

YING LI INTERNATIONAL REAL ESTATE LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number: 199106356W)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting (“EGM” or the “Meeting”) of Ying Li International Real Estate Limited (the “Company”) will be convened and held at Ballroom 1, Level 6, One Farrer Hotel, 1 Farrer Park Station Road, Singapore 217562 on Tuesday, 30 April 2024 at 3.00 p.m. (or as soon thereafter as the annual general meeting of the Company to be held at 2.00 p.m. on the same day is concluded or adjourned) for the purposes of considering and, if thought fit, passing Resolutions 1 and 2 as Ordinary Resolutions.

All capitalised terms used in this Notice of EGM which are not defined herein shall have the same meanings ascribed to them in the circular to the shareholders of the Company dated 15 April 2024 (the “Circular”).

Shareholders should note that passing of Resolution 1 is not conditional upon the passing of Resolution 2, and vice versa.

RESOLUTION 1:

ORDINARY RESOLUTION

APPROVAL OF THE RMB LUMP SUM LOAN AS AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE LISTING MANUAL OF THE SGX-ST

- (a) The execution, delivery and performance of the Chongqing Loan Agreement between CQGRCS (as borrower) and EJIL (as lender) and the transactions contemplated under the Chongqing Loan Agreement, including but not limited to the grant of the RMB Lump Sum Loan by EJIL to CQGRCS, as an interested person transaction under Chapter 9 of the Listing Manual of the SGX-ST, details of which have been set out in the Circular, are hereby approved, confirmed, adopted and ratified; and
- (b) any Director be and is hereby authorised to complete and to do all acts and things as he/she may consider desirable, necessary or expedient to give effect to this Resolution 1, including without limitation, executing all such documents and to approve any amendments, alterations or modification to any documents as he/she may think fit and in the interests of the Company.

Note to Resolution 1:

- (1) Pursuant to Rule 919 of the Listing Manual, EHL, SAL, and CEL, as well as CEL's associates, including EJIL and CEFL, will abstain from exercising any voting rights in relation to Resolution 1.

RESOLUTION 2:

ORDINARY RESOLUTION

APPROVAL OF THE USD LOAN FACILITY AS AN INTERESTED PERSON TRANSACTION UNDER CHAPTER 9 OF THE LISTING MANUAL OF THE SGX-ST

- (a) The execution, delivery and performance of the YL Loan Agreement between the Company (as borrower) and CEFL (as lender) and the transactions contemplated under the YL Loan Agreement, including but not limited to the grant of the USD Loan Facility by CEFL to the Company, as an interested person transaction under Chapter 9 of the Listing Manual of the SGX-ST, details of which have been set out in the Circular, are hereby approved, confirmed, adopted and ratified; and
- (b) any Director be and is hereby authorised to complete and to do all acts and things as he/she may consider desirable, necessary or expedient to give effect to this Resolution 2, including without limitation, executing all such documents and to approve any amendments, alterations or modification to any documents as he/she may think fit and in the interests of the Company.

Note to Resolution 2:

- (2) Pursuant to Rule 919 of the Listing Manual, EHL, SAL, and CEL, as well as CEL's associates, including EJIL and CEFL, will abstain from exercising any voting rights in relation to Resolution 2.

By Order of the Board

Toh Li Ping, Angela
Company Secretary

15 April 2024

Notes:

General

- The EGM of the Company will be held in a wholly physical format at Ballroom 1, Level 6, One Farrer Hotel, 1 Farrer Park Station Road, Singapore 217562 and there will be no option for Shareholders to participate virtually (“Physical Meeting”). Shareholders and other attendees who are feeling unwell on the date of the EGM are advised not to attend the Physical Meeting.
- Authenticated shareholders and proxy(ies) will be able to ask questions in person at the Physical Meeting. Arrangements have also been put in place to permit shareholders to submit their questions ahead of the EGM. Please refer to Notes 13 to 15 below for further details.
- Live voting by poll will be conducted during the EGM for shareholders and proxy(ies) attending the Physical Meeting.

Voting by Proxy

- A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend the EGM and vote. Where a member who is not a relevant intermediary appoints two proxies, the appointments shall be invalid unless he/she/it specifies the proportion of his/her/its shareholding (expressed as a percentage of the whole) to be represented by each proxy.
- A member who is a relevant intermediary entitled to attend the EGM and vote is entitled to appoint more than two proxies to attend and vote instead of the member, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.
- For the purposes of Notes 4 and 5, “relevant intermediary” means:
 - a banking corporation licensed under the Banking Act 1970 or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - a person holding a capital markets services licence to provide custodial services under the Securities and Futures Act 2001 and who holds shares in that capacity; or
 - the Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act 1953 (“CPF Act”), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the CPF Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- A proxy need not be a member of the Company.
- The completed and signed Proxy Form must be submitted to the Company in the following manner:
 - by depositing a hard copy by post at the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - by sending a scanned PDF copy by email to main@zicoholdings.com,in either case by no later than 3.00 p.m. on 28 April 2024 (“Proxy Deadline”), being forty-eight (48) hours before the time appointed for the EGM.
- A member who wishes to submit a Proxy Form must first **complete and sign** the Proxy Form, before submitting it by post to the address provided above, or scanning and sending it by email to the email address provided above.
- The Proxy Form must be signed by the appointor or his attorney duly authorised in writing. Where the Proxy Form is executed by a corporation, it must be executed either under its seal or under the hand of an officer or attorney duly authorised.
- Investors who hold shares under the CPF Investment Scheme and/or the Supplementary Retirement Scheme (“SRS”) (as may be applicable) and wish to appoint the Chairman of the EGM as their proxy to vote on their behalf at the EGM should approach their respective CPF Agent Banks and/or SRS Operators (as may be applicable) to submit their votes at least seven (7) working days before the EGM (i.e. 18 April 2024 at 5.00 p.m.).
- The Company shall be entitled to reject the Proxy Form if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the Proxy Form (including any related attachment) (such as in the case where the appointor submits more than one Proxy Form). In addition, in the case of Shares entered in the Depository Register, the Company may reject any Proxy Form lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the Meeting, as certified by The Central Depository (Pte) Limited to the Company.

Submission of questions prior to the EGM

- Members (including CPF and SRS Investors) may also submit questions relating to the resolutions to be tabled for approval at the EGM or the Company's businesses and operations ahead of the EGM.
- To do so, all questions must be submitted by 3.00 p.m. on 23 April 2024 through any of the following means:
 - in physical copy by depositing the same at the registered office of the Company's Share Registrar, B.A.C.S. Private Limited, at 77 Robinson Road, #06-03 Robinson 77, Singapore 068896; or
 - by email to the Company at main@zicoholdings.com.

If the questions are deposited in physical copy at the registered office of the Company's Share Registrar or sent via email, and in either case not accompanied by the completed and executed Proxy Form, the following details must be included with the submitted questions: (i) the member's full name; and (ii) his/her/ its identification/registration number for verification purposes, failing which the submission will be treated as invalid.

- The Company will address all substantial and relevant questions relating to the resolutions to be tabled for approval at the EGM or the Company's business and operations by publishing its responses to such questions, if any, on the Company's corporate website at the following URL: <https://www.yingligi.com/> and on SGXNet at the following URL: <https://www.sgx.com/securities/company-announcements> at least forty-eight (48) hours prior to the Proxy Deadline, or otherwise at the EGM. Should there be subsequent clarification sought, or follow-up questions after the deadline of the submission of questions, the Company will address those substantial and relevant questions prior to the EGM through publication on SGXNet, or at the EGM.

Personal Data Privacy:

By submitting a Proxy Form appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a member of the Company (i) consents to the collection, use and disclosure of such 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 Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the “Purposes”), (ii) warrants that where such member discloses the personal data of such 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 such member's breach of warranty.