

YANLORD LAND GROUP LIMITED
(Incorporated in the Republic of Singapore)
Company Registration No. 200601911K

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 Wednesday, 29 April 2009 at 2.00 p.m. at the Vanda Ballroom, Marina Mandarin Singapore, Level 5, 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 of the Company for the financial year ended 31 December 2008 together with the auditors' reports thereon. **(Resolution 1)**

2. To declare a first and final (one-tier) tax-exempt dividend of 1.23 Singapore cents per ordinary share for the year ended 31 December 2008. **(Resolution 2)**

3. To approve the payment of Directors' Fees of S\$400,000 for the year ended 31 December 2008. **(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) Mr. Zhong Siliang **(Resolution 4a)**
 - b) Mr. Ng Ser Miang **(Resolution 4b)**
 - c) Ms. Ng Shin Ein **(Resolution 4c)**

5. To re-appoint Messrs Deloitte & Touche LLP 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 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):

- (A) by way of renounceable rights issues on a pro-rata basis to shareholders of the Company ("Renounceable Rights Issues") shall not exceed one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in sub-paragraph (3) below); and
 - (B) otherwise than by way of Renounceable Rights Issues ("Other Share Issues") shall 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 (3) 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 (3) below);
- (2) the Renounceable Rights Issues and Other Share Issues shall not, in aggregate, exceed one hundred per cent. (100%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in sub-paragraph (3) below);
 - (3) (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-paragraphs (1)(A) and (1)(B) above, 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;
 - (4) 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
 - (5) (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 subject to and pursuant to the share issue mandate in Resolution 6 above being obtained, authority be and is hereby given to the Directors to issue new shares other than on a pro-rata basis to shareholders of the Company at an issue price per new share which shall be determined by the Directors in their absolute discretion provided that such price shall not represent more than a 20% discount for new shares to the weighted average price per share determined in accordance with the requirements of the SGX-ST.

(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 DATES

NOTICE IS ALSO HEREBY GIVEN THAT the Share Transfer Books and Register of Members of the Company will be closed on 20 May 2009, for the purpose of determining the shareholders' entitlements to the first and final (one-tier) tax-exempt dividend of 1.23 Singapore cents per ordinary share for the year ended 31 December 2008 ("Proposed Dividend") to be proposed at the AGM of the Company to be held on 29 April 2009.

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 3 Church Street, #08-01, Samsung Hub, Singapore 049483 up to 5.00 p.m. on 19 May 2009 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 2009 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the forthcoming AGM, will be paid on 5 June 2009.

BY ORDER OF THE BOARD

Tan Shook Yng
Company Secretary
13 April 2009
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 4b: 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 and member of the Risk Management Committee.
- (iv) Resolution 4c: Ms. Ng Shin Ein who is considered an independent director will, upon re-appointment as a Director of the Company, remain as Chairman of the Risk Management Committee, member of the Audit Committee and member of the Remuneration Committee.
- (v) Resolution 6, if passed, is to empower the Directors from the date of the AGM to be held on 29 April 2009 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 (i) 100% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated as described above) for Renounceable Rights Issues ("100% Renounceable Rights Issues") and (ii) 50% of the total number of issued shares (excluding treasury shares) in the capital of the Company (calculated as described above) for Other Share Issues, with a sub-limit of 20% for issues other than on a pro-rata basis to shareholders, provided that the total number of shares which may be issued pursuant to (i) and (ii) shall not exceed 100% of the issued shares (excluding treasury shares) in the capital of the Company (calculated as described above).
The authority for 100% Renounceable Rights Issues is one of the further measures introduced by Singapore Exchange Limited, in consultation with the Monetary Authority of Singapore and took effect on 20 February 2009 to accelerate and facilitate listed issuers' fund raising efforts.
- (vi) 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 15% of the total number of issued shares excluding treasury shares in the capital of the Company from time to time.

