



YING LI INTERNATIONAL REAL ESTATE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration No. 199106356W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting (“EGM”) of Ying Li International Real Estate Limited (“Company”) will be held at 1 Farrer Park Station Road, One Farrer Hotel, Level 6 – Napier Room, Singapore 217562 on 14 February 2020 at 9.30 a.m. for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolution:

ORDINARY RESOLUTION

THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY

That:

- (a) the resignation of Foo Kon Tan LLP as auditors of the Company be and is hereby noted and that Nexia TS Public Accounting Corporation, having consented to act, be and is hereby appointed as auditors of the Company in place of Foo Kon Tan LLP, to hold office until the conclusion of the next annual general meeting of the Company at a fee and on such terms as may be agreed by the Directors with Nexia TS Public Accounting Corporation; and
- (b) the Directors or any of them be and are hereby authorised to complete and do all acts and things (including executing all such documents as may be required) as they or he may in their discretion deem necessary, desirable or expedient or in the interests of the Company to give effect to the proposed change of auditors of the Company and/or the transactions authorised by this Ordinary Resolution.

All capitalised terms used in this notice which are not defined herein shall have the meanings ascribed to them in the circular dated 30 January 2020 to shareholders of the Company in relation to the proposed change of auditors of the Company (“Circular”).

By Order of the Board of

YING LI INTERNATIONAL REAL ESTATE LIMITED

Mr. Hu Bing

Executive Director and Group Chief Executive Officer

30 January 2020

Notes:

1. (a) A member of the Company who is not a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's Proxy Form appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no such proportion of shareholding is specified, the first named proxy may be treated as representing 100% of the shareholding and any subsequent named proxy as an alternate to the earlier named.
- (b) A member of the Company who is a relevant intermediary (as defined in Section 181 of the Companies Act) is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different share or shares held by such member. The number and class of shares in relation to which each proxy has been appointed shall be specified in the Proxy Form. If no such number or class of shares is specified, the first named proxy may be treated as representing 100% of the shareholding and any subsequent named proxy as an alternate to the earlier named.
2. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf.
3. A proxy need not be a member of the Company.
4. The Proxy Form must be signed by the appointor or his attorney. Where the Proxy Form is executed by a corporation, it must be executed either under common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
5. The Proxy Form must be deposited at the office of the Share Registrar at 8 Robinson Road #03-00 ASO Building, Singapore 048544, not less than 48 hours before the time appointed for holding the EGM.
6. In accordance with the requirements of Rule 1203(5) of the Listing Manual:
 - (a) save as set out in the Professional Clearance Letter, FKT have confirmed that they are not aware of any professional reasons why Nexia, being the successor Auditors, should not accept appointment as Auditors;
 - (b) save as set out in Section 2.3 of the Circular, the Directors confirm that there were no disagreements with FKT on accounting treatments within the last 12 months up to the Latest Practicable Date;
 - (c) as mentioned under Section 2.3 of the Circular, it is noted that FKT has elected to resign from its role as an auditor of the Company. Save as set out in Section 2.3 of the Circular, the Directors confirm that the Company is not aware of any circumstances connected with the change of auditors that should be brought to the attention of Shareholders;
 - (d) the specific reasons for the Proposed Change of Auditors are as disclosed in Sections 2.2 and 2.3 of the Circular. The Proposed Change of Auditors is due to the resignation of FKT as Auditors, and is neither due to FKT declining to stand for re-appointment as Auditors nor due to the dismissal of FKT as Auditors; and
 - (e) the Directors further confirm that the Company complies with Rule 712 and Rule 715 of the Listing Manual in relation to the appointment of Nexia as Auditors.

Personal data privacy:

By submitting the Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, Listing Manual, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents) of the personal data of such proxy(ies) and/or representative(s) 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.