

CIRCULAR DATED 30 JANUARY 2020

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant, financial, tax or other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of Ying Li International Real Estate Limited (the “**Company**”), you should immediately forward this Circular, the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee or to the bank, stockbroker or other agent through whom you effected the sale or transfer for onward transmission to the purchaser or transferee.

The Singapore Exchange Securities Trading Limited assumes no responsibility for the contents of this Circular, including the correctness of any of the statements made, opinions expressed, or reports contained in this Circular.



英利国际置业
YING LI INTERNATIONAL
REAL ESTATE

YING LI INTERNATIONAL REAL ESTATE LIMITED

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

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY

from Foo Kon Tan LLP to Nexia TS Public Accounting Corporation

IMPORTANT DATES AND TIMES:

Last date and time for lodgment of Proxy Form	:	12 February 2020 at 9.30 a.m.
Date and time of Extraordinary General Meeting	:	14 February 2020 at 9.30 a.m.
Place of Extraordinary General Meeting	:	1 Farrer Park Station Road One Farrer Hotel Level 6 – Napier Room Singapore 217562

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DEFINITIONS

In this Circular, the following definitions shall apply throughout unless the context otherwise requires:

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“ACRA Consent”	:	The letter from ACRA granting consent to the resignation of FKT as Auditors, as set out in Section 2.4 of this Circular
“AGM”	:	Annual general meeting of the Company
“Audit Committee”	:	The audit committee of the Company for the time being
“Auditors”	:	The auditors of the Company
“Board”	:	The board of Directors for the time being
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 30 January 2020
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore
“Company”	:	Ying Li International Real Estate Limited
“Constitution”	:	The constitution of the Company, as may be amended, supplemented or modified from time to time
“Directors”	:	The directors of the Company for the time being
“EGM”	:	The extraordinary general meeting of the Company seeking Shareholders’ approval of the Proposed Change of Auditors, notice of which is given on pages 14 to 15 of this Circular
“EY Chengdu”	:	Ernst & Young Hua Ming LLP, Chengdu Branch
“FKT”	:	Foo Kon Tan LLP
“Group”	:	The Company and its subsidiaries from time to time
“Latest Practicable Date”	:	22 January 2020, being the latest practicable date prior to the printing of this Circular
“Listing Manual”	:	The Listing Manual of the SGX-ST in force as at the Latest Practicable Date
“Nexia”	:	Nexia TS Public Accounting Corporation

DEFINITIONS

“Nexia Consent Letter”	:	Nexia’s written consent to act as Auditors, as set out in Section 2.3(f) of this Circular
“New Finance Team”	:	The new finance team put into place to take over the financial and accounting functions of the Group, as set out in Section 2.3(a) of this Circular
“Non-Nexia Audited Group Entities”	:	The Company’s significant foreign-incorporated subsidiaries and associated companies which are mainly located in the PRC and will be audited by EY Chengdu for the purposes of the consolidation of the financial statements of the Group, as set out in Section 2.7 of this Circular
“Notice of Application”	:	FKT’s application to ACRA to seek ACRA’s consent to its resignation as Auditors, as set out in Section 2.3(g) of this Circular
“Notice of EGM”	:	The notice of EGM, as set out on pages 14 to 15 of this Circular
“Notice of Resignation”	:	FKT’s notice of resignation as Auditors, as set out in Section 2.4 of this Circular
“Professional Clearance Letter”	:	FKT’s professional clearance letter to Nexia, as set out in Section 2.3(e) of this Circular
“PRC”	:	The People’s Republic of China
“Proposed Change of Auditors”	:	Proposed change of Auditors from FKT to Nexia, as set out in Section 1.1 of this Circular
“Potential Discrepancies”	:	Potential issues in respect of the historical financial statements of the Company, as set out in Section 2.3(a) of this Circular
“Proxy Form”	:	The proxy form in respect of the EGM, as set out in this Circular
“Register of Members”	:	The Register of Members of the Company
“Securities Accounts”	:	Securities accounts maintained by Depositors with CDP, but not including securities sub-accounts maintained with a Depository Agent
“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore
“SGX-ST”	:	Singapore Exchange Securities Trading Limited

DEFINITIONS

“Share Registrar”	:	B.A.C.S. Private Limited, the share registrar of the Company
“Shareholders”	:	Registered holders of Shares in the Register of Members, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, and where the context admits, mean the persons named as Depositors in the Depository Register maintained by the CDP and whose Securities Accounts maintained by the CDP are credited with those Shares
“Shares”	:	Ordinary shares in the capital of the Company
“USD”	:	United States dollars
“Written Statement”	:	A written statement from FKT informing the Company of FKT’s reasons for resignation as Auditors, as set out in Section 2.3(h) and Appendix A of this Circular
“%”	:	Percentage or per centum

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the meanings ascribed to them in Section 81SF of the SFA.

The terms **“associated company”** and **“subsidiary”** shall have the meanings ascribed to them in the Listing Manual and the Companies Act, as the case may be.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Words importing the singular shall, where applicable, include the plural and *vice versa*, and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*.

References to persons, where applicable, shall include corporations.

Any reference in this Circular to any statute or enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any word defined under the Companies Act, the SFA, the Listing Manual, or any relevant laws of Singapore or any modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the SFA, the Listing Manual or any relevant laws of Singapore or any modification thereof, as the case may be, unless otherwise provided.

Any reference to a time of day and date in this Circular is a reference to Singapore time and date, respectively, unless otherwise stated.

LETTER TO SHAREHOLDERS

YING LI INTERNATIONAL REAL ESTATE LIMITED

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

Directors:

Mr. Zhang Mingao (Non-Executive and Non-Independent Chairman)
Mr. Pan Ying (Non-Executive and Non-Independent Deputy Chairman)
Mr. Hu Bing (Executive Director and Group Chief Executive Officer)
Mr. Chen Hongfei (Non-Executive and Non-Independent Director)
Mr. Tang Chi Chun (Non-Executive and Non-Independent Director)
Mr. Chia Seng Hee, Jack (Lead Independent Director)
Mr. Tan Sek Khee (Independent Director)
Mr. Xiao Zu Xiu (Independent Director)
Mr. Chen Guodong (Independent Director)

Registered Office:

6 Temasek Boulevard
#21-01 Suntec Tower Four
Singapore 038986

30 January 2020

To: The Shareholders of Ying Li International Real Estate Limited

Dear Sir/Madam,

THE PROPOSED CHANGE OF AUDITORS OF THE COMPANY**1. INTRODUCTION**

- 1.1 The Directors are convening the EGM to be held on 14 February 2020 to seek the approval of Shareholders for the proposed change of Auditors from FKT to Nexia to audit the financial statements of the Company for the financial year ended 31 December 2019 (“**Proposed Change of Auditors**”).
- 1.2 The purpose of this Circular is to provide Shareholders with the relevant information relating to the Proposed Change of Auditors and to seek Shareholders’ approval for the Proposed Change of Auditors at the forthcoming EGM. The Notice of EGM is set out on pages 14 to 15 of this Circular.
- 1.3 The SGX-ST assumes no responsibility for the correctness of any statements made or reports contained or opinions expressed in this Circular.

2. THE PROPOSED CHANGE OF AUDITORS

- 2.1 FKT, the Company’s outgoing Auditors, has served as Auditors for more than 11 years since its appointment for the financial year ended 31 December 2008 and was last re-appointed at the AGM on 29 April 2019 to hold office until the conclusion of the next AGM.
- 2.2 A change of Auditors accords with good corporate governance and will enable the Company to benefit from a fresh perspective. The Board is of the view that it would be timely to effect the Proposed Change of Auditors to further strengthen the ongoing corporate governance processes of the Company.

LETTER TO SHAREHOLDERS

- 2.3 For the purpose of Rule 1203(5)(d) of the Listing Manual, it is noted that FKT has since elected to resign from its role as Auditors. The following events took place prior to FKT's resignation as Auditors:
- (a) the Company had on 13 September 2019 announced that there have been changes in the management team of the Group following the close of the mandatory unconditional cash offer by State Alpha Limited for all the issued and paid-up ordinary shares in the capital of the Company. In view of the changes, a new finance team (the "**New Finance Team**") has been put into place to take over the financial and accounting functions of the Group. As disclosed in that announcement, during the verifications conducted by the New Finance Team, certain potential issues in respect of the historical financial statements of the Company have been highlighted ("**Potential Discrepancies**");
 - (b) the Potential Discrepancies include (i) provision for litigation liabilities; (ii) recoverability of balance receivable from disposal of subsidiaries/land; (iii) adjustments and write down on development properties; and (iv) accrual for land appreciation tax and capital gains tax;
 - (c) FKT held a meeting with the New Finance Team on 11 November 2019, in the presence of Nexia, where FKT communicated to the New Finance Team that they did not agree to the proposed accounting treatment for certain Potential Discrepancies;
 - (d) on 14 November 2019, the Company announced its unaudited financial statements for the second quarter ended 30 June 2019 and third quarter ended 30 September 2019 of the financial year ending 30 December 2019, taking into account the adjustments to be made as a consequence of the Potential Discrepancies;
 - (e) the Company had on 27 November 2019 received FKT's professional clearance letter to Nexia (the "**Professional Clearance Letter**") which provided, *inter alia*, that other than as stated above in Sections 2.3(a) to 2.3(c) of this Circular, FKT is not aware of any professional reasons why Nexia should not accept the appointment as Auditors;
 - (f) on 28 November 2019, Nexia provided the Company its written consent to act as Auditors ("**Nexia Consent Letter**");
 - (g) on 9 December 2019, FKT notified the Company that it had on 2 December 2019 submitted an application to ACRA to seek ACRA's consent to its resignation as Auditors ("**Notice of Application**"); and
 - (h) subsequently, on 20 December 2019, the Company received a written statement from FKT informing the Company of FKT's reasons for resignation as Auditors (the "**Written Statement**"), as set out in Appendix A of this Circular.
- 2.4 After the receipt of the Notice of Application and the Written Statement, the Company had on 21 January 2020 received a letter from ACRA granting consent to the resignation of FKT as Auditors ("**ACRA Consent**"). Pursuant to the receipt of the ACRA Consent, FKT had on 21 January 2020 provided the Company with its notice of resignation as Auditors ("**Notice of Resignation**").

LETTER TO SHAREHOLDERS

Pursuant to Section 205AB(5) of the Companies Act, the resignation of an auditor of a public interest company, or subsidiary company of a public interest company, takes effect:

- (i) on the day (if any) specified for the purpose in the notice of resignation;
- (ii) on the day on which ACRA notifies the auditor and the company of his consent to the resignation; or
- (iii) on the day (if any) fixed by ACRA for the purpose,

whichever last occurs.

As stated in the ACRA Consent, the resignation of FKT as Auditors will take effect on 21 January 2020.

- 2.5 Nexia had, on the Latest Practicable Date, confirmed that it has not withdrawn its consent to act as Auditors. Hence, the appointment of Nexia as Auditors in place of FKT will take effect subject to Shareholders' approval of the Proposed Change of Auditors at the EGM being obtained within three (3) months after the effective date of resignation of FKT as Auditors (pursuant to Section 205AF(1)(b)(i) of the Companies Act being read together with Rule 712(3) of the Listing Manual). If appointed, Nexia will hold office until the conclusion of the next AGM.

The Board wishes to express its appreciation for the past audit services rendered by FKT.

2.6 Information on Nexia

Information in this section has been furnished by Nexia

Nexia is associated with Smith & Williamson, and both Nexia and Smith & Williamson are independent member firms of the Nexia International network, a leading global network of independent accounting and consulting firms operated by Nexia International Limited with a worldwide turnover in excess of USD3 billion, with substantial representation in the major financial centres of the world, which are supported by over 24,000 professional staff and over 570 offices in more than 110 countries globally. Smith & Williamson is a leading financial services firm and one of the top 10 largest firms of accountants in the United Kingdom, with more than 10 offices in the United Kingdom, Ireland and Jersey, and has 1,500 staff. Its services include investment management, accountancy, tax, corporate and financial advisory.

Nexia (formerly practising as Nexia Tan & Sitoh) was founded in 1993 by 2 experienced chartered accountants, namely Henry Tan and Sitoh Yih Pin. Nexia is registered with ACRA and has 19 directors and approximately 220 professional staff offering auditing, accounting, advisory and taxation services. Nexia has offices in Singapore, Malaysia, Myanmar and Shanghai, PRC, and is amongst the top 10 largest accounting firms in Singapore. Certain directors of Nexia are audit committee members of a number of listed companies in Singapore and have many years of experience in corporate governance and auditing issues. Nexia is currently the independent auditors to more than 35 Singapore listed companies. In this regard, Nexia has approximately 200 professional staff in its Singapore office. For more information about Nexia, please visit www.nexiats.com.sg.

LETTER TO SHAREHOLDERS

Mr. Low See Lien, a partner of Nexia, will be the audit engagement partner assigned to the audit of the Group, save for the Non-Nexia Audited Group Entities (as defined below). Mr. Low See Lien is a member of the Institute of Singapore Chartered Accountants and a public accountant registered with ACRA. He has more than 20 years of experience in providing audit services to a variety of clients, including various companies listed on the SGX-ST. In particular, both Nexia and Mr. Low See Lien have experience in auditing companies with similar business activities as the Company (i.e. which are in the business of development, sale, rental, management and long term ownership of commercial and residential properties). Mr. Low See Lien had previously been subjected to the Practice Monitoring Programme review by ACRA and the Company noted that there is no adverse feedback from ACRA on Mr. Low See Lien from previous exercises. Mr. Low See Lien will be supported by an audit team of 6 professionals, comprising managers, senior associates and associates. In addition, the engagement will be reviewed by a concurring partner and an independent quality control reviewer.

2.7 Requirements under Rules 712 and 715 of the Listing Manual

The Audit Committee, in their deliberation on the proposed appointment of Nexia as Auditors, have considered various factors, including the adequacy of the resources of Nexia, the experience of both Nexia and Mr. Low See Lien, the audit engagement partner assigned to the audit, Nexia's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff assigned to the audit of the Group, save for the Non-Nexia Audited Group Entities (as defined below). The Audit Committee has also taken into consideration the Audit Quality Indicators Disclosure Framework issued by ACRA in assessing the suitability of Nexia as Auditors.

After evaluation, the Audit Committee has recommended to the Directors that Nexia be selected for the proposed appointment as Auditors. The Directors have taken into account the Audit Committee's recommendation, including the factors considered in their evaluation, and are satisfied that Nexia will be able to meet the audit requirements of the Company and are of the view that Rule 712 of the Listing Manual will be complied with upon obtaining Shareholders' Approval.

In compliance with the requirements of Rule 715 of the Listing Manual, in addition to the proposed appointment of Nexia as Auditors, Nexia is also proposed to be appointed as the auditors of all of the Company's Singapore-incorporated subsidiaries and significant associated companies.¹

The Company's significant foreign-incorporated subsidiaries and associated companies are mainly located in the PRC ("**Non-Nexia Audited Group Entities**"), and will be audited by Ernst & Young Hua Ming LLP, Chengdu Branch ("**EY Chengdu**") for the purposes of the consolidation of the financial statements of the Group. In compliance with Rule 715(2) of the Listing Manual, the Directors are of the view that EY Chengdu is suitable to audit the Non-Nexia Audited Group Entities as EY Chengdu is a member firm of Ernst & Young Global Limited, one of the world's largest accounting firms, and will work closely with Nexia to audit the Non-Nexia Audited Group Entities in accordance with the Singapore Financial Reporting Standards (International) (SFRS(I)) and International Financial Reporting Standards (IFRS).

Note:

- (1) As at the Latest Practicable Date, the Company does not have any Singapore-incorporated subsidiaries and significant associated companies.

LETTER TO SHAREHOLDERS

This arrangement of engaging Nexia as Auditors and EY Chengdu as the auditors of the Non-Nexia Audited Group Entities would lower the Group's total audit costs without compromising the standard and effectiveness of the audit of the Group.

2.8 Confirmations under Rule 1203(5) of the Listing Manual

For the purposes of Rule 1203(5)(a) and Rule 1203(5)(b) of the Listing Manual, the Company has received a copy of the Professional Clearance Letter and the Written Statement, where FKT has stated their difference in views on the proposed accounting treatment for certain Potential Discrepancies. In the Professional Clearance Letter, FKT stated that other than such difference in views, they are not aware of any professional reasons why Nexia should not accept the appointment as Auditors.

For the purposes of Rule 1203(5)(c) and Rule 1203(5)(d) of the Listing Manual, and as mentioned under Sections 2.3 and 2.4 of this Circular, it is noted that FKT has elected to resign from its role as Auditors. Save for the difference in views on the proposed accounting treatment for certain Potential Discrepancies as set out in the Professional Clearance Letter and the Written Statement, the Directors confirm that the Company is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders.

For the purposes of Rule 1203(5)(e) of the Listing Manual, as set out in Section 2.7 of the Circular, 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.

2.9 Scope of Audit Services to be provided by Nexia

The scope of audit services to be provided by Nexia as Auditors is to carry out the audit of the Group, save for the Non-Nexia Audited Group Entities, in accordance with the requirements of Section 207 of the Companies Act. The scope of audit services to be provided by Nexia will be comparable to, and would not result in a reduction of the scope of audit services currently provided to the Company by FKT.

3. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed and deliberated on the Proposed Change of Auditors and recommends the appointment of Nexia as Auditors in place of FKT, after taking into consideration the various factors as set out in Section 2.7 of this Circular (including, but not limited to the suitability of Nexia and the requirements under Rule 712 of the Listing Manual).

4. DIRECTORS' RECOMMENDATION

The Directors having considered, among others, the rationale and information relating to the Proposed Change of Auditors as set out in this Circular, and the Audit Committee's recommendation, are of the opinion that the Proposed Change of Auditors is in the best interests of the Company. Accordingly, the Directors recommend that Shareholders vote in favour of the ordinary resolution relating to the Proposed Change of Auditors at the EGM.

LETTER TO SHAREHOLDERS

5. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages 14 to 15 of this Circular, will be held on 14 February 2020 at 9.30 a.m., at 1 Farrer Park Station Road, One Farrer Hotel, Level 6 – Napier Room, Singapore 217562 for the purpose of considering and, if thought fit, passing with or without modifications, the ordinary resolution relating to the Proposed Change of Auditors set out in the Notice of EGM.

6. ACTIONS TO BE TAKEN BY SHAREHOLDERS

If a Shareholder is unable to attend the EGM and wishes to appoint a proxy to attend and vote in his place or on his behalf, he should complete, sign and return the Proxy Form appended to this Circular in accordance with the instructions printed thereon as soon as possible and, in any event, to reach 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.

The completion and return of the Proxy Form by a Shareholder will not prevent him from attending and voting at the EGM if he subsequently wishes to do so. In such an event, the Proxy Form shall be deemed to be revoked.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote at the EGM unless he is shown to have Shares entered against his name in the Depository Register, as certified by CDP at least 48 hours before the time appointed for holding the EGM.

7. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Change of Auditors and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading.

Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this Circular in its proper form and context.

LETTER TO SHAREHOLDERS

8. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 6 Temasek Boulevard, #21-01 Suntec Tower Four, Singapore 038986 during normal business hours from the date of this Circular up to the date of the EGM:

- (a) the Constitution;
- (b) the ACRA Consent;
- (c) the Notice of Resignation;
- (d) the Notice of Application;
- (e) the Written Statement set out in Appendix A of this Circular;
- (f) the Professional Clearance Letter; and
- (g) the Nexia Consent Letter.

Yours faithfully

For and on behalf of the Board of
YING LI INTERNATIONAL REAL ESTATE LIMITED

Mr. Hu Bing
Executive Director and Group Chief Executive Officer

APPENDIX A – WRITTEN STATEMENT



Our ref: Y077/RAY/LM

20 December 2019

Ying Li International Real Estate Limited
12 Marina Boulevard
#18-05 Marina Bay Financial Centre Tower 3
Singapore 018982

Attention: Mr. Hu Bing (Group Chief Executive Officer and Executive Director)

Dear Sirs

WRITTEN STATEMENT - RESIGNATION AS AUDITORS

We refer to your letter on the proposed change of auditors dated 20 November 2019. We understand that the Board, with the concurrence of the Audit Committee, has recommended that Nexia TS Accounting Corporation (“Nexia TS”) be appointed as the external auditors Ying Li International Real Estate Limited (“Ying Li” or the “Company”) at an extraordinary general meeting to be convened.

On 2 December 2019, we have submitted our application to the Accounting and Corporate Regulatory Authority (“ACRA”) for consent to resign as an auditor of the Company under Section 205AB of the Singapore Companies Act, Chapter 50 for the financial year ending 31 December 2019.

We drew ACRA attention to the Company’s announcement dated 13 September 2019. It stated that there have been changes in the management team of the Company and its subsidiaries following the closure of the mandatory unconditional cash offer by State Alpha Limited for all the issued and paid-up ordinary shares in the capital of the Company. During the verifications conducted by the New Finance Team, it was disclosed that certain potential issues (“Potential Discrepancies”) in respect of the historical financial statements of the Company have been highlighted. These Potential Discrepancies to the historical financial statements of the Company have been adjusted in the unaudited financial statement announcement for 2nd and 3rd quarter ended 30 June 2019 and 30 September 2019 respectively, which were released on SGXNET on 14 November 2019.

The Potential Discrepancies include (i) provision for litigation liabilities; (ii) recoverability of balance receivable from disposal of subsidiaries/land (iii) adjustments and write down on development properties and (iv) accrual for land appreciation tax and capital gains tax. We further understand that the Company has engaged Nexia TS to advise the Board of Directors of the Company on the suitable accounting treatment of these Potential Discrepancies (“Independent Review”).

APPENDIX A – WRITTEN STATEMENT



We held a meeting with management, in the presence of a representative from Nexia TS, on 11 November 2019. At that meeting, we understand from management that the Independent Review report is still in its draft form and has not been signed off by Nexia TS. At the same meeting, we have communicated to the New Finance Team that we do not agree to the proposed accounting treatment for certain Potential Discrepancies.

In accordance with Section 205AB(5), our resignation only takes effect on the latest of the following 3 dates:

- 1) On the day on which ACRA notifies the auditor and the Company of ACRA's consent to the resignation; or
- 2) On the day fixed by ACRA or
- 3) On the day specified by the auditor in the notice of resignation.

We will tender our resignation as auditors of Ying Li upon receiving ACRA's consent to resign as auditors.

Yours faithfully

A handwritten signature in black ink, appearing to read 'Foo Kon Tan' followed by a stylized flourish.

Foo Kon Tan LLP

NOTICE OF EXTRAORDINARY GENERAL MEETING



YING LI INTERNATIONAL REAL ESTATE LIMITED

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

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

NOTICE OF EXTRAORDINARY GENERAL MEETING

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.

PROXY FORM

YING LI INTERNATIONAL REAL ESTATE LIMITED

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

PROXY FORM

(Please see notes overleaf before completing this Form)

IMPORTANT:

1. For Investors who have used their CPF monies to buy Ying Li International Real Estate Limited's shares, this Circular is forwarded to them at the request of their CPF Approved Nominees and is sent solely FOR INFORMATION ONLY.
2. This Proxy Form is not valid for use by CPF investors and shall be ineffective for all intents and purposes if used or purported to be used by them.

I/We*, _____ (Name), NRIC/Passport number* _____

of _____ (Address)
being a member/members* of **YING LI INTERNATIONAL REAL ESTATE LIMITED** (the "Company"), hereby appoint:

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

and/or*

Name	NRIC/Passport No.	Proportion of Shareholdings	
		No. of Shares	%
Address			

or failing him/her the Chairman of the Extraordinary General Meeting of the Company (the "EGM") as my/our* proxy/proxies* to attend and vote for me/us* on my/our* behalf at the EGM to be held at 1 Farrer Park Station Road, One Farrer Hotel, Level 6 – Napier Room, Singapore 217562 on Friday, 14 February 2020 at 9.30 a.m. and at any adjournment thereof. I/We* direct my/our* proxy/proxies* to vote for or against the resolution to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given, the proxy/proxies will vote or abstain from voting at his/their discretion, as he/they will on any other matter arising at the EGM.

No.	Ordinary Resolution	For**	Against**
1	To approve the proposed change of auditors of the Company		

* Delete as appropriate

** If you wish to exercise all your votes "For" or "Against", please indicate an "X" within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2020

Total Number of Shares held in:	
CDP Register	
Register of Members	

Signature(s) of member(s)
or Common Seal of Corporate Shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF.

Notes:

1. Please insert the total number of shares held by you. If you have shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act, Chapter 289 of Singapore), you should insert that number of shares. If you have shares registered in your name in the Register of Members of the Company, you should insert that number of shares. If you have shares entered against your name in the Depository Register and shares registered in your name in the Register of Members of the Company, you should insert the aggregate number of shares. If no number is inserted, this form of proxy will be deemed to relate to all the shares held by you.
2. (a) A member of the Company who is not a relevant intermediary (as defined in Section 181 of the Companies Act, Chapter 50 of Singapore) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such member's form of proxy appoints more than one (1) proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the form of proxy. 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, Chapter 50 of Singapore) 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 form of proxy. 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.
3. A proxy need not be a member of the Company.
4. The instrument appointing a proxy or proxies must be deposited at the office of the Share Registrar of the Company, B.A.C.S. Private Limited at 8 Robinson Road #03-00 ASO Building, Singapore 048544, not less than 48 hours before the time appointed for holding the EGM.
5. The instrument appointing a proxy or proxies must be signed by the appointor or of his attorney. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an attorney or a duly authorised officer of the corporation.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member of the Company may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the EGM, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have Shares entered against his name in the Depository Register as at 48 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument 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 rules, 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.

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