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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 of Yanlord Land Group Limited ("Company") will be held at Park Avenue Rochester Hotel, Level 2, Scorpio Room, 31 Rochester Drive, Singapore 138637 on Friday, 24 April 2026 at 2.00 p.m. (Singapore time) ("2026 AGM") to transact the following business:

ORDINARY BUSINESS

1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2025 ("FY 2025") and the Auditor's Report thereon. **(Resolution 1)**

2. To declare a final tax-exempt dividend of S$0.01 per ordinary share for FY 2025 ("Final Dividend"). **(Resolution 2)**

3. To approve the payment of Directors' fees of S$400,000 for FY 2025 (2024: S$432,787). **(Resolution 3)**

4. To re-elect the following Directors, who are retiring by rotation pursuant to Regulation 89 of the Company's Constitution and who, being eligible, offer themselves for re-election:

   (a) Mr. Teo Ser Luck **(Resolution 4)**
   (b) Mr. Zhong Sheng Jian **(Resolution 5)**

5. To re-appoint 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 amendments, the following resolutions which will be proposed as Ordinary Resolutions:

6. That authority be and is hereby given to the Directors to: **(Resolution 7)**

   (a) (i) 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 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 ("Shareholders") (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 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 the 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 issued Shares shall be based on the total number of issued Shares (excluding 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" shall have the meaning ascribed to it in the Listing Manual of the SGX-ST ("Listing Manual");

(3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Companies Act 1967 of Singapore ("Companies Act"), the Listing Manual 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 Annual General Meeting of the Company or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier.

7. That: **(Resolution 8)**

(a) for the purposes of Sections 76C and 76E of the Companies Act, the exercise by the Directors of all the powers of the Company to purchase or otherwise acquire issued and 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:

(i) market purchase(s) transacted on the SGX-ST or, as the case may be, any Other Exchange, through one or more duly licensed stockbrokers appointed by the Company for the purpose ("Market Purchase"); and/or

(ii) 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, which scheme(s) shall satisfy all the conditions prescribed by the Companies Act ("Off-Market Purchase"),

and otherwise in accordance with all other laws and regulations, the Listing Manual or, as the case may be, rules of Other Exchange and the Company's Constitution, as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally ("Share Buyback Mandate");

(b) 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 earliest of:

(i) the date on which the next Annual General Meeting of the Company is held or required by law to be held;

(ii) the date on which the authority conferred by the Share Buyback Mandate is varied or revoked in a general meeting; or

(iii) the date on which the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate ("Share Purchase") are carried out to the full extent mandated;

(c) In this Resolution:

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

"Maximum Price" means the purchase price (excluding brokerage, commission, applicable goods and services tax, stamp duties, clearance fees and other related expenses) to be paid for the Share Purchase, which shall not exceed:

(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;

where:

"Average Closing Price" means the average of the closing market prices of the Shares over the last five (5) market days, on which transactions in the Shares were recorded, in the case of a Market Purchase, immediately before the date of the Market Purchase, or in the case of an Off-Market Purchase, the date on which the Company makes an offer for Share Purchase from Shareholders, stating therein the relevant terms of the equal access scheme for effecting the Off-Market Purchase, and deemed to be adjusted, in accordance with the Listing Manual, 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 pursuant to the Off-Market Purchase is made; and

(d) the Directors 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.

NOTICE OF BOOKS CLOSURE

NOTICE IS ALSO HEREBY GIVEN that, subject to the Shareholders' approval for the Final Dividend being sought at the 2026 AGM, the Share Transfer Books and Register of Members of the Company will be closed on Thursday, 21 May 2026 for the preparation of dividend warrants. Duly completed registrable transfers of Shares 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 Wednesday, 20 May 2026 will be registered to determine Shareholders' entitlements to the proposed Final Dividend.

Shareholders whose securities accounts with The Central Depository (Pte) Limited are credited with Shares at 5.00 p.m. on Wednesday, 20 May 2026 will be entitled to the proposed Final Dividend. The Final Dividend, if approved by Shareholders at the 2026 AGM, will be paid on Friday, 5 June 2026.

BY ORDER OF THE BOARD

Teu Cai Luan
Company Secretary

6 April 2026
Singapore

Explanatory Notes:

1. **Resolution 3** is to approve the payment of an aggregate amount of S$400,000 as Directors' fees for the Independent Non-Executive Directors for FY 2025. The remuneration framework for Independent Non-Executive Directors for FY 2025 is consistent with that adopted for the financial year ended 31 December 2024. Additional information on the remuneration framework and Directors' fees for Independent Non-Executive Directors can be found under the "Corporate Governance" section of the Company's annual report for FY 2025 ("Annual Report 2025").

2. Mr. Hee Theng Fong, Lead Independent Director, is due to retire from office by rotation pursuant to Regulation 89 of the Company's Constitution and he has decided not to seek re-election. Mr. Hee will step down from the Board as the Lead Independent Director and cease to serve as the Chairman of the Remuneration Committee, a member of the Audit Committee, a member of the Nominating Committee and a member of the Risk Management and Sustainability Committee at the conclusion of the 2026 AGM.

3. **Resolutions 4 and 5** are to approve the re-election of Directors who are retiring by rotation pursuant to Regulation 89 of the Company's Constitution.

   Resolution 4 – Mr. Teo Ser Luck will, upon re-election, continue to serve as the Chairman of the Audit Committee and a member of the Nominating Committee. Upon re-election, Mr. Teo will be appointed as a member of the Risk Management and Sustainability Committee, and will cease to be a member of the Remuneration Committee. Mr. Teo will also be appointed as the Lead Independent Director, in place of Mr. Hee Theng Fong. Mr. Teo is considered independent for the purpose of Rule 704(8) of the Listing Manual.

   Resolution 5 – Mr. Zhong Sheng Jian will, upon re-election, remain as the Chairman and Chief Executive Officer of the Company, and continue to serve as a member of the Nominating Committee. Upon re-election, Mr. Zhong will cease to be a member of the Risk Management and Sustainability Committee.

   Please refer to the "Profile of the Board of Directors", "Directors' Statement", "Corporate Governance" and "Additional Information on Directors Seeking Re-election" sections of the Annual Report 2025, for more information on Mr. Teo Ser Luck and Mr. Zhong Sheng Jian.

4. **Resolution 6** is to approve the appointment of Deloitte & Touche LLP, Singapore as the Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting of the Company, and to authorise the Directors to fix their remuneration. The Company has complied with Rule 713(1) of the Listing Manual, ensuring that the audit partner is not in charge of more than five (5) consecutive years of audit.

5. **Resolution 7** is to empower the Directors from the date of the passing of this Resolution until the earlier of (i) the date of the next Annual General Meeting of the Company or (ii) the date by which the next Annual General Meeting of the Company is required by law to be held (unless such authority is revoked or varied in 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 of issued Shares (excluding treasury shares and subsidiary holdings) with a sub-limit of 20% for issues other than on a *pro-rata* basis to Shareholders. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Resolution is passed, after adjusting for (a) 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 (b) any subsequent bonus issue, consolidation or subdivision of Shares. As at 9 March 2026, the Company had 17,201,100 treasury shares and no subsidiary holdings.

6. **Resolution 8** is to renew the Share Buyback Mandate which was originally approved by Shareholders on 29 April 2009 and was last renewed at the Annual General Meeting of the Company held on 25 April 2025. Please refer to the Letter to Shareholders dated 6 April 2026 ("Letter to Shareholders"), for details.

Notes:

Format of Meeting

1. The 2026 AGM will be held, in a wholly physical format, at Park Avenue Rochester Hotel, Level 2, Scorpio Room, 31 Rochester Drive, Singapore 138637 on Friday, 24 April 2026 at 2.00 p.m. (Singapore time). Shareholders, including investors holding Shares under the Central Provident Fund ("CPF") Investment Scheme and Supplementary Retirement Scheme ("SRS") ("CPFIS and SRS Investors"), and (where applicable) duly appointed proxies and authorised representatives will be able to ask questions and vote at the 2026 AGM by attending the 2026 AGM in person. There will be no option for Shareholders to participate virtually.

   Printed copies of this Notice and the accompanying proxy form will be sent by post to Shareholders. These documents will also be published on the Company's website at the URL https://yanlord.listedcompany.com/financial_calendar.html and the Singapore Exchange's website at the URL https://www.sgx.com/securities/company-announcements.

Appointment of Proxy(ies) and Voting

2. A member who wishes to exercise his/her/its voting rights at the 2026 AGM may: (i) (where the member is an individual) attend and vote in person at the meeting; or (ii) (whether the member is an individual or a corporate) appoint a proxy or proxies, who may include the Chairman of the 2026 AGM, to attend and vote at the meeting on his/her/its behalf.

3. (i) A member who is not a relevant intermediary is entitled to appoint not more than two proxies to attend, speak and vote at the 2026 AGM. Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.

   (ii) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the 2026 AGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. Where such member's proxy form appoints more than two proxies, the number and class of shares in relation to which each proxy has been appointed shall be specified in the proxy form.

   "Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act.

4. A proxy need not be a member of the Company.

5. The proxy form must be submitted to the Company in the following manner:

   (i) if submitted personally or by post, be lodged with the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or

   (ii) if submitted electronically, via email to AGM@yanlord.com.sg,

   and in each case, by 2.00 p.m. on 21 April 2026, being not less than 72 hours before the time appointed for holding the 2026 AGM.

6. CPFIS and SRS Investors:

   (i) may vote at the 2026 AGM if they are appointed as proxies by their respective CPF Agent Banks or SRS Operators, and should contact their respective CPF Agent Banks or SRS Operators if they have any queries regarding their appointment as proxies; or

   (ii) may appoint the Chairman of the 2026 AGM as proxy to vote on their behalf at the 2026 AGM, in which case they should approach their respective CPF Agent Banks or SRS Operators to submit their votes by 5.00 p.m. on 14 April 2026.

   Shareholders, or where applicable, the appointed proxy or proxies or authorised representative(s) who are verified to be able to attend the 2026 AGM may vote in person at the 2026 AGM.

Submission of Questions

7. Shareholders, including CPFIS and SRS Investors, may submit questions related to the resolutions to be tabled for approval at the 2026 AGM in advance of the 2026 AGM:

   (i) by post to the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., at 1 Harbourfront Avenue, Keppel Bay Tower, #14-07, Singapore 098632; or

   (ii) via email to the Company at AGM@yanlord.com.sg.

8. Shareholders, including CPFIS and SRS Investors, who submit questions by post or via email should also provide their following details: (i) full name as appeared on the records of The Central Depository (Pte) Limited ("CDP")/CPF/SRS/ Register of Members of the Company; (ii) address; (iii) number of Shares held; and (iv) the manner in which such Shares are held (e.g. via CDP, CPF, SRS and/or scrip), for verification purpose.

   All questions submitted in advance must be received by 5.30 p.m. on 15 April 2026.

9. Response to substantial and relevant questions received from Shareholders within the prescribed timeline will be published on the Company's website at the URL https://yanlord.listedcompany.com/newsroom.html and the Singapore Exchange's website at the URL https://www.sgx.com/securities/company-announcements at least 48 hours prior to the closing date and time for the lodgment of proxy forms. Where substantially similar questions are received, the Company may consolidate such questions and consequently not all questions may be individually addressed. Any subsequent clarifications sought, or follow-up questions in respect of substantial and relevant matters may be consolidated and addressed either before the 2026 AGM via an announcement or at the 2026 AGM.

10. Shareholders, including CPFIS and SRS Investors, or where applicable, duly appointed proxies or authorised representatives, can also ask the Chairman of the 2026 AGM questions related to the resolutions to be tabled for approval at the 2026 AGM, in person at the 2026 AGM.

Access to Documents

11. The Annual Report 2025 and the Letter to Shareholders are available on the Company's website at the URL https://yanlord.listedcompany.com/ar.html, and may be accessed as follows:

    (i) the Annual Report 2025 may be accessed by clicking on the hyperlinks "Annual Report" or "Annual Report in Flipbook Format" under the "Annual Report 2025" section; and

    (ii) the Letter to Shareholders may be accessed by clicking on the hyperlink "Share Buyback Mandate" under the "Share Buyback Mandate" section.

    You will need an internet browser and PDF reader to view and/or download these documents. These documents may also be accessed at the Singapore Exchange's website at the URL https://www.sgx.com/securities/annual-reports-related-documents.

12. In line with the Company's commitment to sustainability, printed copies of the Annual Report 2025 and the Letter to Shareholders are only available on request. Shareholders may request for printed copies of these documents by completing and returning the Request Form (i) personally or 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, in each case, by 17 April 2026.

Personal Data Privacy:

By (a) registering for and/or participating in the 2026 AGM and/or any adjournment thereof, (b) submitting an instrument appointing proxy(ies) or representative(s) to attend, speak and vote at the 2026 AGM and/or any adjournment thereof, (c) submitting any question(s) relating to the resolutions to be tabled for approval at the 2026 AGM, and/or (d) submitting a request for a printed copy of the Annual Report 2025 and/or the Letter to Shareholders, a Shareholder (i) consents to the collection, use and disclosure of his/her personal data by the Company (or its agents or service providers) for the purpose of the verification, processing, administration and analysis by the Company (or its agents or service providers) of participation in the 2026 AGM and proxy(ies) appointed or representative(s) authorised for the 2026 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the 2026 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 Exchange, take-over rules, regulations and/or guidelines (collectively, the "Purposes"), (ii) warrants that, where he/she discloses the personal data of proxy(ies), representative(s) and/or third parties to the Company (or its agents or service providers), he/she has obtained the prior consent of such individuals for the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for the Purposes, and (iii) agrees to indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of his/her breach of warranty.

In addition, the proceedings of the 2026 AGM (including any adjournment thereof) may be recorded by photographic, audio and/or video means by the Company for verification, minute-taking and record-keeping purposes, and by attending the 2026 AGM, the Shareholders, or where applicable, appointed proxy(ies) or authorised representative(s) consent to the collection, use and disclosure of their personal data by the Company (or its agents or service providers) for the stated purposes.