

NOTICE IS HEREBY GIVEN that the Annual General Meeting ("AGM") of Yanlord Land Group Limited ("Company") will be held by electronic means on Thursday, April 29, 2021 at 2.00 p.m. to transact the following business:

ROUTINE BUSINESS

- To receive and adopt the directors' statement and the audited financial statements for the financial year ended December 31, 2020 together with the auditor's report thereon. **(Resolution 1)**
- To declare a final tax-exempt dividend of 6.8 Singapore cents (equivalent to approximately 34.19 Renminbi cents) per ordinary share in respect of the financial year ended December 31, 2020. **(Resolution 2)**
- To approve the payment of directors' fees of S\$484,699.45 (equivalent to approximately RMB2,425,412.43) for the financial year ended December 31, 2020 (FY2019: S\$400,000, equivalent to approximately RMB2,024,500). **(Resolution 3)**
- To re-elect Zhong Sheng Jian, who will retire by rotation pursuant to Regulation 89 of the Constitution of the Company and who, being eligible, offers himself for re-election. (Detailed information of Zhong Sheng Jian 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, 2020 ("2020 Annual Report").) **(Resolution 4)**
- To re-elect Zhong lek Ka, who will cease to hold office pursuant to Regulation 88 of the Constitution of the Company and who, being eligible, offers himself for re-election. (Detailed information of Zhong lek Ka can be found under the sections of "Board of Directors", "Directors' Statement" and "Additional Information on Directors Seeking Re-election" in the 2020 Annual Report.) **(Resolution 5)**
- 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 any amendments, the following resolutions as Ordinary Resolutions:

- That pursuant to Section 161 of the Companies Act, Chapter 50 of Singapore ("Act") and the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), authority be and is hereby given to the Directors to:
 - allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - 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
 - (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:
 - 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 and subsidiary holdings 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 and subsidiary holdings in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);
 - (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 and subsidiary holdings shall be based on the total number of issued Shares excluding treasury shares and subsidiary holdings in the capital of the Company at the time this Resolution is passed, after adjusting for:
 - new Shares arising from the conversion or exercise of any convertible securities or share options or vesting of share awards which were issued and outstanding or subsisting at the time this Resolution is passed; and
 - any subsequent bonus issue, 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;
 - in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Act, the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Constitution for the time being of the Company; and
 - 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 7)**
- That:
 - 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 of the Company 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:
 - market purchases on the SGX-ST and/or any other stock exchange on which the Shares may for the time being be listed and quoted ("Other Exchange") ("Market Purchase"); and/or
 - off-market purchases 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, 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 of the SGX-ST or, as the case may be, Other Exchange as may for the time being applicable, be and is hereby authorised and approved generally and unconditionally ("Share Buyback Mandate");
 - 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:
 - the next AGM of the Company is held;
 - the next AGM of the Company is required by law to be held; or
 - the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate are carried out to the full extent mandated.
 - 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:
 - in the case of a Market Purchase, 105% of the Average Closing Price of the Shares; and
 - 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 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 purchases 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 holders of the Shares, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase.
 - the Directors and/or any of them 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. **(Resolution 8)**
- 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 May 21, 2021, for the purpose of determining the shareholders' entitlements to the final tax-exempt dividend of 6.8 Singapore cents (equivalent to approximately 34.19 Renminbi cents) per ordinary share in respect of the financial year ended December 31, 2020 ("Proposed Dividend") to be proposed at the AGM of the Company to be held on April 29, 2021 ("2021 AGM").

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 May 20, 2021 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 May 20, 2021 will be entitled to the Proposed Dividend.

The Proposed Dividend, if approved at the 2021 AGM, will be paid on June 7, 2021.

BY ORDER OF THE BOARD

Sau Ean Nee
Company Secretary

March 25, 2021
Singapore

Explanatory Notes:

- Ronald Seah Lim Siang is due to retire by rotation pursuant to Regulation 89 of the Constitution of the Company. He has served the board of directors of the Company ("Board") as an Independent Non-Executive Director for more than 9 years and in support of the Board's progressive renewal, he has decided not to seek re-election. Ronald Seah Lim Siang will step down from the Board as the Lead Independent Director and cease to serve as Chairman of the Audit Committee, a member of the Nominating Committee and a member of the Remuneration Committee at the conclusion of the 2021 AGM.
- Ng Shin Ein is due to retire by rotation pursuant to Regulation 89 of the Constitution of the Company. She has served the Board as an Independent Non-Executive Director for more than 9 years and in support of the Board's progressive renewal, she has decided not to seek re-election. Ng Shin Ein will step down from the Board as an Independent Non-Executive Director and cease to serve as Chairperson of the Risk Management and Sustainability Committee, a member of the Audit Committee and a member of the Remuneration Committee at the conclusion of the 2021 AGM.
- Resolution 7, if passed, is to empower the Directors from the date of the 2021 AGM 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 and subsidiary holdings (as defined in the Listing Manual of the SGX-ST)) 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).
- Resolution 8 relates to the renewal of the Share Buyback Mandate which was last approved by shareholders on June 29, 2020. 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 2021 AGM will be conducted by electronic means in place of a physical meeting and members will not be able to attend the 2021 AGM in person. Instead, members may participate in the 2021 AGM by watching and/or listening to the proceedings of the 2021 AGM through live audio-visual webcast or live audio-only stream.

Members should take note of the following arrangements for the 2021 AGM and follow the relevant procedures and/or instructions:

(i) Registration for Participation at the 2021 AGM Electronically

Members of the Company who are entitled to attend, speak and vote at the 2021 AGM, as well as CPF and SRS investors, and who wish to participate in the 2021 AGM electronically, must register online at <http://smartagm.sg/yanlordagm2021> by April 26, 2021 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. Following verification, authenticated members will receive an email containing (i) the login credentials, the link and the steps to access the live audio-visual webcast of the 2021 AGM proceedings, and (ii) the live audio-only stream dial-in numbers to listen to the 2021 AGM proceedings.

Members must not forward such email and information therein to any other person who is not a member of the Company or who is not entitled to attend, speak and/or vote at the 2021 AGM. Recording of the 2021 AGM proceedings in whatever form is also strictly prohibited. Members who register 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 28, 2021 may contact the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., 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 2021 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 2021 AGM

Members who wish to vote on all or any of the resolutions to be proposed at the 2021 AGM ("Resolutions") must submit a proxy form to appoint only the Chairman of the 2021 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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623, in either case, not less than 72 hours before the time fixed for holding the 2021 AGM, i.e. **by April 26, 2021 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 2021 AGM** to appoint the Chairman of the 2021 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 2021 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 2021 AGM and members will not be able to vote through electronic means. The 2020 Annual Report containing proxy form and this Notice of AGM is published on the Singapore Exchange's website at [www.sgx.com](http://yanlord.listedcompany.com/ar.html) and the Company's website at <http://yanlord.listedcompany.com/ar.html>. The proxy form can also be downloaded at <http://smartagm.sg/yanlordagm2021>.

(iii) Submission of Questions in Advance

Members may submit questions related to the Resolutions, if any, in advance to the Company (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 50 Raffles Place, #32-01 Singapore Land Tower, Singapore 048623; or (iii) when you register online at <http://smartagm.sg/yanlordagm2021>, by April 26, 2021 no later than 2.00 p.m. 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 2021 AGM and/or publication on the Company's website as well as the Singapore Exchange's website (as appropriate).

The Company will endeavour to address the substantial and relevant questions received prior to and/or at the 2021 AGM. Any response to substantial and relevant questions made prior to the 2021 AGM will be published on the Singapore Exchange's website at [www.sgx.com](http://yanlord.listedcompany.com/newsroom.html) and the Company's website at <http://yanlord.listedcompany.com/newsroom.html>. Any subsequent clarifications sought, or follow-up questions in respect of substantial and relevant matters may be addressed at the 2021 AGM.

Please note that no real-time electronic communication facilities will be provided at the 2021 AGM and members will not be able to ask questions through the live audio-visual webcast or the live audio-only stream during the 2021 AGM.

(iv) Access to Documents or Information Relating to Business of the 2021 AGM

Documents relating to the business of the 2021 AGM including the 2020 Annual Report containing this Notice of AGM, additional information on directors seeking re-election as well as proxy form and appendix to this Notice of AGM on the proposed renewal of Share Buyback Mandate ("Appendix") are made available on the Company's website at <http://yanlord.listedcompany.com/ar.html>, which may also be accessible via the Singapore Exchange's website at www.sgx.com. 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 2021 AGM will not be sent to the members. Members who wish to receive a printed copy of the 2020 Annual Report and/or the Appendix, may send in your request to the Company's Investor Relations Department by completing and returning the request form set out in the 2020 Annual Report (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.

Personal Data Privacy:

By registering and/or participating in the 2021 AGM and/or any adjournment thereof via electronic means, submitting an instrument appointing the Chairman of the 2021 AGM as proxy to vote at the 2021 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, disclosure and/or processing of the member's personal data by the Company (and/or its officers, employees, agents or service providers) for the purpose of the verification, processing and/or administration by the Company (and/or its officers, employees, agents or service providers) of participants in the 2021 AGM, proxy appointed for the 2021 AGM, votes cast at the 2021 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 2021 AGM by electronic means, votes cast by members, responses to questions, attendance lists, minutes and other documents relating to the 2021 AGM (including any adjournment thereof), and in order for the Company (and/or its officers, employees, agents or service providers) to comply with any applicable laws, listing rules of any designated 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 (and/or its officers, employees, agents or service providers), the member has obtained the prior consent of such representative(s) and/or third parties for the collection, use, disclosure and/or processing by the Company (and/or its officers, employees, 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.