



YANGZIJIANG FINANCIAL HOLDING LTD.

(Incorporated in Singapore on 14 December 2021)
(Company Registration No. 202143180K)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting ("EGM") of **YANGZIJIANG FINANCIAL HOLDING LTD.** (the "**Company**") will be held by way of electronic means on **8 June 2022 at 3:00 p.m.** for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions which will each be proposed as an ordinary resolution:

All capitalised terms used in this Notice of EGM which are not defined herein shall, unless the context otherwise requires, have the same meanings ascribed to them in the circular issued by the Company to the Shareholders dated 24 May 2022 (the "Circular").

PROPOSED ADOPTION OF THE SHARE BUY-BACK MANDATE

RESOLVED THAT pursuant to the constitution:

That:

- (a) for the purposes of the Companies Act 1967 of Singapore (2020 Revised Edition) (the "**Act**") and the Listing Manual of the Singapore Exchange Securities Trading Limited (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, 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 SGX-ST) in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit, which scheme(s) shall satisfy all the conditions prescribed by the Act, and otherwise in accordance with all other provisions of the Act and the Listing Manual of the SGX-ST as may for the time being be applicable (the "**Share Purchase Mandate**");
- (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;
 - (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;
- (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.

BY ORDER OF THE BOARD

YANGZIJIANG FINANCIAL HOLDING LTD.

Lee Wei Hsiung
Company Secretary

24 May 2022
Singapore

Important notes on the EGM to be held by electronic means:

1. Pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020, this EGM will be conducted solely by way of electronic means. Accordingly, this Notice of EGM and Proxy Form are made available to members via publication on the SGX website at <https://www.sgx.com/securities/company-announcements> and on the Company's website at <https://www.yzjfin.com>.

Please note that printed copies of the EGM documents will NOT be sent to members of the Company.

Alternative arrangements have been put in place to allow shareholders to participate at the EGM by:

- (a) attending and/or listening to the EGM proceedings via the live audio-visual webcast and live audio-only stream (Live Webcast);
 - (b) submitting questions relating to the resolutions to be tabled at the EGM, to the Chairman of the EGM in advance of, or live at, the EGM;
 - (c) voting at the EGM
 - (i) live by the Shareholder or his/her/its duly appointed proxy(ies) (other than the Chairman of the EGM) via electronic means; or
 - (ii) by appointing the Chairman of the EGM as proxy to vote on the Shareholder's behalf at the EGM.
2. **Pre-registration for the EGM**

Shareholders, proxyholders and persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act, 1967 of Singapore), including Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") investors will be able to observe and/or listen to the EGM proceedings through the Live Webcast via their mobile phones, tablets or computers.

All Shareholders, CPF Investors and SRS Investors, can pre-register themselves or, where applicable, their appointed proxy(ies), for the EGM via the pre-registration website at <https://smartagm.sg/yzjfh-egm2022> for verification purposes by 3:00 p.m. on 5 June 2022, being 72 hours before the time fixed for the EGM.

Following the verification, authenticated Shareholders, including CPF Investors and SRS Investors, or, where applicable, their duly appointed proxy(ies) who have (or have been) pre-registered will be provided with a confirmation email for the EGM containing details as well as instructions on attending the EGM (the "**Confirmation Email**"), via the e-mail address provided during pre-registration.

Shareholders, including CPF Investors and SRS Investors, or, where applicable, their appointed proxy(ies) who have (or have been) pre-registered by 3:00 p.m. on 5 June 2022 deadline but have not received the Confirmation Email by 11.59 p.m. on 7 June 2022 should immediately contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte Ltd, by telephone at 6536 5355 during Monday to Friday, from 9.30 a.m. to 5.30 p.m. (excluding public holidays in Singapore), or by email to public@yzjfin.com (Attention: Yangzijiang Financial Team).

3. **Question and answer**

Shareholders, proxyholders, CPF Investors and SRS Investors attending the EGM via the Live Webcast will be able to ask the Chairman of the EGM substantial and relevant questions related to the resolutions to be tabled for approval at the EGM, by typing in and submitting their questions through the live chat function via the audio-visual webcast platform.

Investors holding Shares through relevant intermediaries (other than CPF Investors/SRS investors) should approach their respective relevant intermediaries through which they hold Shares as soon as possible in order for the necessary arrangements to be made for them to submit questions in advance of the EGM or ask questions during the EGM via the Live Webcast.

Shareholders, including CPF Investors and SRS Investors are also encouraged to submit questions related to the resolutions to be tabled for approval at the EGM to the Chairman of the EGM, in advance of the EGM in the following manner no later than seven (7) working days in advance of the EGM (i.e. by 3:00 p.m. on 27 May 2022):

- (a) By e-mail to kamal@financialpr.com.sg or zhouyan@financialpr.com.sg; or
- (b) if submitted by post, to be deposited at the: 4 Robinson Rd, #04-01 The House of Eden, Singapore 048543

Shareholders who submit questions via email or by post to the Company must provide the following information:

- (i) the Shareholder's full name;
- (ii) the Shareholder's address; and
- (iii) the manner in which the Shareholder holds shares in the Company (e.g. via CDP, CPF or SRS).

The Board of Directors of the Company (the "**Board**") will endeavour to address, during the EGM, substantial and relevant questions (as determined by the Board in its sole opinion) submitted by Shareholders. However, there may not be sufficient time to address all such questions.

4. **The Proxy Form, which may be used to vote at the EGM, is released together with the Notice of EGM.**

5. **Voting**

Live voting will be conducted during the EGM for Shareholders and proxyholders attending the EGM via the Live Webcast. It is important for Shareholders and proxyholders to have their own web-browser enabled devices ready for voting during the EGM.

Shareholders and proxyholders will be required to log-in via the link in the Confirmation Email and enter the user ID and password to attend and participate in the Live Webcast of the EGM.

- (a) Live voting: Shareholders, including CPF Investors/SRS Investors and proxyholders attending the EGM may cast their votes in real time for each resolution to be tabled at the EGM via the Live Webcast. Shareholders and proxyholders will have the opportunity to cast their votes via the Live Voting feature on the live Webcast platform. Shareholders, including CPF Investors/SRS Investors and proxyholders must have a web-browser enabled device in order to cast their vote.

- (b) Voting via appointing proxy(ies) or the Chairman of the EGM as proxy: As an alternative to the above, Shareholders may also vote at the EGM by appointing proxy(ies) or the Chairman of the EGM as proxy to vote on their behalf. Please refer to paragraph 6 below for information on the submission of Proxy Forms.

A Shareholder, who has submitted a Proxy Form, but wishes to attend and participate in the live voting during the EGM, must inform the Company's Singapore Share Registrar and Share Transfer Office, Boardroom Corporate & Advisory Services Pte. Ltd., at +65 6536 5335 (during office hours) or at srs.teamb@boardroomlimited.com by 3:00 p.m. on 5 June 2022. Alternatively, kindly log-in prior to the commencement of the EGM as proxy revocation is not allowed after proxy form cut-off date/time.

6. **Appointment of Proxies**

A Shareholder who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies and a Shareholder who is a relevant intermediary is entitled to appoint more than two proxies wish to vote at the EGM via a proxy(ies) must submit the Proxy Form, which is released together with this Notice of EGM, to appoint the proxy(ies) or the Chairman of the EGM as their proxy to cast votes on their behalf. Shareholders are requested to complete, sign and return the Proxy Form in accordance with the instructions printed thereon not less than seventy-two (72) hours before the time appointed for the EGM (i.e. by 3:00 p.m. on 5 June 2022 ("proxy form cut-off date/time") in the following manner:

- (a) By Post: To be deposited at the registered office of the Company at 80 Robinson Road #02-00, Singapore 068898; or
- (b) Via e-mail: To be emailed to public@yzjfin.com (Attention: Yangzijiang Financial Team)

A Shareholder who wishes to submit an instrument of proxy must first download, complete and sign the Proxy Form, before submitting it by post to the address provided above, or before scanning and submitting it by email to the email address provided above.

7. **Persons who hold Shares through relevant intermediaries**

- (a) Persons who hold Shares through relevant intermediaries (as defined in section 181(6) of the Companies Act 1967 (2020 Revised Edition) of Singapore), including a CPF Investor and/or SRS Investor, and who wish to participate in the EGM by (i) participating in the EGM proceedings via live audio-visual webcast or live audio-only stream; and/or (ii) appointing the Chairman of the Meeting as proxy to attend and vote on their behalf at the EGM, should contact the relevant intermediaries (which would include, in the case of CPF Investors and SRS Investors, their respective CPF Agent Banks and SRS Operators) through which they hold such Shares as soon as possible in order to make the necessary arrangements for them to participate in the EGM.

- (b) CPF Investors or SRS Investors who wish to appoint the Chairman of the Meeting as proxy should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 3:00 p.m. on 27 May 2022.

- (c) The Proxy Form is not valid for use by CPF Investors or SRS Investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

8. **The proxy, who is the Chairman of the Meeting, need not be a member of the Company.**

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

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

11. **As there may be new measures (including new guidance or requirements for the holding or conduct of meetings) to deal with the evolving COVID-19 situation in Singapore, the Company may have to change the EGM arrangements at short notice. The Company will announce any changes to the holding or conduct of the EGM via the SGXNet at <https://www.sgx.com/securities/company-announcements>. Members are advised to check the SGXNet and the Company's website at <https://www.yzjfin.com> regularly for updates on the EGM.**

PERSONAL DATA PRIVACY

Where a member of the Company submits (a) an application to pre-register to participate in the EGM via live webcast, (b) questions relating to the resolutions to be tabled for approval at the EGM, and/or (c) an instrument appointing a proxy to vote at the EGM and/or any adjournment thereof, the member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purposes of (a) processing the member's application to pre-register to participate in the EGM via live webcast and providing the member with any technical assistance where possible, (b) addressing any selected questions submitted by the member and following up with the member where necessary, (c) the processing and administration by the Company (or its agents) of the proxy appointed for the EGM (including any adjournment thereof), and (d) the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines, and (ii) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's action or omission.