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YANLORD

YANLORD LAND GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company registration no. 200601911K)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the Annual General Meeting (“AGM”) of Yanlord Land Group Limited (“Company”) will be convened and held by way of electronic means on Thursday, April 28, 2022 at 2.00 p.m. (Singapore time) to transact the following business:

ROUTINE BUSINESS

1. To receive and adopt the directors’ statement and the audited financial statements for the financial year ended December 31, 2021 together with the auditor’s report thereon. **(Resolution 1)**
2. To declare a final tax-exempt dividend of 6.8 Singapore cents (equivalent to approximately 32.75 Renminbi cents) per ordinary share in respect of the financial year ended December 31, 2021. **(Resolution 2)**
3. To approve the payment of directors’ fees of S\$500,548.00 (equivalent to approximately RMB2,397,738.48) for the financial year ended December 31, 2021 (FY2020: S\$484,699.45, equivalent to approximately RMB2,425,412.43). **(Resolution 3)**
4. To re-elect the following Directors, who are retiring by rotation pursuant to Regulation 89 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
 - a) Zhong Siliang **(Resolution 4a)**
 - b) Hong Pian Tee **(Resolution 4b)**
 - c) Zhong Ming **(Resolution 4c)**

(Detailed information of these Directors can be found under the sections of “Board of Directors”, “Directors’ Statement” and “Additional Information on Directors Seeking Re-election” in the Company’s Annual Report for the financial year ended December 31, 2021 (“Annual Report 2021”).)

5. To re-elect the following Directors, who will cease to hold office pursuant to Regulation 88 of the Constitution of the Company and who, being eligible, offer themselves for re-election:
 - a) Chua Taik Him **(Resolution 5a)**
 - b) Tan Chin Siong **(Resolution 5b)**

(Detailed information of these Directors can be found under the sections of the “Board of Directors”, “Directors’ Statement” and “Additional Information on Directors Seeking Re-election” in the Annual Report 2021.)

6. To re-appoint Messrs Deloitte & Touche LLP, Singapore as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 6)**

SPECIAL BUSINESS

To consider and if thought fit, to pass, with or without any amendments, the following resolutions as Ordinary Resolutions:

7. That authority be and is hereby given to the Directors to: **(Resolution 7)**
 - (a) (i) allot and issue shares of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
 - (ii) make or grant offers, agreements or options (each, an “Instrument” and collectively, “Instruments”) 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 50% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) (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 20% of the total number of issued Shares (excluding any treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (2) below);
- (2) (subject to such manner of calculation as may be prescribed by Singapore Exchange Securities Trading Limited (“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 any treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding any treasury shares and subsidiary holdings) 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 or vesting of share awards which were issued and are outstanding or subsisting at the time this Resolution is passed; and
 - (ii) any subsequent bonus issue or consolidation or subdivision of Shares;

and, in sub-paragraph (1) above and this sub-paragraph (2), “subsidiary holdings” has the meaning ascribed to it in the Listing Manual of the SGX-ST;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act 1967 of Singapore (“Act”), the Listing Manual of the SGX-ST and the rules of any other stock exchange on which the Shares may for the time being be listed and quoted (“Other Exchange”) for the time being in force (unless such compliance has been waived by the SGX-ST or, as the case may be, Other Exchange) and the Constitution 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 of the Company is required by law to be held, whichever is earlier.

8. That:

(Resolution 8)

- (1) for the purposes of Sections 76C and 76E of the Act, the exercise by the Directors of all the powers of the Company to purchase or acquire issued and fully paid-up 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 purchase(s) on the SGX-ST and/or Other Exchange (“Market Purchase”); and/or
 - (b) off-market purchase(s), if effected otherwise than on the SGX-ST or, as the case may be, Other Exchange, in accordance with any equal access scheme(s) as may be determined or formulated by the Directors as they consider fit in the interest of the Company, which scheme(s) shall satisfy all the terms and conditions that are consistent with the Act, the Listing Manual of the SGX-ST or, as the case may be, rules of Other Exchange, the Code of Corporate Governance 2018 and the Constitution for the time being of the Company (“Off-Market Purchase”),

and otherwise in accordance with all other laws, regulations and rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (“Share Buyback Mandate”);

(2) unless varied or revoked by the shareholders at a general meeting, the authority conferred on the Directors 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 the date on which:

- (a) the next AGM of the Company is held;
- (b) the next AGM of the Company is required by law to be held; or
- (c) the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated;

(3) In this Resolution:

“Maximum Percentage” means that number of issued Shares representing not more than 10% of the total number of issued and fully paid-up Shares (excluding any treasury shares and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)) as at date of the passing of this Resolution;

“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 market prices of a Share over the last five (5) market days on which the Shares were transacted on the SGX-ST or, as the case may be, Other Exchange, 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(s) pursuant to the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Manual of the SGX-ST, for any corporate action that occurs during the relevant five-day period and the day on which the Market Purchase or, as the case may be, the offer(s) pursuant to the Off-Market Purchase are made; and

“date of the making of the offer” means the date on which the Company makes an offer for the purchase or acquisition of the Shares from shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

(4) each and any Directors and/or secretary of the Company be and are/is 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/she 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.

NOTICE OF RECORD AND DIVIDEND PAYMENT DATES

NOTICE IS ALSO HEREBY GIVEN THAT subject to the approval of shareholders at the AGM of the Company to be held on April 28, 2022 ("2022 AGM") for the final tax-exempt dividend of 6.8 Singapore cents (equivalent to approximately 32.75 Renminbi cents) per ordinary share in respect of the financial year ended December 31, 2021 ("Proposed Dividend"), the Share Transfer Books and Register of Members of the Company will be closed after 5.00 p.m. on May 19, 2022 up to (and including) May 20, 2022, for the preparation of dividend warrants.

Duly completed registrable transfers in respect of ordinary shares of the Company received by the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, up to 5.00 p.m. on May 19, 2022 ("Record Date and Time") will be registered to determine shareholders' entitlements to the Proposed Dividend. Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with ordinary shares of the Company as at Record Date and Time will rank for the Proposed Dividend.

The Proposed Dividend, if approved by shareholders at the 2022 AGM, will be paid on June 6, 2022.

BY ORDER OF THE BOARD

Sau Ean Nee
Company Secretary

April 6, 2022
Singapore

Explanatory Notes:

- (i) Resolution 3, if passed, the payment of such directors' fees will be made to the independent non-executive directors. The framework for determining the fees of independent non-executive directors for the financial year ended December 31, 2021 remains unchanged from the framework for the financial year ended December 31, 2020. Additional information on the framework and directors' fees can be found under the section of "Corporate Governance" in the Annual Report 2021.
- (ii) Resolution 4b: Hong Pian Tee who is an independent non-executive director will, upon re-election as a Director, continue to serve as Chairman of Audit Committee, a member of Remuneration Committee and a member of Risk Management and Sustainability Committee.
- (iii) Resolution 5a: Chua Taik Him who is an independent non-executive director will, upon re-election as a Director, continue to serve as Chairman of Risk Management and Sustainability Committee, a member of Audit Committee and a member of Remuneration Committee.
- (iv) Resolution 5b: Tan Chin Siong who is an independent non-executive director will, upon re-election as a Director, continue to serve as Chairman of Nominating Committee, a member of Audit Committee and a member of Remuneration Committee.
- (v) Resolution 7, if passed, will empower the Directors from the date of the 2022 AGM until the date of next AGM of the Company (unless such authority is previously revoked or varied at a general meeting), to issue Shares and/or 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 50% of the total number issued Shares (excluding any treasury shares and subsidiary holdings) with a sub-limit of 20% for issues other than on a *pro-rata* basis to shareholders (calculated as described above).
- (vi) Resolution 8 relates to the renewal of the Share Buyback Mandate which was last approved by shareholders on April 29, 2021. Please refer to the appendix to this Notice of AGM on the proposed renewal of the Share Buyback Mandate, for details.

Important Notes:

To help keep physical interactions and COVID-19 transmission risks to a minimum, the 2022 AGM will be conducted by electronic means in place of a physical meeting and members will not be able to attend the 2022 AGM in person. Instead, members may participate in the 2022 AGM by watching and/or listening to the proceedings of the 2022 AGM through live audio-visual webcast or live audio-only stream.

Members should take note of the following arrangements for the 2022 AGM and follow the relevant procedures and/or instructions:

(i) Registration for Participation at the 2022 AGM Electronically

Members who are entitled to attend, speak and vote at the 2022 AGM, as well as CPF and SRS investors, and who wish to participate in the 2022 AGM electronically, must register online via the pre-registration website at go.lumiengage.com/yanlordagm2022 **by April 25, 2022 no later than 2.00 p.m.** to enable the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., to verify your member status. You will have to provide your personal information including full name, identification no., shareholding type(s) and contact details for purposes of verification, recordings and/or disclosure at the webcast, in the Minutes of the 2022 AGM and/or publication on the Company's website as well as the Singapore Exchange's website (as appropriate).

Following verification, authenticated members (including CPF and SRS investors) will receive an email containing (i) the unique login credentials and the steps on how to access the live audio-visual webcast of the 2022 AGM proceedings, and (ii) the live audio-only dial-in numbers to listen to the 2022 AGM proceedings. Members must not forward such email and information therein to any other person. Recording of the 2022 AGM proceedings in whatever form is also strictly prohibited. Members (including CPF and SRS investors) who have registered in accordance with the instructions within the timeline as set out in above paragraph but do not receive an email response by 2.00 p.m. on April 27, 2022 should contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., via email at bcasmeetings@boardroomlimited.com.

If members hold shares through Relevant Intermediaries (as defined in Section 181 of the Act) and wish to participate in the 2022 AGM electronically, you should contact the Relevant Intermediaries through which you hold such shares to submit your interest.

(ii) Proxy Voting on Resolutions to be Passed at the 2022 AGM

Members who wish to vote on all or any of the resolutions to be proposed at the 2022 AGM ("Resolutions") must submit a proxy form to appoint only the Chairman of the 2022 AGM as your proxy to cast votes on your behalf. The proxy form, duly completed and signed/executed in accordance with the instructions on the proxy form, must be submitted (i) via email to AGM@yanlord.com.sg; or (ii) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632, in either case, not less than 72 hours before the time fixed for holding the 2022 AGM, i.e. **by April 25, 2022 no later than 2.00 p.m.**

CPF and SRS investors who wish to vote on all or any of the Resolutions should approach your respective CPF Agent Banks or SRS Operators **at least seven (7) working days before the 2022 AGM** to appoint the Chairman of the 2022 AGM as proxy and submit your votes accordingly. Any person who holds shares through Relevant Intermediaries and who wishes to vote on all or any of the Resolutions should approach the Relevant Intermediaries through which you hold such shares as soon as possible.

Members should specifically direct the Chairman of the 2022 AGM on how you wish to vote for or against (or abstain from voting on) the Resolutions.

Please note that no real-time remote electronic voting system will be provided at the 2022 AGM and members will not be able to vote through electronic means. Proxy form can be found in the Annual Report 2021 which is published on the Company's website at yanlord.listedcompany.com/ar.html and the Singapore Exchange's website at www.sgx.com/securities/annual-reports-related-documents. The proxy form can also be downloaded via the pre-registration website at go.lumiengage.com/yanlordagm2022.

(iii) Submission of Questions

Members are allowed to submit your questions related to the Resolutions, if any, to the Company **by April 18, 2022 no later than 2.00 p.m.** (i) via email to AGM@yanlord.com.sg; (ii) by post to the office of the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or (iii) when you register online via pre-registration website at go.lumiengage.com/yanlordagm2022.

Any response to substantial and relevant questions received within the above prescribed timeline will be published by the Company on the Singapore Exchange's website at www.sgx.com/securities/company-announcements and the Company's website at yanlord.listedcompany.com/newsroom.html **by April 22, 2022 no later than 2.00 p.m.** Any subsequent clarifications sought, or follow-up questions in respect of substantial and relevant matters may be addressed at the 2022 AGM.

Please note that no real-time electronic communication facilities will be provided at the 2022 AGM and members will not be able to ask questions through the live audio-visual webcast or the live audio-only stream during the 2022 AGM.

(iv) Access to Documents or Information Relating to Business of the 2022 AGM

Documents relating to the business of the 2022 AGM including (i) the Annual Report 2021 containing this Notice of AGM and accompanying section of "Additional Information on Directors Seeking Re-election" as well as proxy form and (ii) appendix to this Notice of AGM, containing a letter to shareholders dated April 6, 2022 in relation to the proposed renewal of Share Buyback Mandate ("Appendix") are made available on the Company's website at yanlord.listedcompany.com/ar.html, which may also be accessible via the Singapore Exchange's website at www.sgx.com/securities/annual-reports-related-documents. You will need an internet browser and PDF reader to view and/or download these documents.

Like many other organisations, the Company has been working diligently towards conservation and preservation of natural resources for environmental sustainability. In line with this ongoing commitment, printed copies of documents relating to the business of the 2022 AGM will not be sent to the members. Members who wish to receive a printed copy of the Annual Report 2021 and/or the Appendix, may send in your request to the Company by completing and returning the request form appended in the Annual Report 2021 (i) by post to the Company's registered office at 9 Temasek Boulevard, #36-02 Suntec Tower Two, Singapore 038989; or (ii) via email to contact@yanlord.com.sg.

Due to the constantly evolving COVID-19 situation in Singapore, the Company may be required to change the arrangements for the 2022 AGM at short notice. Members are advised to regularly check the Company's corporate website at yanlord.listedcompany.com/newsroom.html and/or any announcement to be released by the Company to the Singapore Exchange's website at www.sgx.com/securities/company-announcements for updates on the 2022 AGM.

PERSONAL DATA PRIVACY:

By registering and/or participating in the 2022 AGM and/or any adjournment thereof via electronic means, submitting an instrument appointing the Chairman of the 2022 AGM as proxy to vote at the 2022 AGM and/or any adjournment thereof, and/or submitting questions related to the Resolutions, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the verification, processing and/or administration by the Company (or its agents or service providers) of participants in the 2022 AGM, proxy appointed for the 2022 AGM, votes cast at the 2022 AGM and/or questions related to the Resolutions (including any adjournment thereof) and the preparation, compilation and/or sending of the details and/or manner to participate the 2022 AGM by electronic means, votes cast by members, responses to questions, attendance lists, minutes and other documents relating to the 2022 AGM (including any adjournment thereof), and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules of the Singapore stock exchange, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that where the member discloses the personal data of the member's representative(s) and/or third parties to the Company (or its agents or service providers), the member has obtained the prior consent of such representative(s) and/or third parties for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such representative(s) and/or third parties for the Purposes, and (iii) 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 breach of warranty.