toward buybacks would result in a more concentrated portfolio, further highlighting existing non-performing asset exposures without addressing the underlying need for earnings growth and diversification. The Group views its cash holdings as its most flexible asset for generating future returns, and preserving this optionality is in the best long-term interests of shareholders.

The Group's track record supports this approach. Since the 2022 spin-off from Yangzijiang Shipbuilding, the Group has successfully executed asset reallocation and unlocked value through the subsequent spin-off of Yangzijiang Maritime Development. The current capital deployment plan, including the targeted deployment of up to RMB1.0 billion into selected high-yield ($\geq 4.5\%$ p.a.) listed equities, is designed to progressively restore the Group's earnings base. All investment decisions are subject to the Group's internal risk assessment framework and capital preservation considerations.

The Board will continue to monitor prevailing market conditions and assess the most appropriate use of capital to enhance shareholder value over time.

6. The Company has disclosed 10 NPL projects, of which 9 are within the real estate sector.

Could Management provide a breakdown by numbers of these 9 projects by counterparty type:

- **Publicly listed real estate companies with a market capitalisation above RMB 5 billion (or HKD 7 billion)**
- **Publicly listed real estate companies with a market capitalisation below RMB 5 billion (or HKD 7 billion)**
- **Unlisted real estate companies**

Among 10 NPL projects, 9 are classified as real estate projects

- Listed RE companies with market value > RMB 5 billion: 4
- Listed RE companies with market value < RMB 5 billion: 5
- Non listed RE companies: 0

7. Cash Deployment: The annual report states a target to deploy up to RMB1 billion into listed equities with yields above 4.5% in H1 2026. With H1 2026 nearly complete, can Management disclose what portion of this amount has been deployed to date, the specific sectors or markets invested in, and the actual yield achieved on deployed capital?

As of the date of this Annual General Meeting (“AGM”), approximately 25% of the targeted RMB1.0 billion has been deployed. The pace of deployment has been more measured than initially anticipated, due to a more cautious allocation approach amid heightened global tensions and market volatility.

The Group’s deployment focus areas for the RMB1.0 billion target remain unchanged, covering high-dividend blue-chip stocks, financials, utilities, high-quality REITs, and asset restructuring opportunities. The actual weighted average return on deployed capital has met the Group’s target of $\geq 4.5\%$ per annum.

The remaining allocation will be deployed prudently in phases to ensure that both return and risk targets are met. Specific deployment figures will be disclosed in the Group’s 1H2026 financial results announcement.

8. NPL Write-backs Expectations: The Group recognised S\$290.9 million in credit loss allowances in FY2025 to clean up legacy China property exposures. For FY2026, based on current recovery discussions with borrowers and collateral realisation, what is Management’s realistic estimate of write-backs or cash recoveries from these provided NPLs? Can you quantify the expected range?

The current net carrying amount of S\$253.7 million reflects Management’s appropriate assessment of recoverable amounts under the accounting standards as of 31 December 2025. The Group is actively pursuing recovery through an accelerated liquidation approach, prioritising collateral realisation over holding positions in anticipation of a broader market recovery.

In the first four months of 2026, the Group recovered approximately 15–20% of NPLs, broadly in line with the net book value after provisions made in FY2025.

9. Return on Investment: The Group’s long-term target port mix is 40% debt, 40% equity, and 20% cash. What is Management’s target Return on Equity (“ROE”) or Return on Invested Capital (“ROIC”) for this portfolio once fully deployed? And what is the current ROE on the S\$618.6 million cash and S\$1.71 billion Asset Under Management (“AUM”) as of the latest available date?

The Group’s portfolio is currently in transition. FY2025 profit from continuing operations before provisions remained positive at S\$92.2 million, reflecting the underlying earnings ability of the performing assets. As such, the Group’s core earnings ROE remains resilient, while reported ROE is temporarily impacted by the strategic provisioning exercise.

As capital is progressively redeployed into income-generating investments in accordance with the Group’s capital deployment plan, the Group expects ROE to improve in 2026 compared with FY2025. The Group does not disclose a specific ROE or ROIC target at this stage.

- 10. Shares Buyback / Special dividend - If the equity portfolio only achieves 4.5% returns, why should shareholders not demand a special dividend or expanded buyback, given that cash alone earns near-zero and the stock trades at a 40%+ discount to NAV?**

Please refer to question 5.

- 11. While several high-yielding REITs on the Singapore Exchange - such as United Hampshire US REIT, PRIME US REIT (with potential dividend recovery), Stoneweg European REIT, and NTT DC REIT - offer attractive yields of 6%-8.5% with relatively low leverage, many have significant exposure to the United States.**

Given the increasing geopolitical tensions and strategic decoupling between the US and China, could this constraint Yangzijiang Financial Holding's willingness to allocate capital to such assets, especially when selective investments in such high-yielding, well-capitalised REITs could meaningfully enhance YZJFH's portfolio income and overall returns?

The Group evaluates all investment opportunities on a risk-adjusted basis, taking into account factors including return profile, liquidity, currency exposure, and prevailing geopolitical conditions. High-yield SGX-listed REITs offering yields of 6%-8.5% with low leverage are consistent with the Group's yield enhancement and risk diversification objectives. The Group will consider allocating to such instruments moderately and in phases as part of its broader investment pool.

However, the Group's investment strategy is primarily focused on assets where it has meaningful Management involvement. Allocations to REITs and high-yield listed equities are expected to form a modest portion of near-term cash deployment and are not a long-term strategic focus. The Group will continue to assess opportunities across asset classes and geographies where risk-adjusted returns meet its investment criteria.

- 12. Can the Board advise whether there is any disruptions or impact to the Group's investments due to the geopolitical tensions in the Middle East and the jump in oil prices?**

The direct impact on the Group's portfolio is currently limited. The Group has no leveraged exposure to the oil and gas sector. Any indirect impact transmitted through inflation, interest rates and shipping markets remains manageable at this stage.

Geopolitical developments are nonetheless a factor in the Group's investment decision-making. In evaluating each investment, the Group assesses how geopolitical conditions may affect the investee company's long-term returns and recoverability. The Group will continue to monitor the macro environment and its adjust portfolio positioning accordingly.

- 13. While the condition of physically holding an AGM is met, could the Board consider implementing both physical and online AGM next year for FY2026? This allows YZJFH to reach out to a larger group of shareholders who may be unable to turn up for the physical meeting due to various reasons, as well as allow overseas shareholder to participate in the virtual meeting.**

While the Company has complied with the prevailing requirements in conducting a physical AGM, the Board and Management will review the feasibility of implementing a hybrid format for future AGMs. We will take into account regulatory guidance, cost considerations, and operational readiness, among other factors.

We remain committed to strengthening shareholder engagement and will continue to explore ways to improve accessibility for future AGMs where appropriate. The Board encourage shareholders to attend

in person to engage directly with the Board and Management. At present, meeting minutes are disclosed timely on SGXNET to keep shareholders informed of the proceedings of general meetings.

- 14. The new Management team have their remuneration mostly in fixed salaries, with our Executive Chairman and Head of Direct Investments having only 20-25% of remuneration in variable bonus. With Mr Ren Yuanlin stepping down, no one on the Board of Directors own stock directly. Moving forward, does the Board intend to make changes to the remuneration structure to align the incentives closer to shareholders, whether in terms of paying a portion of remuneration with stock, having Management buy stock on the open market with their own money, or increase the portion of their variable bonus?**

The remuneration of the Board and Management is overseen by the Remuneration Committee, which periodically reviews the remuneration framework to ensure it remains appropriate, competitive and aligned with the long-term interests of the Company and its shareholders. This includes consideration of the appropriate balance between fixed and variable components, as well as the metrics against which performance is assessed.

The Board notes the shareholder's views on remuneration structure and alignment. These views will be taken into consideration as part of the Remuneration Committee's ongoing review process. The Company remains committed to maintaining sound corporate governance practices and will continue to ensure that its remuneration framework supports the long-term sustainable performance of the Group.

The Board of Directors will consider optimising the remuneration structure to better align incentives with shareholders' long-term interests. Specific directions under consideration include:

1. Raising the proportion of variable bonuses and linking them to metrics such as ROE, NAV growth, NPL ratio, and shareholder returns.
2. Introducing equity-based remuneration, with a portion of the rewards paid in shares.
3. Encouraging Management to increase their holdings of the Company's shares on the open market using their own funds.

- 15. Is the 86.7mil interest income from debt investments recognising any income from the NPLs? Or is interest income only recognized on the performing/under performing loans?**

The interest income of S\$86.7 million is primarily recognised from performing and under-performing debt investments.

- 16. Post demerger, the majority of the functional currency is in RMB and there is minimal currency swap as of end 31st December 2025. Therefore, can the company help to explain the 12.4mil of FX loss for FY25?**

The FX loss of S\$12.4 million in FY2025 is mainly attributable to foreign exchange differences arising from the disposal of subsidiaries during the spin-off process.

While the disposal transactions were denominated in SGD, the Group's functional currency is predominantly RMB. As a result, exchange differences mainly arose from the remeasurement of foreign currency balances.

Mr Kamal informed shareholders that the above Questions and Answers would be published on the Group's website. He then invited shareholders present at the Meeting to raise any questions. The questions raised and the Group's responses thereto are annexed hereto as Appendix A.

Mr Kamal then handed the proceedings back to Ms Liu to continue with the Meeting.

NOTICE OF MEETING

The Notice dated 14 April 2026 convening the Meeting, having been in the hands of shareholders within the requisite period and with the concurrence of the Meeting, was taken as read.

Ms Liu informed shareholders that all resolutions tabled at the Meeting would be decided by poll, based on proxy votes validly received prior to the Meeting and votes cast live at the Meeting. She further informed shareholders that, in her capacity as Chairman of the Meeting, she had accepted her appointment as proxy by certain shareholders. Ms Liu would be voting in accordance with their instructions where valid instructions had been given in the proxy forms.

Ms Liu further informed that the Company had appointed Boardroom Corporate & Advisory Services Pte. Ltd. as the Polling Agent and Sino Lion Communications Pte. Ltd. as the Scrutineers for the conduct of the polls at the Meeting. A video explaining the electronic poll voting procedures was played during the Meeting and a test resolution was conducted to familiarise shareholders with the electronic poll system.

Ms Liu then invited Mr Kamal to proceed with the business and agenda of the Meeting.

ORDINARY BUSINESS:

RESOLUTION 1: AUDITED FINANCIAL STATEMENTS AND DIRECTORS' STATEMENT TOGETHER WITH THE AUDITORS' REPORT

The first item on the agenda was to receive, consider and adopt the Audited Financial Statements for the financial year ended 31 December 2025 together with the Directors' Statement and the Auditors' Report thereon. The Annual Report of the Company which comprises the Audited Financial Statements, the Directors' Statement and the Auditors' Report for the financial year ended 31 December 2025, had been duly circulated to the shareholders within the requisite period.

The following ordinary resolution has been duly proposed and seconded:

"That the Audited Financial Statements of the Company for the financial year ended 31 December 2025 together with the Directors' Statement and Auditors' Report thereon, be hereby received and adopted."

Ordinary Resolution No. 1 was then put to vote by poll.

The results of the poll for the motion were as follows:

Votes	No. of Votes	Percentage
For	2,258,333,608	99.97
Against	620,500	0.03

Based on the majority votes cast in favour of the resolution, the resolution was duly carried.

RESOLUTION 2: PAYMENT OF DIRECTORS' FEES FOR THE FINANCIAL YEAR ENDED 31 DECEMBER 2025

The second item on the agenda was to approve the payment of S\$194,174 as Directors' fees in respect of the financial year ended 31 December 2025.

The following ordinary resolution has been duly proposed and seconded:

“That the payment of S\$194,174 as Directors’ fees in respect of the financial year ended 31 December 2025, be and is hereby approved.”

Ordinary Resolution No. 2 was then put to vote by poll.

The results of the poll for the motion were as follows:

Votes	No. of Votes	Percentage
For	2,259,637,208	99.89
Against	2,453,700	0.11

Based on the majority votes cast in favour of the resolution, the resolution was duly carried.

**RESOLUTION 3:
RE-ELECTION OF MS LIU HUA AS DIRECTOR**

The third item on the agenda was to approve the re-election of Ms Liu as Director. Ms Liu who was retiring under Regulation 97 of the Company’s Constitution, had signified her consent to continue in office and being eligible, she has offered herself for re-election

Upon re-election as a Director, Ms Liu Hua would remain as the Executive Chairman.

The following ordinary resolution has been duly proposed and seconded:

“That Ms Liu Hua, who retires pursuant to Regulation 97 of the Company’s Constitution, be hereby re-elected as a director of the Company.”

Ordinary Resolution No. 3 was then put to vote by poll.

The results of the poll for the motion were as follows:

Votes	No. of Votes	Percentage
For	2,206,269,313	97.52
Against	56,014,095	2.48

Based on the majority votes cast in favour of the resolution, the resolution was duly carried.

**RESOLUTION 4:
RE-ELECTION OF MS ZHANG CHENGSHUANG AS DIRECTOR**

Item 4 of the agenda was to approve the re-election of Ms Zhang Chengshuang as Director. Ms Zhang Chengshuang who was retiring under Regulation 97 of the Company’s Constitution, had signified her consent to continue in office and being eligible, she has offered herself for re-election.

Upon re-election as a Director, Ms Zhang Chengshuang would remain as the Chairman of the Audit and Risk Committee and Member of the Nominating and Remuneration Committees.

Ms Zhang Chengshuang is considered independent for the purpose of Rule 704(8) of the Listing Manual.

The following ordinary resolution has been duly proposed and seconded:

“That Ms Zhang Chengshuang, who retires pursuant to Regulation 97 of the Company’s Constitution, be hereby re-elected as a director of the Company.”

Ordinary Resolution No. 4 was then put to vote by poll.
The results of the poll for the motion were as follows:

Votes	No. of Votes	Percentage
For	2,249,948,908	99.53
Against	10,668,500	0.47

Based on the majority votes cast in favour of the resolution, the resolution was duly carried.

RESOLUTION 5: RE-APPOINTMENT OF AUDITORS

Item 5 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.

The following ordinary resolution has been duly proposed and seconded:

“Messrs PricewaterhouseCoopers LLP be and are hereby re-appointed Auditors of the Company to hold office until the conclusion of the next Annual General Meeting at a remuneration to be fixed by the Directors.”

Ordinary Resolution No. 5 was then put to vote by poll.

The results of the poll for the motion were as follows:

Votes	No. of Votes	Percentage
For	2,257,489,008	99.80
Against	4,563,500	0.20

Based on the majority votes cast in favour of the resolution, the resolution was duly carried.

SPECIAL BUSINESS:

RESOLUTION 6: AUTHORITY TO ALLOT AND ISSUE SHARES

Mr Kamal informed shareholders that they have come to the special business of this Meeting. Resolution 6 was to seek 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.

The following ordinary resolution has been duly proposed and seconded:

“That:

- (a) *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:*
- (i) *issue ordinary shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or*

- (ii) *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/or at 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*
- (b) *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:

- (1) *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);*
- (2) *(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:*
 - (a) *new Shares arising from the conversion or 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*
 - (b) *any subsequent consolidation or subdivision of the Shares;*
- (3) *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*
- (4) *(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.”*

Ordinary Resolution No. 6 was then put to vote by poll.

The results of the poll for the motion were as follows:

Votes	No. of Votes	Percentage
For	1,963,087,475	86.84
Against	297,437,133	13.16

Based on the majority votes cast in favour of the resolution, the resolution was duly carried.

RESOLUTION 7: 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 Kamal advised the shareholders that Mr Ren Letian, Mr Ren Yuanlin and the parties acting in concert with them should abstain from voting the resolution 7 and declined to accept appointment as proxies for any shareholder to vote in respect of the said resolution unless the shareholder 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.

The following ordinary resolution has been duly proposed and seconded:

“THAT:

- (a) 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 hereafter defined) during the Relevant Period (as hereafter defined), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as hereafter defined), whether by way of:*
 - (i) 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*
 - (ii) off-market purchases (“Off-Market Purchases”) (if effected otherwise than on the SGXST) 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”);*
- (b) 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:*
 - (i) the date on which the next Annual General Meeting of the Company is held or required by law or the Constitution to be held;*
 - (ii) 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*
 - (iii) 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;*
- (c) 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” 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:

- (i) in the case of a Market Purchase: 105% of the Average Closing Price; and
- (ii) 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

- (d) 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.”

Ordinary Resolution No. 7 was then put to vote by poll.

The results of the poll for the motion were as follows:

Votes	No. of Votes	Percentage
For	1,241,309,602	99.84
Against	1,989,600	0.16

Based on the majority votes cast in favour of the resolution, the resolution was duly carried.

CONCLUSION

There being no other business to transact, Ms Liu declared the Meeting closed at 6.10 p.m. She thanked all the shareholders for their attendance and support.

Confirmed as True Record of Proceedings

Liu Hua
Chairman of the Meeting

APPENDIX A:

QUESTIONS AND ANSWERS DURING THE AGM HELD ON 29 APRIL 2026

QUESTION 1:

A shareholder referred to Slide 9 of the FY2025 Results Presentation Announcement and raised questions regarding Project G, a new project, a debt investment classified as an NPL. He noted that the principal amount outstanding for the project was S\$65.7 million, with a provision of approximately S\$18.4 million recognised and queried whether proper due diligence had been conducted and who approved the project, given that it had turned into an NPL within a short period.

The shareholder also referred to the Company's stated collateral policy of maintaining a loan-to-value ("LTV") ratio of between 1.8x to 2.2x and questioned why the collateral had not been liquidated to recover the loan amount. He further sought clarification on the factors that led Management to conclude that a loss was unavoidable despite the collateral buffer.

Ms Liu clarified that Project G is not a new investment but one that originated in 2021. The project had previously been servicing interest and only turned non-performing in 4Q FY2025, at which point the provision was recognised. She explained that the provisioning did not indicate a recent investment failure but was made to accelerate recovery efforts in light of changed circumstances.

The Chief Executive Officer, Mr Peng Xingkui ("**Mr Peng**") elaborated on the history of Project G, explaining that the counterparty had contributed 40% of the capital, while the Group had provided 60% of the funding with priority repayment rights, targeting a fixed return of approximately 15%. The project, located in Wuxi, was approved through the Group's internal governance processes and was subsequently structured as a co-development based on its assessed residual value at the time. Mr Peng explained that following the downturn in China's property market after 2022, the project's risk profile deteriorated progressively over time. The Group's exposure to the project has been progressively reduced through repayments and recovery efforts, although the remaining exposure continued to be subject to market and recovery uncertainties as at FY2025.

Mr Peng explained that the provision recognised in FY2025 was based on a conservative recovery assessment, which considered estimated completed property values, expected sales prices and volumes, funding costs and potential legal enforcement outcomes. Management also applied a further discount to the valuation to reflect forced-sale conditions typically associated with court-mandated disposals.

Mr Peng shared that recovery outcomes remain subject to market conditions and legal processes, which may take one to two years, depending on whether new investors are introduced or restructuring is achieved. Given ongoing uncertainty in China's real estate property market, Management highlighted that its primary strategy across its property-related exposures is to prioritise cash recovery in order to best safeguard shareholders' interests.

QUESTION 2:

A shareholder referred to the Extraordinary General Meeting held on 31 May 2024, during which the Group highlighted its relative lack of deep market connections compared to global peers as one of the reasons for diversifying away from traditional asset management and pivoting towards maritime investments. With the maritime business now spun off, the shareholder queried how the Group intends to reposition Yangzijiang Financial as a credible asset manager, particularly outside China. He further queried what had changed to give Management confidence that the Group now possess the capabilities and market connectivity required to succeed in asset management.

The shareholder also enquired about the status of the Group's application for a Capital Markets Services ("CMS") licence from the Monetary Authority of Singapore ("MAS"), noting that the application had been pending for an extended period.

Mr Peng responded that, following the spin-off of Yangzijiang Financial from Yangzijiang Shipbuilding in 2022, the Group had committed to shareholders that it would build a balanced AUM profile with a 1:1 allocation between China and ex-China markets within three years, a target which was achieved ahead of schedule in 2025, thereby demonstrating delivery against its prior commitments.

Mr Peng informed that, following the spin-off of Yangzijiang Maritime, the core management, investment, risk management and compliance teams have remained largely unchanged. With a reduced asset base, the Group has tightened investment mandates, resulting in stronger risk controls and governance oversight. He expressed confidence in the experienced and disciplined core team's ability to execute the Group's strategy and requested shareholders' patience and support as Yangzijiang Financial continues its development.

The Lead Independent Non-Executive Director, Mr Yee Kee Shian, Leon ("**Mr Yee**") explained that the Group's CMS licence application remains under regulatory review and that processing timelines have generally been longer than initially anticipated across the industry. It is also not uncommon for licence applications to take up to, or more than 12 months to review. He also added that the provisions were necessary in light of the changed market conditions, in line with accounting and risk-management requirements. He acknowledged the ongoing uncertainty in China's property market, while reaffirming that the management team continues to work diligently to address legacy issues.

Ms Liu outlined that the Group's primary objective is to deliver sustainable returns to shareholders, with a targeted dividend payout ratio of approximately 40% of net profit after tax. She shared that while the Group's assets were historically concentrated in China at the time of listing in 2022, capital has since been progressively remitted and redeployed into Singapore, notwithstanding the transfer of certain non-China maritime investments to Yangzijiang Maritime following the 2025 spin-off.

Ms Liu confirmed that the Group's Singapore-based direct investment team remains intact and that the Group will continue to gradually build its investment presence in Singapore and beyond. In terms of portfolio strategy, Ms Liu emphasised a flexible and opportunistic approach, with no fixed annual allocation targets between China and ex-China markets. Capital deployment decisions will instead be based on risk-adjusted returns and efficient use of capital, regardless of geography.

Ms Liu also highlighted that while a portion of the Group's NAV relates to non-performing assets under recovery, Management's focus is to actively deploy performing assets and cash holdings to support income generation, while recovery efforts continue in parallel. She concluded by reaffirming the Group's long-term strategy to build a more diversified and resilient portfolio across asset classes and geographies, supported by a pipeline of new income-generating opportunities and the progress on the CMS licence application.

QUESTION 3:

A shareholder expressed the view that Yangzijiang Financial remains a large-cap stock outside of the Straits Times Index, notwithstanding the uncertain and volatile macroeconomic environment, including the continued downturn in China's property market and recent geopolitical tensions in the Middle East. He asked whether Management had considered undertaking share buybacks as a means of enhancing shareholder value, instead of deploying capital into other listed or investment activities.

Mr Peng acknowledged the shareholder's views and explained that deploying cash for share buybacks would reduce the Group's further deployment in income-generating assets, potentially leading to a material decline in returns, particularly in the presence of non-performing assets that do not generate

interest income. A significant reduction in assets could also result in asset shrinkage and increased earnings volatility, which may not necessarily support share price performance.

Mr Peng further shared that extensive share buybacks would increase concentration risk within the remaining investment portfolio and limit the Group's ability to achieve effective diversification in the near term, which remains a key strategic objective, particularly its target of achieving a 50% allocation to investments outside China within three years.

QUESTION 4:

A shareholder proposed allocating part of the Group's profits to share buybacks as a signal of Management confidence, without materially impacting cash flows.

The shareholder also asked whether the CMS licence previously held by the Group had been transferred to Yangzijiang Maritime as part of the spin-off.

In addition, the shareholder noted that the Group holds approximately S\$618 million in cash, largely denominated in RMB and held in China and enquired about Management's plans and indicative timeline for remitting these funds out of China, as well as any constraints on the amount that can be transferred within a given period.

Mr Peng acknowledged that a calibrated share buyback programme, which does not materially impact the Group's cash flow, is a reasonable suggestion and confirmed that it would be considered and discussed with the Board. Mr Yee added that the share buyback mandate was included as part of the Group's capital management plans, to preserve this flexibility and that Management and the Board intend to exercise it when appropriate.

Ms Liu confirmed that the CMS licence previously held by the Group had been transferred to Yangzijiang Maritime as part of the spin-off.

Ms Liu further explained that the Group currently operates under an approved capital pool arrangement with the State Administration of Foreign Exchange ("**SAFE**") in China, which facilitates cross-border fund movements between the Group's China and Singapore entities, subject to applicable regulatory requirements. She noted that the Group has previously remitted funds out of China and converted part of the funds into US dollars while awaiting deployment. In the near term, surplus cash may be invested in selected listed equities with yields above 4.5%, while retaining fully flexibility to redeploy capital offshore or back into China should attractive opportunities arise.

QUESTION 5:

A shareholder asked whether the 15% to 20% NPL recovery estimate cited by Management referred to the gross NPL balance or to the allowances already recognised. He also enquired whether the allowances recognised in FY2025 are final or remain subject to further revision.

The shareholder further referred to a recent announcement stating that certain NPLs were assessed with reference to collateral valued at 100% of the loan amount and asked whether this reflected a new or more stringent criterion for NPL classification, or whether it had always been the Group's standard assessment approach.

Ms Liu updated the shareholder that the Group has achieved approximately 15% to 20% recovery on its NPLs, reflecting efforts to accelerate the recovery process. She explained that following the recognition of provisions, the Group moved decisively to liquidate underlying assets at an early stage, converting them into cash to generate returns rather than leaving them idle without income.

In response to a follow-up query, Ms Liu confirmed that the allowances recognised as at 31 December 2025 were based on information available and current accounting assessment and that the current focus is on executing the recovery strategy rather than revisiting provisioning amounts.

Ms Liu clarified that the reference to 100% collateral value reflects the Group's standard investment structure, under which the Group typically provides around 60% of the funding, with the remaining 40% contributed by third parties and the entire underlying asset is pledged as collateral. She emphasised that this has consistently been the Group's approach and does not represent a new or more stringent criterion for NPL classification.

QUESTION 6:

A shareholder questioned whether a target return of approximately 4.5% on cash deployment was sufficient, noting that REITs generally offer yields above 5% and are often tax-exempt, whereas the Group incurs tax on its profits. He further highlighted that based on FY2025 results, the Group generated limited returns from cash and equity investments, with overall returns largely supported by debt investments, which have also contributed to NPL issues.

Ms Liu acknowledged the shareholder's analysis and explained that debt investments have historically generated relatively higher returns, although realised returns have been affected by exposures to prevailing market conditions, which lead to some NPLs. She noted that equity investments are inherently more volatile, with returns varying significantly depending on market conditions.

Ms Liu explained that the Group is pursuing a more balanced portfolio strategy, targeting an allocation of approximately 40% to debt investments and 40% to equity investments, with the objective of generating higher risk-adjusted returns while reducing reliance on any single asset class.

QUESTION 7:

A shareholder questioned the basis for the S\$290.9 million credit loss provisions in light of prior assurances on conservative collateral coverage and why Management did not act earlier as China's property market deteriorated. He also urged Management to consider a more aggressive share buyback programme, citing that deploying part of the Group's cash reserves would better reward shareholders and signal confidence in the Group's intrinsic value.

The Chief Financial Officer, Mr Qian Jiang ("**Mr Qian**") explained that the FY2025 credit loss provisions were based on prudent estimates of recoverable amounts, given continued weakness in China's property market despite recent government support measures. He added that any future adjustment to the provisions would depend on recovery outcomes and prevailing market conditions.

Mr Peng further explained that the Group decided to accelerate NPL liquidation through legal proceedings and court-mandated auctions, which are subject to policy-driven timing constraints and batch processing in China. He also acknowledged that the historical concentration in China's real estate investments contributed to the magnitude of the provisions recognised in FY2025.

QUESTION 8:

A shareholder put forward several suggestions and questions to Management and the Board. She suggested that the Group publish responses to substantive shareholder questions ahead of the AGM to allow adequate time for review, and that profit warnings be issued earlier prior to the release of full-year results with adequate advance notice. She also called on the Independent Directors to provide more forward-looking guidance as encouraged by the SGX-

ST and expressed concerns over limited communication and corporate activity since the related transaction involving Ningbo Shanshan Co., Ltd.

In addition, she asked whether the Board had considered a secondary listing on the China or Hong Kong exchange and requested Management to provide an indicative return benchmark, such as a targeted return range, to offer investors clearer performance expectations.

Ms Liu thanked the shareholder for her constructive feedback and noted that many of the suggestions raised, including matters relating to profitability, shareholder returns and share price performance are already part of the Management and the Board's consideration. She acknowledged that following the spin-off exercises in 2022 and 2025, the market required time to reassess the Group's strategy, which contributed to a period of share price volatility.

Ms Liu emphasised that while short-term measures, such as cash management yielding around 4.5%, help optimise the use of idle funds, the primary focus remains on building sustainable long-term profitability through disciplined capital deployment. She stated that the Group's priority is to invest in quality opportunities capable of generating stable and controllable returns, rather than relying on short-term actions to support the share price.

Ms Liu added that the Group has an active investment pipeline under evaluation and expressed confidence that, over time, this approach will translate into improved earnings and value creation for shareholders.

QUESTION 9:

A shareholder sought clarification on whether the Group had sold any of its NPL to third-party asset investors, or whether all such loans continue to be managed internally by the Group.

He further asked why the Group continues to hold a large cash balance in China earning relatively low returns, despite having no restrictions on remitting funds offshore and asked why more of the cash has not been converted into USD, HKD or SGD to achieve higher yields, particularly given the Group's three-year target of a 50:50 allocation between China and ex-China assets.

In addition, the shareholder asked whether the Group intends to further build its own investment team.

Ms Liu confirmed that the Group has no intention to sell the NPLs to third parties and will continue to manage and pursue recovery internally.

Ms Liu explained that a significant portion of the cash remains in RMB because the Group is actively evaluating investment opportunities in China, where it currently sees attractive prospects. Management considered the currency outlook over time and explained that while converting funds into foreign currencies could yield higher interest income, it may expose the Group to foreign-exchange risk unless hedged. She emphasised that cash management decisions involve a dynamic balance between interest yield and currency risk.

Ms Liu clarified that, following the maritime spin-off, only the maritime-focused investment professionals were transferred to the maritime entity. The remaining investment team, including those responsible for offshore investments, remains with Yangzijiang Financial. This team continues to source and evaluate projects outside China.

QUESTION 10:

A shareholder referred to the NPLs and income tax credit/expense and raised several questions:

- (i) whether the reversal of NPL provisions in FY2024 and the significant provisions recognised in FY2025 implied that the FY2024 provisions were not sufficiently prudent;**
- (ii) whether the S\$290.9 million provision in FY2025 was overly prudent, noting that the Group subsequently managed to recover approximately 15%–20% of the NPL amount within a few months;**
- (iii) whether the audit of the Group was conducted by PricewaterhouseCoopers LLP's China team or its Singapore team; and**
- (iv) why there was a significant swing in tax expense between FY2024 and FY2025, noting that the variance exceeded S\$100 million and appeared to relate to deferred tax.**

Ms Liu explained that provisions are assessed at each reporting date based on the best information available at the time and it is not meaningful to retrospectively judge whether prior provisions were overly or insufficiently prudent. She noted that in earlier years, provisions for NPLs were largely based on land values. However, the prolonged downturn in China's property market and the lack of transaction data made reliable valuations increasingly difficult. While the Group initially adopted a patient approach in anticipation of a market recovery, developments in 2H2025, including recent government actions, policy-driven court timelines and liquidation incentives, prompted Management to accelerate recovery efforts. This shift towards faster monetisation through legal proceedings and auctions required a more conservative valuation basis, resulting in the larger provisions recognised in FY2025.

Ms Liu clarified that the 15% to 20% recovery achieved relates to the net NPL balance after the S\$290.9 million provisions and that recoveries have been realised within a relatively short period, reflecting the effectiveness of the Group's accelerated legal and auction recovery strategy. She noted that any recoveries in excess of the net carrying value would be recognised as income in future periods.

Further, Mr Lim Kheng Wah ("**Mr Lim**"), Partner-in-charge of the Group's audit from PricewaterhouseCoopers LLP ("**PwC**"), elaborated that provisioning is assessed based on the information available at the reporting date and reflects amounts that are reasonably recoverable at that point in time. He clarified that the provisioning methodology applied in FY2025 was consistent with prior years, with no change in accounting principles and that the significant movement between FY2024 and FY2025 was driven by changes in underlying circumstances and information available at each respective reporting date. He further explained that subsequent recoveries occurring after 31 December 2025 could not have been anticipated at the time of audit and therefore it would not be appropriate to assess the prudence of the provisions retrospectively based on those later events.

Mr Lim clarified that the PwC China audit team reviews the underlying documents, while the valuation and provisioning assessment is conducted in Singapore, with the Singapore audit team responsible for final review and sign-off.

Ms Liu explained that the significant movement in tax expense arose primarily from losses recognised in connection with the credit loss provisions, which resulted in the recognition of deferred tax assets.

QUESTION 11:

A shareholder sought clarification on what Management meant by "strategic investments" in selected projects, noting that recent references appeared to distinguish such investments from short-term placements in high-yield listed equities. He asked what types of investments the

Group was targeting, whether these involved operational or management control and whether the strategy resembled private equity, private credit or venture capital. He further queried whether the Group intended to acquire significant or controlling stakes, including in listed companies and asked about the typical investment size or quantum envisaged under this strategy.

Mr Peng explained that the Group's long-term strategic investment focus is on opportunities where it can obtain control or significant influence, particularly through merger and acquisition or restructuring situations in China, rather than purely making financial investments. He said this may include evaluating significant or controlling stakes, subject to due diligence and the necessary approvals, in selected listed companies with strong asset quality, clean balance sheets and leadership positions within their industries, allowing the Group to actively improve operations and generate sustainable returns. For investment outside of China, he mentioned the Group intends to adopt a phased approach, focusing in the short term on conservative, high-quality or fixed-income investments and over the longer term progressively expanding from debt-based investments into equity ownership as opportunities develop.

Ms Liu clarified that the Group may pursue transactions in China through buyouts or acquisitions that provide management control, particularly involving listed companies. She emphasised that these investments are not intended to be traditional private equity, but rather controlling stakes in suitable listed entities.

Ms Liu explained that investment size would depend on each individual opportunity rather than a fixed investment quantum.

QUESTION 12:

A shareholder asked the following questions:

- (i) what is the rationale for deploying capital into equities yielding around 4.5% when the Group's own shares appeared undervalued, suggesting that share buybacks might represent a better use of capital;**
- (ii) what is the indication of the scale or quantum of the prospective investments currently being evaluated in China, as well as an overview of the Group's investment pipeline, given that cash is being retained in RMB in anticipation of deployment and potential RMB appreciation;**
- (iii) what is the timeline Management envisages for liquidating the NPL portfolio and redeploying the recovered capital;**
- (iv) what is the rationale for maintaining a long-term asset allocation of 40% equity, 40% debt and 20% cash; and**
- (v) whether the Group would consider distressed investment opportunities (such as deeply discounted bonds), or whether its investment strategy remained focused on secured or collateral-backed investments with defined return profiles.**

Ms Liu explained that the 4.5% return refers primarily to short-term, interim investments deployed while the Group evaluates longer-term strategic opportunities and that such deployment is preferable to leaving funds idle in cash. She emphasised that these investments are selectively chosen, with attention to risk management and are not intended to be the Group's long-term return benchmark.

Ms Liu informed that the Group is assessing investment opportunities in both China and Singapore and is retaining RMB as the base currency in anticipation of China-focused deployment, given its view on potential RMB appreciation. Conversion into Singapore dollars will be considered when Singapore-based investments have crystallised, rather than converting solely for diversification purposes.

Ms Liu added that the Group aims to recover the NPL as soon as practicable and to redeploy the recovered proceeds, noting that NPLs generate no returns and that accelerated recovery is intended to free up capital for higher-yielding uses.

Regarding asset allocation, Ms Liu explained that the 40/40/20 structure is a long-term guiding framework that provides flexibility. Maintaining a cash buffer allows the Group to seize investment opportunities promptly, support dividend payments, and retain capacity for share buybacks and is considered a healthy and prudent structure over the cycle.

Ms Liu responded that the Group remains open to a broad range of investment opportunities, with each opportunity being assessed on its risk-adjusted returns, structure and capital protection.

QUESTION 13:

A shareholder questioned the Board's decision not to declare a dividend for FY2025, citing the Group's dividend policy of paying out at least 40% of net profit excluding non-recurring, one-off and exceptional items. He also questioned why the S\$290 million credit loss provision was not excluded as a non-recurring, one-off or an exceptional item. In addition, he remarked that the Group was in a strong cash position, had zero borrowings and sufficient retained earnings.

The shareholder further sought clarification on the Board's interpretation of "non-recurring, one-off and exceptional items" under the dividend policy and requested clearer parameters or examples to guide shareholders' understanding of how such items are assessed.

In addition, the shareholder sought clarification on the nature of approximately S\$304 million cash outflow reported under trade and other receivables in the operating cash flow statement, noting that he was unable to identify a corresponding receivables balance of similar magnitude on the year-end balance sheet.

Ms Liu explained that while the quantum of the FY2025 provisions was unusually large, credit loss provisions themselves arise from the Group's ordinary course of business as a financial investment company and therefore cannot be excluded for the purposes of dividend determination under the Group's dividend policy. Accordingly, given the reported net loss, the Board decided that it was not appropriate to recommend a dividend for FY2025.

Mr Yee affirmed that this interpretation was made in good faith and in accordance with accounting standards, directors' duties and advice received and noted that unless the auditors or legal advisers indicated otherwise, the Company would maintain its current position. While acknowledging the shareholder's concerns, Mr Yee expressed the hope that improved performance in future years could allow for the resumption of dividends, including potentially special dividends, subject to results.

Mr Lim noted that the term "exceptional" is not formally defined under accounting standards and that from an audit perspective, impairments of loans are not considered exceptional for an entity engaged in lending activities. While acknowledging that the magnitude of the FY2025 provisions was unusual, Mr Lim confirmed that this alone does not alter the classification.

Mr Qian and Ms Liu clarified that the cash outflow under trade and other receivables relates primarily to legacy maritime-related receivables arising from China-based subsidiaries prior to the maritime spin-off. Following the spin-off, while most maritime assets in Singapore were transferred to the maritime entity, certain entities that had historically supported the maritime business continued to hold these receivables, which remain recorded in the Group's financial statements and are being collected progressively over time.

Ms Liu further clarified that the cash flow statement reflects cumulative movements over the entire financial year, whereas the balance sheet represents only a snapshot at the reporting date, which explains the apparent mismatch.

Mr Lim added that, due to the spin-off mechanics, certain trade receivables were transferred to the maritime entity as part of the transaction and therefore no longer appear on the Group's year-end balance sheet, even though their movement is reflected in the operating cash flow statement.

QUESTION 14:

A shareholder asked why Yangzijiang Shipbuilding does not appear as a substantial shareholder of Yangzijiang Financial following the spin-off in 2022.

Mr Yee explained that following the spin-off, Yangzijiang Shipbuilding did not retain an ownership interest in Yangzijiang Financial. Instead, the shares in Yangzijiang Financial were distributed directly to the existing shareholders of Yangzijiang Shipbuilding at the time of the spin-off. As a result, Yangzijiang Financial is no longer owned by Yangzijiang Shipbuilding. However, Yangzijiang Financial and Yangzijiang Shipbuilding continue to share a common substantial shareholder.

QUESTION 15:

A shareholder noted that the Annual Report appeared to provide less granular disclosure of the breakdown of the NPLs compared to prior years and asked why the level of transparency had been reduced.

The shareholder requested greater transparency on how many of the Group's investments are located in Tier-1 or Top-10 cities and suggested that such information be disclosed more clearly in future reports.

In addition, the shareholder noted that China's equity markets had gained more than 30% over the past year and asked how much of that gain the Group's China equity investments had captured.

Ms Liu responded that the relevant information on the Group's NPL has already been disclosed with enhanced transparency. She noted that the Group has further categorised these items into separate components and directed the shareholder to Slide 9 of the FY2025 Results Presentation announced by the Company for the detailed breakdown.

Ms Liu stated that the Group would consider further disclosures, such as city tiers or other relevant breakdowns, where practicable and meaningful for shareholders.

Ms Liu confirmed that the Group recorded approximately S\$19 million in gains from its China equity portfolio during last year, comprising both private and public equity investments. She shared that this translated into an overall gain of approximately 15% from its equity investment portfolio.