



NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting ("AGM") of Yanlord Land Group Limited ("Company" or "Yanlord") will be held on Friday, 25 April 2014 at 2.00 p.m. at Taurus, Marina Mandarin Singapore, Level 1, 6 Raffles Boulevard, Marina Square, Singapore 039594 to transact the following business:

AS ROUTINE BUSINESS

1. To receive and adopt the directors' report and the audited financial statements for the financial year ended 31 December 2013 together with the auditors' report thereon. **(Resolution 1)**
2. To declare a first and final (one-tier) tax-exempt dividend of 1.30 Singapore cents (equivalent to approximately 6.40 Renminbi cents) per ordinary share for the year ended 31 December 2013. **(Resolution 2)**
3. To approve the payment of Directors' Fees of S\$400,000 (equivalent to approximately RMB1,970,520) for the year ended 31 December 2013 (FY2012: S\$400,000, equivalent to approximately RMB2,015,400). **(Resolution 3)**
4. To re-elect the following Directors, each of whom will retire pursuant to Article 91 of the Articles of Association ("AA") of the Company and who, being eligible, offer themselves for re-election:
 - a) Zhong Siliang **(Resolution 4a)**
 - b) Ronald Seah Lim Siang **(Resolution 4b)**
 - c) Ng Ser Miang **(Resolution 4c)**
5. To re-appoint Messrs Deloitte & Touche LLP, Singapore as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 5)**

AS SPECIAL BUSINESS

6. To consider and, if thought fit, to pass with or without any amendments, the following resolutions as Ordinary Resolutions:
 - 6A. That pursuant to Section 161 of the Companies Act, Cap. 50 ("Act") and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors of the Company to:-
 - (a) (i) allot and issue 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 (collectively, "Instruments" and 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, 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) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue Shares in pursuance of any Instrument made or granted by the Directors while this Resolution was in force, provided that:
 - (1) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed fifty per cent. (50%) of the total number of issued Shares excluding treasury shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of Shares to be issued other than on a pro rata basis to shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) does not exceed twenty per cent. (20%) of the total number of issued Shares excluding treasury shares in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (2) (subject to such manner of calculation as may be prescribed by SGX-ST) for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (1) above, the percentage of the total number of issued Shares excluding treasury shares shall be based on the total number of issued Shares excluding treasury shares in the capital of the Company at the time this Resolution is passed, after adjusting for:-
 - (i) new Shares arising from the conversion or exercise of any convertible securities or share options on issue at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue, consolidation or subdivision of Shares;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act, the Listing Manual of SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the AA for the time being of the Company; and
 - (4) (unless revoked or varied by the Company in general meeting) the authority conferred by this Resolution shall continue in force until the conclusion of the next AGM of the Company or the date by which the next AGM is required by law to be held, whichever is earlier. **(Resolution 6)**
 - 6B. That approval be and is hereby given to the Directors to:-
 - (a) offer and grant options in accordance with the provisions of the Yanlord Land Group Share Option Scheme 2006 ("ESOS 2006"); and
 - (b) allot and issue from time to time such number of Shares as may be issued pursuant to the exercise of options under the ESOS 2006, provided that the aggregate number of Shares to be issued pursuant to the ESOS 2006 shall not exceed fifteen per cent. (15%) of the total issued Shares from time to time. **(Resolution 7)**
 - 6C. That:-
 - (1) for the purposes of sections 76C and 76E of the Act, the exercise by the Directors of the Company of all the powers of the Company to purchase or acquire issued and fully paid Shares not exceeding in aggregate the Maximum Percentage (as defined below), at such price or prices as may be determined by the Directors from time to time up to the Maximum Price (as defined below), whether by way of:-
 - (a) market purchases on the SGX-ST ("Market Purchase"); and/or
 - (b) 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 ("Off-Market Purchase"), and otherwise in accordance with all other laws, regulations and rules of the SGX-ST as may for the time being applicable, be and is hereby authorised and approved generally and unconditionally ("Share Buyback Mandate");
 - (2) unless varied or revoked by the Company in general meeting, the authority conferred on the Directors of the Company pursuant to the Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:-
 - (a) the date on which the next AGM of the Company is held; or
 - (b) the date by which the next AGM of the Company is required by law to be held.
 - In this Resolution:-

"Maximum Percentage" means that number of issued Shares representing not more than 10% of the total number of issued Shares as at date of the passing of this Resolution (excluding any Shares which are held as treasury shares as at that date);

"Maximum Price" in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) not exceeding:-
 - (i) in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
 - (ii) in the case of an Off-Market Purchase, 120% of the Average Closing Price of the Shares;

"Average Closing Price" means the average of the closing prices of a Share over the last five (5) market days on which the Shares are transacted on the SGX-ST or, as the case may be, such securities exchange on which the Shares are listed or quoted, immediately preceding the date of the Market Purchase by the Company or, as the case may be, the date of the making of the offer pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the rules of the SGX-ST, for any corporate action that occurs after the relevant five-day period; and

"date of the making of the offer" means the date on which the Company makes an offer for the purchase or acquisition of Shares from shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.
 - (3) the Directors of the Company and/or any of them be and are hereby authorised to complete and do all such acts and things (including executing all such documents as may be required) as they and/or he may consider expedient or necessary or in the interests of the Company to give effect to the transactions contemplated and/or authorised by this Resolution. **(Resolution 8)**
7. To transact any other ordinary business which may properly be transacted at an annual general meeting.

NOTICE OF BOOKS CLOSURE AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN THAT the Share Transfer Book and Register of Members of the Company will be closed on 20 May 2014, for the purpose of determining the shareholders' entitlements to the first and final (one-tier) tax-exempt dividend of 1.30 Singapore cents (equivalent to approximately 6.40 Renminbi cents) per ordinary share for the year ended 31 December 2013 ("Proposed Dividend") to be proposed at the AGM of the Company to be held on 25 April 2014.

Duly completed registrable transfers in respect of Shares of the Company received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., of 50 Raffles Place, Singapore Land Tower #32-01, Singapore 048623 up to 5.00 p.m. on 19 May 2014 will be registered to determine shareholders' entitlements to the Proposed Dividend. Shareholders whose securities accounts with the Central Depository (Pte) Limited are credited with Shares as at 5.00 p.m. on 19 May 2014 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the forthcoming AGM, will be paid on 6 June 2014.

BY ORDER OF THE BOARD

Lim Poh Choo
Company Secretary

7 April 2014
Singapore

Notes to Notice of AGM:

- (i) A shareholder of the Company entitled to attend and vote at the AGM is entitled to appoint not more than two proxies to attend and vote on his behalf. A proxy need not be a member of the Company.
- (ii) The instrument appointing a proxy must be deposited at the registered office of the Company at 9 Temasek Boulevard #36-02 Suntec Tower Two Singapore 038989 not less than 48 hours before the time fixed for holding the AGM.
- (iii) Resolution 4b: Ronald Seah Lim Siang who is an independent director will, upon re-appointment as a Director of the Company, remain as Chairman of the Audit Committee and member of the Nominating and Remuneration Committees.
- (iv) Resolution 4c: Ng Ser Miang who is an independent director will, upon re-appointment as a Director of the Company, remain as Chairman of the Nominating Committee and member of the Risk Management Committee.
- (v) Resolution 5, if passed, is to empower the Directors from the date of the AGM to be held on 25 April 2014 until the date of next AGM, to issue Shares and to make or grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to a number not exceeding in total fifty per cent. (50%) of the total number issued Shares excluding treasury shares in the capital of the Company with a sub-limit of twenty per cent. (20%) for issues other than on a pro-rata basis to shareholders (calculated as described above).
- (vi) Resolution 7, if passed, is to authorise the Directors to offer and grant options in accordance with the provisions of the ESOS 2006 and to allot and issue from time to time such number of Shares as may be issued pursuant to the exercise of options under the ESOS 2006, provided that the aggregate number of Shares to be issued pursuant to the ESOS 2006 shall not exceed fifteen per cent. (15%) of the total number of issued Shares excluding treasury shares in the capital of the Company from time to time.
- (vii) Resolution 8 relates to the renewal of the Share Buyback Mandate which was originally approved by shareholders on 2 April 2009. Please refer to Appendix I to this Notice of AGM for details.