



YANGZIJIANG SHIPBUILDING (HOLDINGS) LTD.
(Incorporated in the Republic of Singapore)
(Company Registration No.: 200517636Z)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“EGM”) of **YANGZIJIANG SHIPBUILDING (HOLDINGS) LTD.** (the “Company”) will be held by way of electronic means on Monday, 18 April 2022 at 4.00 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 1 April 2022 (the “Circular”).

ORDINARY RESOLUTIONS:

RESOLVED THAT pursuant to the constitution:

1. Approval for the Proposed Spin-Off

Subject to the other conditions in Section 4.3 of the Letter to Shareholders in the Circular dated 1 April 2022 being satisfied, approval be and is hereby given for the Company to make a distribution (the “YZJFH Distribution”) of the entire issued share capital of YZJFH (the “YZJFH Shares”) held by the Company by way of a dividend *in specie* on the basis of one (1) YZJFH Share for each ordinary share in the issued share capital of the Company (the “Shares”) held by or on behalf of the shareholders of the Company (“Shareholders”, being registered holders of the Shares, other than the Company, except that where the registered holder is The Central Depository (Pte) Limited (“CDP”), the term “Shareholders” shall mean Depositors, other than the Company, as defined under the Companies Act 1967 (2020 Revised Edition) of Singapore) as at a books closure date to be determined by the Directors (the “Books Closure Date”), and the proposed listing by way of introduction of YZJFH on the Mainboard of the SGX-ST (the “Proposed Listing”, together with the YZJFH Distribution, the “Proposed Spin-Off”), such that:

- the YZJFH Shares are distributed free of encumbrances and together with all rights attaching thereto on and from the Books Closure Date;
- where the directors of the Company (the “Directors”) are of the view that the distribution of the YZJFH Shares to any Shareholder whose registered address as recorded in the Register of Members of the Company or in the Depository Register maintained by CDP on the Books Closure Date is outside Singapore (the “Overseas Shareholders”) may infringe any foreign law or may necessitate compliance with conditions or requirements which the Directors, in their sole and absolute discretion, regard as onerous or impracticable by reason of costs, delay or otherwise, such YZJFH Shares shall not be distributed to such Overseas Shareholders, but shall be dealt with in the manner set out in paragraph (iii) below;
- the YZJFH Shares which would otherwise be distributed to the Overseas Shareholders pursuant to the YZJFH Distribution be distributed to such person(s) as the Directors may appoint, who shall sell the same and thereafter distribute the aggregate amount of the net proceeds, after deducting all dealings and other expenses in connection therewith, proportionately among such Overseas Shareholders in accordance with their respective entitlements to the YZJFH Shares as at the Books Closure Date, in full satisfaction of their rights to the YZJFH Shares, provided that where the net proceeds to which any particular Overseas Shareholder is entitled is less than S\$10.00, such net proceeds shall be retained for the benefit of the Company, and no Overseas Shareholder shall have any claim whatsoever against the Company or any other person in connection therewith;
- the Directors and/or any of them be and are hereby authorised to determine the amount to be appropriated out of the retained profits and/or current year profits of the Company to meet the value of the YZJFH Shares to be distributed to the Shareholders;
- approval be and is hereby given for the Company to carry out and implement the Proposed Spin-Off, as well as any other transactions contemplated thereunder;
- approval be and is hereby given for the payment of all fees and expenses relating to the Proposed Spin-Off; and
- the Company and any Director be and is/are hereby authorised and empowered to complete and do all such acts and things (including executing all such documents as may be required) and to approve, amend, modify, supplement and execute such documents, as they may consider expedient or necessary in connection with any of the aforesaid transactions or to give effect to any of the aforesaid transactions and generally to do all such things as he deems necessary or expedient for all the foregoing purposes.

2. Approval for the YZJFH Distribution which constitutes a major transaction under Chapter 10 of the Listing Manual

- The YZJFH Distribution, which constitutes a major transaction under Chapter 10 of the Listing Manual, be and is hereby approved; and
- the Company and any Director be and is/are hereby authorised and empowered to do all such acts and things (including executing all such documents as may be required) and to approve, amend, modify, supplement and execute such documents, as they may consider expedient or necessary in connection with any of the aforesaid transactions or to give effect to any of the aforesaid transactions and generally to do all such things as he deems necessary or expedient for all the foregoing purposes.

3. Authority to Directors

The Directors and each of them be and are hereby authorised to do all acts and things and to execute all such documents as they or he may consider necessary or expedient to give effect to the proposed distribution as set out in these resolutions.

BY ORDER OF THE BOARD
YANGZIJIANG SHIPBUILDING (HOLDINGS) LTD.

Lee Wei Hsiung
Company Secretary

1 April 2022
Singapore

NOTES:

- 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 Extraordinary General Meeting (“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 www.yzjship.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:

- attending and/or listening to the EGM proceedings via the live audio-visual webcast and live audio-only stream (Live Webcast);
- 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;
- 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 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/yzj-agmegm2022> for verification purposes by 4.00 p.m. on 15 April 2022, being 72 hours before the time fixed for the EGM.

Following the verification, authenticated shareholders, including CPF 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 and SRS investors, or, where applicable, their appointed proxy(ies) who have (or have been) pre-registered by 4.00 p.m. on 15 April 2022 deadline but have not received the Confirmation Email by 11.59 p.m. on 17 April 2022 should immediately contact yangzijiang_sg@yzjship.com.

3. Question and answer

Shareholders, proxyholders, CPF 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/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 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 6 April 2022):

- By e-mail to romil@financialpr.com.sg/jass@financialpr.com.sg; or
- 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:

- the Shareholder’s full name;
- the Shareholder’s address; and
- 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 (“Board”) will endeavour to address, during the EGM, substantial and relevant questions (as determined by the Board in its sole opinion) submitted by Participating Members. However, there may not be sufficient time to address all such questions.

4. The form of an instrument appointing a proxy (“Proxy Form”), which may be used to vote at the EGM, is released together with this 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.

- Live voting: Shareholders, including CPF/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/SRS investors and proxyholders must have a web-browser enabled device in order to cast their vote.
- 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 instead, 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 4.00 p.m. on 15 April 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 (as defined below).

6. Appointment of Proxies

Shareholders who is not a relevant intermediary (as defined below) is entitled to appoint not more than two proxies and Shareholders 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 therein not less than seventy-two (72) hours before the time appointed for the EGM (i.e. by 4.00 p.m. on 15 April 2022 (the “proxy form cut-off date/time”) in the following manner:

- By Post: To be deposited at the registered office of the Company at 80 Robinson Road #02-00, Singapore 068898; or
- Via e-mail: To be emailed to yangzijiang_sg@yzjship.com (Attn Yangzijiang 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 an investor who holds shares under the Central Provident Fund Investment Scheme (“CPF Investor”) and/or the Supplementary Retirement Scheme (“SRS Investor”), and who wish to participate in the EGM by (i) observing and/or listening to the EGM proceedings via live audio-visual webcast or live audio-only stream; (ii) submitting questions in advance of, or live at the EGM; and/or (iii) voting at the EGM, (a) live via electronic means by being appointed as proxy by their relevant intermediary; or (b) by appointing the Chairman of the Meeting, as proxy to attend and vote on their behalf at the EGM, should contact the relevant intermediaries through which they hold such shares as soon as possible in order for the necessary arrangements to be made for their participation in the EGM.

(b) CPF Investors or SRS Investors (i) may vote live via electronic at the EGM if they are pre-register via the pre-registration website and appointed as proxies by their respective CPF/SRS Operators, and should contact their respective CPF/SRS Operators if they have any queries regarding their appointment as proxies, or (ii) may appoint the Chairman of the Meeting as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by 5.00 p.m. on 6 April 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 www.yzjship.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.