



YANGZIJIANG SHIPBUILDING (HOLDINGS) LTD.

(Company Registration No. 200517636Z)

(Incorporated in the Republic of Singapore on 21 December 2005)

PROPOSED ACQUISITION OF 10% INTEREST IN POSEIDON CORP. ("POSEIDON")

1. INTRODUCTION

The Board of Directors (the "**Board**") of Yangzijiang Shipbuilding (Holdings) Ltd. (the "**Company**", and together with its subsidiaries, the "**Group**") is pleased to announce that the Company has entered into definitive agreements for the acquisition of a 10% equity interest in Poseidon Corp. (the "**Acquisition**") from certain affiliates of Fairfax Financial Holdings Limited ("**Fairfax**") and certain affiliates of the Washington Family ("**Washington Family**") ("**Vendors**"). The Acquisition is effected pursuant to two conditional share purchase agreements ("**SPAs**") dated 10 March 2026 with vendors and Poseidon.

Upon completion of the Acquisition, the Company will enter into a second amended and restated shareholders agreement ("**SHA**"), together with the other shareholders of Poseidon and Poseidon.

Poseidon, a Marshall Islands corporation, is the holding company of Seaspan Corporation Pte. Ltd., which is incorporated in the Republic of Singapore. ("**Seaspan Corporation**").

2. FURTHER INFORMATION ON SEASPAN CORPORATION, POSEIDON AND THE VENDORS

Seaspan Corporation owns and operates containerships by primarily long-term time charters to major container liner companies, and has been a long-standing customer of the Group.

Seaspan Corporation is wholly owned by Atlas Corp., which is wholly owned by Poseidon.

Atlas Corp. was previously listed on the New York Stock Exchange and was taken private in 2023 through a merger with Poseidon Acquisition Corp., an entity formed by Fairfax, Washington Family and others, further information of which can be found in publicly-accessible filings made by Atlas Corp. with the U.S. Securities and Exchange Commission.

The Acquisition forms part of a broader transaction (the "**Broader Transaction**") involving the sale of up to 34% equity interest in Poseidon, of which the Company will acquire a 10% equity interest as a minority investor.

3. RATIONALE FOR THE ACQUISITION

Seaspan Corporation is an existing, long term and important customer of the Group.

The Board is of the view that the Acquisition will further strengthen the Group's strategic relationship with Seaspan Corporation and support closer long-term collaboration. The investment also supports vertical integration along the value chain and enhances alignment between vessel demand and the Group's production planning and yard development strategy, which the Board considers important for advancing the Group's interests.

The Acquisition will also provide the Group with closer access to end-market dynamics, enabling better market intelligence and responsiveness to customer demand.

In addition, the Acquisition seeks to optimise the Group's deployment of surplus funds in a long-term strategic investment with relatively stable return characteristics.

4. PRINCIPAL TERMS OF THE ACQUISITION

Acquisition Shares

Pursuant to the SPAs, the Company has agreed to acquire an aggregate of 29,175,274 shares (“**Acquisition Shares**”) from the Vendors.

Consideration

The parties to the SPAs have agreed on an aggregate consideration in total of USD 825.7 million (the “**Consideration**”) for the Acquisition Shares.

The Consideration was determined on a willing-buyer, willing-seller basis after taking into account, *inter alia*, the following factors: (a) the Company is participating as a minority purchaser (for up to a 10% equity interest) as part of a broader transaction involving the sale of up to 34% equity interest in Poseidon, pursuant to which the purchase price per share was negotiated and agreed between the Vendors and the participating purchasers; (b) the latest unaudited financial statements of Poseidon as at 31 December 2025, including its book value and net tangible asset (“**NTA**”) position; (c) the historical financial performance of Poseidon; (d) the independent valuation and financial due diligence conducted by Kroll (HK) Limited (“**Kroll**”), as well as legal due diligence carried out by the Company’s legal advisers; (e) the business prospects and future growth potential of Poseidon; and (f) strategic and commercial considerations, including the Group’s long-term relationship with Poseidon, enhanced customer engagement, improved order book visibility and access to market insights.

Based on the latest unaudited financial statements of Poseidon which is as at 31 December 2025: (a) the book value attributable to the 10% equity interest in Poseidon being acquired is approximately USD 459 million; and (b) the net tangible asset value attributable to the 10% equity interest in Poseidon being acquired is approximately USD 452 million.

The Company engaged Kroll as its independent financial adviser to conduct financial due diligence and valuation analysis in relation to the Acquisition. In its report dated 24 February 2026, Kroll ascribed a valuation in the range of approximately USD660.6 million to USD810.9 million for the 10% equity interest in Poseidon, based on the Market Approach (Guideline Public Company Method) and the Income Approach (Discounted Cash Flow Method).

While the Consideration is above the valuation range ascribed by Kroll, the Board has taken into account the broader strategic and commercial benefits of the Acquisition, including strengthening long-term alignment with a significant customer, enhancing vertical integration and improving order visibility. The Board is of the view that these strategic considerations, when assessed together with the financial evaluation, justify the Consideration and are in the interests of the Company and its shareholders as a whole.

The Consideration will be paid, in cash, on Closing, and funded by internal cash resources.

Conditions Precedent

The Acquisition is conditional upon, *inter alia*, the satisfaction (or where applicable, waiver) of various conditions precedent including but not limited to those set out below, on or prior to Closing:

Completion of the Acquisition is subject to the satisfaction (or waiver, where applicable) of customary conditions precedent, including the receipt of all required regulatory approvals and/or waivers under applicable listing rules, and, where applicable, the approval of the Company’s shareholders remaining in full force and effect up to Closing. In addition, the representations and warranties of the parties must be true and correct in all material respects as at signing and/or Closing, and each party must have performed and complied in all material respects with its respective covenants and obligations under the SPAs.

Completion is further conditional upon the delivery of customary closing certificates, corporate approvals and other closing documents (including shareholders’ resolutions approving the Acquisition and waiving any pre-emption or similar rights), the execution of the SHA, the absence of any material adverse effect, and there being no legal or regulatory prohibition on the

transaction. The Acquisition is also conditional upon the consummation of the other transactions contemplated under the Broader Transaction substantially simultaneously with the closing of the SPAs.

Closing

Closing of the Acquisition shall take place on the fifth business day following the satisfaction or waiver of the conditions precedent set out in the SPAs.

Shareholders Agreement

As a minority shareholder in Poseidon upon Closing, the Company shall be entitled to one board seat and customary minority protection, comprising certain right of first refusal for share transfers, pre-emptive right, tag-along right and reserved matters, pursuant to the SHA.

5. **CLASSIFICATION OF THE ACQUISITION**

For the purposes of Chapter 10 of the Listing Manual of the SGX-ST ("**Listing Manual**"), the relative figures for the Acquisition computed on the bases set out in Rule 1006 of the Listing Manual based on the Company's latest unaudited consolidated financial statements for the financial year ended 31 December 2025 are as follows:

Rule 1006	Bases	Relative figures
(a)	The net asset value of the assets to be disposed of, compared with the group's net asset value. This basis is not applicable to an acquisition of assets.	Not Applicable
(b)	The net profits ⁽¹⁾ attributable to the assets acquired or disposed of, compared with the group's net profits.	4.87% ⁽²⁾
(c)	The aggregate value of the consideration given or received, compared with the issuer's market capitalisation based on the total number of issued shares excluding treasury shares.	6.54% ⁽³⁾
(d)	The number of equity securities issued by the issuer as consideration for an acquisition, compared with the number of equity securities previously in issue.	Not applicable
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves.	Not applicable

Notes:

- (1) Under Rule 1002(3)(b) of the Mainboard Rules, "net profits" means profit or loss including discontinued operations that have not been disposed and before income tax and non-controlling interests.
- (2) Based on the latest unaudited financial statements of Poseidon for the financial year ended 31 December 2025, the net profit attributable to the 10% equity interest being acquired is approximately USD74.03 million, which is approximately 4.87% compared with the Group's latest unaudited net profits of RMB10,676,572,000 (equivalent to approximately USD1,518.98 million based on an exchange rate of USD1 : RMB7.0288, being the exchange rate published on Bank of China on 31 December 2025) for financial year ended 31 December 2025.
- (3) The Consideration (equivalent to approximately SGD1,054.95 million based on an exchange rate of USD 1 : SGD1.2777, being the exchange rate published on Bloomberg on 10 March 2026, being the latest market day preceding the date of the SPAs when the shares were last traded) amounts to approximately 6.54% of the Company's market capitalisation of SGD16,135,915,802, which is computed based on 3,935,589,220 shares in issue (excluding treasury shares) and the closing share price of SGD4.1 on 10 March 2026, being the latest market day preceding the date of the SPAs when the shares were last traded.

As the relative figure computed under Rule 1006(c) of the Mainboard Rules exceeds 5% but is less than 20%, the Acquisition is a discloseable transaction under Rule 1010 of the Listing Manual.

6. HENGYUAN AS ONE OF THE PURCHASERS IN THE BROADER TRANSACTION

The Company is notified that Hengyuan Asset Investment Limited (“**Hengyuan**”), a private investment vehicle owned and controlled by Mr. Ren Letian, the Company’s Executive Chairman and Chief Executive Officer, will be participating in the Broader Transaction as one of the purchasers of shares of Poseidon, on substantially the same terms as those of the Company, to acquire a 5% equity interest in Poseidon (“**HY Acquisition**”). Hengyuan does not have an existing equity interest in Poseidon prior to completion of the Broader Transaction.

The Company confirms that there is no joint venture or co-investment agreement or arrangement entered into between the Company and Hengyuan, and there is no separate joint venture vehicle established between the Company and Hengyuan through which to invest in Poseidon. Each of the Company and Hengyuan are investing in Poseidon in their own respective corporate capacities, pursuant to their own commercial objectives.

The Acquisition and HY Acquisition are separate and parallel share acquisitions. The transactions are independent of each other and are not inter-conditional. The Acquisition is on terms that are commercially justifiable on a standalone basis, and such terms are not contingent on Hengyuan also investing in Poseidon.

The Company’s Audit Committee further confirms that (i) the risks and rewards of the Company’s and Hengyuan’s investments in Poseidon are in proportion to the equity of each of the Company and Hengyuan; and (ii) the terms of the Acquisition and the Broader Transaction are not prejudicial to the interests of the Company and its minority shareholders.

The Company has sought guidance from the Singapore Exchange Securities Trading Limited (“**Exchange**”) on the application of Chapter 9 of the Listing Manual to the Broader Transaction. Based on the Company’s representations and submissions, the Exchange concurs with the Company’s view that the Broader Transaction would not constitute an interested person transaction for the purposes of Chapter 9 of the Listing Manual. Please note that the Exchange reserves the right to amend and/or vary the above confirmation, and such confirmation is subject to changes in the Exchange’s policies.

7. FINANCIAL EFFECTS

For illustrative purposes only, the pro forma financial effects of the Acquisition set out below have been prepared based on the unaudited consolidated financial statements of the Group for the financial year ended 31 December 2025 and the unaudited consolidated interim financial statements of Poseidon for period ended 31 December 2025. The pro forma financial effects are not necessarily indicative of the actual financial performance or position of the Group following the closing of the Acquisition.

(a) Earnings Per Share

Assuming that the completion of the Acquisition took place on 1 January 2025, the earnings per share of the Group would have increased from 219.23 RMB cents to 232.19 RMB cents.

	Before the Acquisition	After the Acquisition
Profit attributable to shareholders of the Company (RMB’000)	8,637,076	9,147,718 ⁽¹⁾
Weighted average number of shares	3,939,674,152	3,939,674,152
Profit per share (RMB cents)	219.23	232.19

Notes:

(1) Based on the exchange rate of approximately USD1:RMB7.0288, being the exchange rate published on Bank of China on 31 December 2025.

(b) Net Tangible Assets Per Share

Assuming that the Acquisition had been completed on 31 December 2025 and that the Consideration was fully satisfied by the Group's internal cash resources, there would be no material change to the NTA per share of the Group.

(c) Net Gearing

The Acquisition will be funded entirely from the Group's internal cash resources.

Following completion of the Acquisition, the Group is expected to remain in a net cash position.

8. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save as disclosed in this announcement, none of the directors or controlling shareholders of the Company has any direct or indirect interest in the Acquisition.

9. SERVICE CONTRACTS

No person is proposed to be appointed as a director or executive officer of the Company in connection with the Acquisition. Accordingly, no service contract has been or is proposed to be entered into by the Company with any such person in connection with the Acquisition.

10. UPDATES

The Company will make further announcements to update shareholders on the status of the Acquisition as and when there are material developments.

11. DOCUMENTS FOR INSPECTION

Copies of the following documents are available for inspection during normal business hours at the registered office of the Company at 36 Robinson Road, #20-01 City House, Singapore 068877 for a period of three (3) months commencing from the date of this announcement:

- (a) the SPAs dated 10 March 2026; and
- (b) the valuation report issued by Kroll dated 24 February 2026.

Shareholders should note that Closing of the Acquisition remains subject to the satisfaction (or waiver) of various conditions precedent. There is no assurance that the Acquisition can or will be completed. Shareholders and any other investors should take into account such uncertainty and exercise caution when dealing in the Company's shares. In the event of any doubt, shareholders and other investors should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

BY ORDER OF THE BOARD

Ren Letian
Executive Chairman and Chief Executive Officer
10 March 2026