



YANGZIJIANG FINANCIAL HOLDING LTD.
 (Company Registration No. 202143180K)
 (Incorporated in the Republic of Singapore on 14 December 2021)

(A) INCORPORATION OF SUBSIDIARIES AND ASSOCIATED COMPANY
(B) DISPOSAL OF SUBSIDIARIES

CLSA Singapore Pte Ltd is the Issue Manager for the listing of Yangzijiang Financial Holding Ltd. on the Mainboard of the Singapore Securities Exchange Trading Limited by way of an introduction.

The board of directors (the “**Board**”) of Yangzijiang Financial Holding Ltd. (the “**Company**”, together with its subsidiaries, the “**Group**”), wishes to make the following announcements.

1. INCORPORATION OF SUBSIDIARIES IN CONNECTION WITH THE MARITIME FUND

The Company refers to its earlier announcement dated 11 August 2022 entitled “Yangzijiang Financial Setting Up New Maritime Fund”.

The Company had through, its direct wholly-owned subsidiary GEM Direct Investments Pte Ltd (“**GEM Direct**”), and its previous direct wholly-owned subsidiary, Opal River Shipping Limited, incorporated the following subsidiaries, details of which are set out in the table below (collectively the “**First Incorporations**”).

Name	Place of incorporation	Date of incorporation	Issued and paid up share capital	Percentage of shareholding	Principal activities
Diamond River Shipping Limited (“ Diamond River ”)	Marshall Islands	15 December 2022	USD100	100% through GEM Direct	Investments
Ruby River Shipping Limited (“ Ruby River ”)	Marshall Islands	15 December 2022	USD100	100% through GEM Direct	Investments
Opal River Shipping Limited (“ Opal River ”) ¹	Marshall Islands	20 December 2022	USD100	100% through GEM Direct	Investments
Ocean Atlantic Holding Company Limited (“ Ocean Atlantic ”) ²	British Virgin Islands	9 February 2023	USD150	67% through Opal River	Investments

¹: Opal River was newly incorporated by the Company as its direct wholly-owned subsidiary on 20 December 2022 and then disposed of by the Company on 17 February 2023 where it then ceased to be a subsidiary. Please refer to the section entitled “DISPOSAL OF SUBSIDIARIES” below.

²: Ocean Atlantic was newly incorporated by the Company as a 67% subsidiary of Opal River on 9 February 2023. Following the disposal of Opal River by the Company on 17 February 2023, Ocean Atlantic ceased to be a subsidiary of the Group.

The First Incorporations were funded through internal resources and are not expected to have any significant impact on the earnings per share and net tangible assets per share of the Group for the financial year ended 31 December 2022 (for Diamond River, Ruby River and Opal River) and the financial year ending 31 December 2023 (for Ocean Atlantic).

None of the Directors, substantial shareholders or controlling shareholders of the Company has any interest, direct or indirect, in the First Incorporations other than through their respective shareholdings and directorships in the Company.

2. DISPOSAL OF SUBSIDIARIES

The Company's wholly-owned subsidiary, GEM Direct, had transferred its entire shareholdings in Opal River to the maritime fund known as Yangzijiang Maritime Private Equity Fund #2³ ("**Maritime Fund**", which is a sub fund under GEM Growth Fund VCC) and managed by GEM Asset Management Pte Ltd on 17 February 2023 for a consideration of USD100, being the net asset value of Opal River. The consideration was arrived at on a willing buyer willing seller basis. Following such transfer, Opal River, and its subsidiary Ocean Atlantic have each ceased to be a subsidiary of the Company (the "**Disposal**").

The Disposal is not expected to have any significant impact on the earnings per share and net tangible assets per share of the Group for the financial year ending 31 December 2023.

None of the Directors, substantial shareholders or controlling shareholders of the Company has any interest, direct or indirect, in the Disposal other than through their respective shareholdings and directorships in the Company.

3. RATIONALE FOR INCORPORATIONS AND DISPOSAL

The aforementioned incorporations and divestment of subsidiaries are in alignment with our fund deployment strategy in Singapore. The objective of this strategy is to consolidate all of the Group's investments relating to the maritime sector into the Maritime Fund. The fund is managed by the Group's wholly-owned CMS licensing company, GEM Asset Management Pte Ltd.

4. ADDITIONAL INCORPORATION OF SUBSIDIARY AND ASSOCIATED COMPANY

The Company had, through its direct wholly-owned subsidiaries Jiangsu New Yangzi Commerce & Trading Co., Ltd ("**JNY**") and Jiangsu Yangchuan Investment Development Co., Ltd ("**Jiangsu Yangchuan**") incorporated the following subsidiary and associated company respectively, details of which are set out in the table below (collectively the "**Second Incorporations**").

Name	Place of incorporation	Date of incorporation	Issued and paid-up share capital	Percentage of shareholding	Principal activities
Jiujiang Yangchuan Import and Export Trading Co., Ltd (" Jiujiang Yangchuan ")	People's Republic of China (" PRC ")	8 February 2023	RMB100 million	100% through JNY	Investments
Shenzhen Yangzi Chengxin Investment Co., Ltd (" Yangzi Chengxin ")	PRC	17 January 2023	RMB300 million	40% through Jiangsu Yangchuan	Import and export and trading, with a focus on marine equipment, materials and/or components, vessels, and metal and minerals

³: For the avoidance of doubt, no Yangzijiang Maritime Private Equity Fund #1 has been established.

The Second Incorporations were funded through internal resources and are not expected to have any significant impact on the earnings per share and net tangible assets per share of the Group for the financial year ending 31 December 2023.

None of the Directors, substantial shareholders or controlling shareholders of the Company has any interest, direct or indirect, in the Second Incorporations other than through their respective shareholdings and directorships in the Company.

By Order of the Board

Toe Teow Heng
Executive Director and Chief Executive Officer

1 March 2023