



SINJIA LAND
limited

SINJIA LAND LIMITED
Registration No. 200402180C
(Incorporated in Singapore)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that the 2019 Annual General Meeting of the shareholders of the Company be held at RNN Conference Centre, 137 Cecil Street, HengDa Building, Level 4, Shibuya Room, Singapore 069537 on Wednesday, 24 April 2019 at 2.00 p.m. to transact the following businesses:

AS ORDINARY BUSINESS

- To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2018 together with the Auditors' Report thereon. Resolution 1
- To re-elect Mr Cheung Chi Kin, who is retiring in accordance with Article 115 of the Company's Constitution, as a Director of the Company. Resolution 2
[See explanatory note (i)]
- To re-elect Mr Lee Jim Teck, Edward, who is retiring in accordance with Article 115 of the Company's Constitution, as a Director of the Company. Resolution 3
[See explanatory note (ii)]
- To approve the payment of Directors' fees of S\$169,500 for the financial year ended 31 December 2018 (2017: S\$169,500). Resolution 4
- To re-appoint Nexia TS Public Accounting Corporation as the Company's Auditors for the ensuing year and to authorise the Directors to fix their remuneration. Resolution 5
- To transact any other ordinary business which may be properly be transacted at an Annual General Meeting of the Company.

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolution, with or without amendments:

- Authority to allot and issue shares** Resolution 6
 - "That pursuant to Section 161 of the Companies Act, Cap. 50. ("Companies Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalyst ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to:
 - allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
 - make or grant offers, agreements or options (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) options, 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
 - provided that:
 - the aggregate number of Shares to be issued pursuant to Resolution 6 (including Shares to be issued in pursuance of the Instruments made or granted pursuant to Resolution 6) does not exceed 100 per centum (100%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (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 existing shareholders of the Company (including Shares to be issued in pursuance of the Instruments made or granted pursuant to Resolution 6) does not exceed fifty per centum (50%) of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) (as calculated in accordance with sub-paragraph (ii) below); and
 - (subject to such manner of calculations as may be prescribed or directed by the SGX-ST), for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time of the passing of Resolution 6 after adjusting for:-
 - new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - new Shares arising from exercising share options or vesting of share awards outstanding or subsisting at the time of the passing of this Resolution 6, provided that such share awards or share options were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - any subsequent bonus issue, consolidation or sub-division of Shares;
 - in exercising the authority conferred by this Resolution 6, the Company shall comply with the Catalyst Rules for the time being in force (unless such compliance has been waived by the SGX-ST), all applicable legal requirements under the Companies Act and the Company's Constitution; and
 - (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution 6 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."

[See Explanatory Note (iii)]

By Order Of the Board

LEE FUT HUA

Company Secretary

Date: 9 April 2019

Explanatory Notes:

- Mr Cheung Chi Kin ("**Mr Cheung**"), if re-elected, will remain as a member of the Remuneration Committee, the Audit Committee and the Nominating Committee. The key information of Mr Cheung can be found under the sections entitled "Board of Directors", "Corporate Governance Report – Principle 4" and "Directors' Statement" of the Company's Annual Report 2018. Mr Cheung does not have any relationships, including immediate family relationships with the Directors, the Company or its 10% shareholders.
- Mr Lee Jim Teck, Edward ("**Mr Lee**"), if re-elected, will remain as a member of the Remuneration Committee, the Audit Committee and the Nominating Committee. The Board considers Mr Lee to be independent for the purpose of Rule 704(7) of the Catalyst Rules. The key information of Mr Lee can be found under the sections entitled "Board of Directors", "Corporate Governance Report – Principle 4" and "Directors' Statement" of the Company's Annual Report 2018. Mr Lee does not have any relationships, including immediate family relationships with the Directors, the Company or its 10% shareholders.
- Resolution 6, if passed, will empower the Directors, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, to allot and issue Shares and to make grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an aggregate number not exceeding 100% of the Company's total number of issued Shares (excluding treasury shares and subsidiary holdings, if any), with a sub-limit of 50% of the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) for issues other than on a pro-rata basis to shareholders of the Company. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings, if any) at the time Resolution 6 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities, and (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time Resolution 6 is passed, and (c) any subsequent bonus issue, consolidation or sub-division of Shares.

Notes:

- A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at a general meeting is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. Where a member of the Company (other than a Relevant Intermediary*) appoints more than one (1) proxy, he/she shall specify the proportion of his/her Shares to be represented by each proxy, failing which, the nomination shall be deemed to be alternative.
- Pursuant to Section 181 of the Companies Act, any member who is a Relevant Intermediary is entitled to appoint one (1) or more proxies to attend, speak and vote at a general meeting (but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by him/her (which number and class of Shares shall be specified)).
- If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 16 Kallang Place, #01-16 Singapore 339156 not less than 48 hours before the meeting.
- A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be under the hand of the appointor or on his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its seal or under the hand of an officer or attorney duly authorised.

* A Relevant Intermediary is either:

- a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary which provides nominee services and holds shares in that capacity; or
- a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
- the Central Provident Fund ("**CPF**") Board established by the Central Provident Fund Act (Cap. 36) ("**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 Board of Directors holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 hereof.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("**Sponsor**"), Asian Corporate Advisors Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("**Exchange**"). The Company's Sponsor has not independently verified the contents of this notice including the correctness of any of the figures used, statements or opinions made.*

This notice has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr Liao H.K.

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