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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 held at Park Avenue Convention Centre, 4 Changi Business Park Avenue 1, Singapore 486016 on Monday, April 29, 2024 at 2.00 p.m. (Singapore time) ("2024 AGM") 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, 2023 and the Auditor's Report thereon. **(Resolution 1)**
2. To approve the payment of Directors' fees of S\$500,000.00 for the financial year ended December 31, 2023 (2022: S\$500,000.00). **(Resolution 2)**
3. To re-elect Mr. Zhong Iek Ka, who is retiring by rotation pursuant to Regulation 89 of the Company's Constitution and who, being eligible, offers himself for re-election. **(Resolution 3)**
4. To re-appoint Deloitte & Touche LLP, Singapore as Auditors of the Company and to authorise the Directors to fix their remuneration. **(Resolution 4)**

SPECIAL BUSINESS

5. To consider and if thought fit, to pass, with or without amendments, the following resolutions which will be proposed as Ordinary Resolutions:

(a) That authority be and is hereby given to the Directors to:

- (1) (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

- (2) (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:

- (I) 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 (II) 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 any treasury shares and subsidiary holdings) (as calculated in accordance with sub-paragraph (II) below);

- (II) (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 (I) 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 (I) above and this sub-paragraph (II), "subsidiary holdings" shall have the meaning ascribed to it in the Listing Manual of the SGX-ST ("Listing Manual");
- (III) 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 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 Company's Constitution for the time being; and
- (IV) 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 the earlier.

(Resolution 5)

(b) That:

- (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 otherwise acquire issued and paid-up Shares not exceeding in aggregate the Maximum Percentage (as defined below), at a price up to the Maximum Price (as defined below), whether by way of:
- (i) market purchase(s) effected 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 in the interests of the Company, which scheme(s) shall satisfy all the terms and conditions prescribed by the 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");
- (2) unless varied or revoked by the Company in 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 earliest of the date on which:
- (i) the next AGM of the Company is held;
 - (ii) the next AGM of the Company is required by law to be held; and
 - (iii) the purchases or acquisitions of Shares pursuant to the Share Buyback Mandate ("Share Purchases") are carried out to the full extent mandated;

(3) In this Resolution:

“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 the Company makes an offer for Share Purchases 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;

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

“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 by the Company for the Share Purchases, 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; and

(4) 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.

(Resolution 6)

BY ORDER OF THE BOARD

Sau Ean Nee
Company Secretary

April 12, 2024
Singapore

Explanatory Notes:

1. Resolution 2, if passed, the payment of such fees will be made to the Independent Non-Executive Directors. The remuneration framework of Independent Non-Executive Directors for the financial year ended December 31, 2023 ("FY 2023") remains the same as that adopted for the financial year ended December 31, 2022. Additional information on the remuneration framework of and Directors' fees for Independent Non-Executive Directors can be found under the "Corporate Governance" section in the Company's annual report for FY 2023 ("Annual Report 2023").
2. Resolution 3: Please refer to the sections of "Profile of the Board of Directors", "Directors' Statement", "Corporate Governance" and "Additional Information on Director Seeking Re-election" in the Annual Report 2023, for more information of Mr. Zhong lek Ka.
3. Mr. Zhong Siliang, an Executive 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. Zhong Siliang will step down from the Board as an Executive Director at the conclusion of the 2024 AGM.
4. Mr. Hong Pian Tee, an Independent Non-Executive 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. Hong Pian Tee will step down from the Board as an Independent Non-Executive Director and cease to serve as the chairman of Audit Committee, a member of Remuneration Committee and a member of Risk Management and Sustainability Committee at the conclusion of the 2024 AGM.
5. Resolution 5, if passed, will empower the Directors from the date of the passing of this Resolution until the date of the next AGM of the Company (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 any treasury shares and subsidiary holdings) with a sub-limit of 20% for issues other than on a *pro-rata* basis to Shareholders (calculation as described above).
6. Resolution 6 relates to the renewal of the Share Buyback Mandate which was last approved by Shareholders on April 28, 2023. Please refer to the Appendix to this Notice of AGM, containing a letter to Shareholders in relation to the proposed renewal of the Share Buyback Mandate ("Appendix on Share Buyback Mandate"), for details.

Important Notes:

The 2024 AGM is being convened and will be held in full physical mode, with no option for virtual participation. Shareholders may participate in the 2024 AGM by attending the meeting in person; submitting questions to the Company in advance of or at the 2024 AGM; and/or voting at the 2024 AGM or by submission of proxy form to authorise proxy or proxies to vote on your behalf. Shareholders holding Shares through Relevant Intermediaries (as defined in Section 181 of the Act) who wish to attend, speak and vote at the 2024 AGM should contact the Relevant Intermediaries through which you hold such Shares to make necessary arrangements. Please refer to the below for details.

1. In-Person Attending 2024 AGM

Shareholders, including investors holding Shares under the Central Provident Fund ("CPF") Investment Scheme and Supplementary Retirement Scheme ("SRS") ("CPF and SRS Investors"), or where applicable, the authorised representative(s) and appointed proxy or proxies may attend the 2024 AGM in person. You will have to register in person at the registration counter(s) at foyer of the 2024 AGM venue on the day of the meeting. Registration will commence at 1.00 p.m. on that day. Please bring along your NRIC/passport to enable the Company's Share Registrar, Boardroom Corporate & Advisory Services Pte. Ltd., to verify your identity. The Company reserves the right to refuse admittance to the 2024 AGM if your identity cannot be verified accurately.

2. Submission of Questions

Shareholders, including CPF and SRS Investors, may submit questions related to the resolutions to be proposed at the 2024 AGM ("Resolutions"), if any, in advance of the 2024 AGM to the Company **by April 19, 2024 no later than 5.30 p.m.** (i) via email to AGM@yanlord.com.sg; or (ii) personally or 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. When submitting questions, Shareholders as well as CPF and SRS Investors should also provide your details including full name as appeared on the records of The Central Depository (Pte) Limited ("CDP")/CPF/SRS/Register of Members of the Company, address, number of Shares you hold and the manner in which such Shares are held (e.g. via CDP, CPF, SRS and/or scrip), for verification purpose. Any response to substantial and relevant questions regarding the Resolutions received within the prescribed timeline will be published by the Company on the Singapore Exchange's website at sgx.com/securities/company-announcements and the Company's website at yanlord.listedcompany.com/newsroom.html **by April 24, 2024 no later than 2.00 p.m.** 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 2024 AGM via an announcement or at the 2024 AGM.

Shareholders, or where applicable, the appointed proxy or proxies or authorised representative(s), as well as CPF and SRS Investors who are verified to be able to attend the 2024 AGM may ask questions relating to the Resolutions at the 2024 AGM in person.

The Company will publish the minutes of the 2024 AGM on the Singapore Exchange's website at sgx.com/securities/company-announcements and on the Company's website at yanlord.listedcompany.com/newsroom.html within one (1) month from the date of the 2024 AGM, and any responses given at the 2024 AGM will be minuted accordingly.

3. Submission of Proxy Form and Voting on Resolutions at 2024 AGM

Shareholders who wish to appoint the Chairman of the 2024 AGM or such other person(s) as proxy or proxies to exercise voting right on your behalf at the 2024 AGM must submit a proxy form, duly completed and signed/executed in accordance with the instructions on the proxy form, (i) via email to AGM@yanlord.com.sg; or (ii) personally or 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 2024 AGM, i.e. **by April 26, 2024 no later than 2.00 p.m.**

CPF and SRS Investors who wish to vote on all or any of the Resolutions may approach your respective CPF Agent Banks or SRS Operators **at least seven (7) working days before the 2024 AGM** to either (i) appoint the Chairman of the 2024 AGM as proxy and submit your votes; or (ii) appoint yourself as proxy to vote at the 2024 AGM in person. For the avoidance of doubt, while CPF and SRS Investors may yourself be appointed as proxy by your respective CPF Agent Bank or SRS Operator, CPF and SRS Investors will not be able to appoint any person(s) other than the Chairman of the 2024 AGM as proxy or proxies to vote in person at the 2024 AGM on your behalf.

Shareholders, or where applicable, the appointed proxy or proxies or authorised representative(s) who are verified to be able to attend the 2024 AGM may vote in person at the 2024 AGM.

4. Access to Documents or Information Relating to Business of the 2024 AGM

Printed copies of this Notice of AGM, proxy form and form to request for printed copy of the Annual Report 2023 and/or the Appendix on Share Buyback Mandate will be sent by post to Shareholders.

The Annual Report 2023 containing this Notice of AGM and accompanying section of "Additional Information on Director Seeking Re-election" as well as proxy form and the Appendix on Share Buyback Mandate are made available on the Singapore Exchange's website at sgx.com/securities/annual-reports-related-documents and the Company's website at yanlord.listedcompany.com/ar.html. You will need an internet browser and PDF reader to view and/or download these documents.

Shareholders may obtain a printed copy of the Annual Report 2023 and/or the Appendix on Share Buyback Mandate at the 2024 AGM or send in your request to the Company by completing and returning the request form (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 **no later than April 25, 2024**.

Personal Data Privacy:

By registering and/or participating in the 2024 AGM and/or any adjournment thereof and/or submitting an instrument appointing a proxy or proxies or representative(s) to attend, speak and vote at the 2024 AGM and/or any adjournment thereof, and/or submitting questions related to the Resolutions, 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/or analysing by the Company (or its agents or service providers) of participants in the 2024 AGM, proxy or proxies appointed or representative(s) authorised for the 2024 AGM, votes cast at the 2024 AGM and/or questions related to the Resolutions (including any adjournment thereof) and the preparation and compilation of the votes cast at the 2024 AGM, responses to questions, attendance lists, minutes and other documents relating to the 2024 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 or proxies, representative(s), and if any, third parties to the Company (or its agents or service providers), he/she has obtained the prior consent of such proxy or proxies, 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 proxy or proxies, representative(s) and/or third parties for the Purposes ("Warranty"), and (iii) agrees that he/she will 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 personal data of a Shareholder or, where applicable, your appointed proxy or proxies or authorised representative(s) (such as name, presence at the 2024 AGM and any questions raised or motions proposed/seconded) may be recorded by the Company during photographic, sound and/or video recordings of the 2024 AGM which will be made by the Company for record keeping and to ensure the accuracy of the minutes of the 2024 AGM and a Shareholder, appointed proxy or authorised representative (where applicable) consents to the collection, use and disclosure of such personal data by the Company (or its agents or service providers) for such purpose.