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YANLORD

YANLORD LAND GROUP LIMITED

Company Registration No.: 200601911K

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Annual General Meeting ("AGM") of Yanlord Land Group Limited (the "Company" or "Yanlord") will be held on **Friday, 27 April 2007 at 2.00 p.m.** at the Oriental Ballroom II, the Oriental Hotel Singapore, 5 Raffles Avenue Marina Square, Singapore 039797 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 2006 together with the auditors' reports thereon. **(Resolution 1)**
2. To declare a first and final (one-tier) tax-exempt dividend of 2.89 Singapore cents per ordinary share for the year ended 31 December 2006. **(Resolution 2)**
3. To approve the payment of Directors' Fees of S\$220,273.98 for the year ended 31 December 2006. **(Resolution 3)**
4. To re-elect the following Directors, each of whom will retire pursuant to Article 97 of the Articles of Association ("AA") of the Company and who, being eligible, offer themselves for re-election:
 - a) Mr. Hong Siliang **(Resolution 4a)**
 - b) Ms. Chan Yiu Ling **(Resolution 4b)**
 - c) Dr. Hong Zhi Hua **(Resolution 4c)**
 - d) Mr. Ronald Seah Lim Siang **(Resolution 4d)**
 - e) Mr. Ng Ser Miang **(Resolution 4e)**
 - f) Ms. Ng Shin Ein **(Resolution 4f)**
 - g) Lt-Gen (Ret) Ng Jui Ping **(Resolution 4g)**
5. To re-appoint Messrs Deloitte & Touche as Auditors of the Company and to authorize 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 (the "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") 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 issued 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 issued 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 issued shares shall be based on the number of issued 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 consolidation or subdivision of shares;
 - (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of 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 the earlier. **(Resolution 6)**
 - 6B That approval be and is hereby given to the Directors to allot and issue from time to time such number of shares in the capital of the Company as may be required to be issued pursuant to the exercise of options granted under the Yanlord Land Group Pre-IPO Share Option Scheme ("Pre-IPO ESOS"). **(Resolution 7)**
 - 6C 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 in the capital of the Company 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 in the capital of the Company from time to time. **(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 DATE

NOTICE IS ALSO HEREBY GIVEN THAT the Share Transfer Books and Register of Members of the Company will be closed on 17 May 2007, for the purpose of determining the shareholders' entitlements to the first and final (one-tier) tax-exempt dividend of 2.89 Singapore cents per ordinary share for the year ended 31 December 2006 ("Proposed Dividend") to be proposed at the AGM of the Company to be held on 27 April 2007.

Duly completed registrable transfers in respect of shares of the Company received by the Company's Share Registrar, Lim Associates (Pte) Ltd, of 3 Church Street, #08-01, Samsung Hub, Singapore 049483 up to 5.00 p.m. on 16 May 2007 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 16 May 2007 will be entitled to the Proposed Dividend. The Proposed Dividend, if approved at the forthcoming AGM, will be paid on 1 June 2007.

By Order of the Board

Zhong Sheng Jian

Chairman and Chief Executive Officer

10 April 2007

Singapore

Notes:

- (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 4d: Mr. Ronald Seah Lim Siang who is considered an independent director, will, upon re-appointment as a Director of the Company, remain as the Chairman of the Audit Committee, Chairman of the Remuneration Committee and member of the Pre-IPO Share Option Management Committee.
- (iv) Resolution 4e: Mr. Ng Ser Miang who is considered an independent director, will, upon re-appointment as a Director of the Company, remain as Chairman of the Nominating Committee, member of the Audit Committee and member of the Remuneration Committee.
- (v) Resolution 4f: Ms. Ng Shin Ein who is considered an independent director, will, upon re-appointment as a Director of the Company, remain as member of the Audit Committee, member of the Nominating Committee and member of the Remuneration Committee.
- (vi) Resolution 6, if passed, is to empower the Directors from the date of the AGM to be held on 27 April 2007 until the date of next AGM, to issue shares in the Company 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 issued 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).
- (vii) Resolution 7, if passed, is to authorise the Directors to allot and issue from time to time such number of ordinary shares in the capital of the Company as may be required to be issued pursuant to the exercise of such options granted under the Pre-IPO ESOS.
- (viii) Resolution 8, 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 in the capital of the Company 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 in the capital of the Company from time to time.