

**MINUTES OF 2022 ANNUAL GENERAL MEETING**

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Date : Monday, 25 April 2022  
Time : 2.00 p.m.  
Place : Electronic means  
Present : As set out in the attendance records maintained by the Company

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On behalf of the Chairman, Mr Cheong Weixiong (“Mr Cheong”) the Executive Director and Group Chief Executive Officer of Sinjia Land Limited (the “Company”) welcomed the shareholders to the 2022 Annual General Meeting (“The Meeting”) via the live webcast and called The Meeting to order at 2.00 p.m. after ascertaining that a quorum was present.

Mr Cheong informed The Meeting that a copy of the Company’s Notice of The Meeting and the Annual Report had been circulated to the shareholders on 8 April 2022. The Notice of The Meeting, with the consent of the shareholders, was taken as read.

Mr Cheong introduced the panel of directors in attendance to the shareholders:

Directors: Mr Li Anhua, Non-Executive Chairman and Independent Director\*  
Mr Cheong Weixiong, Group Chief Executive Officer and Executive Director  
Mr Cheung Chi Kin, Non-Executive Director\*  
Mr Lee Jim Teck, Edward, Independent Director\*

Company Secretary: Mr Lee Fut Hua, Chief Financial Officer

*\* in attendance via live webcast*

Mr Cheong informed the Company had received 7 proxy forms from shareholders appointing Chairman of The Meeting as their proxy to vote on their behalf, on each Resolution tabled. CNP Business Advisory Pte. Ltd. and Boardroom Corporate & Advisory Services Pte Ltd have been appointed as Scrutineer and Polling Agent respectively. The Proxy votes cast had been reviewed by the Polling Agent and verified by the Scrutineer.

Mr Cheong informed all the Ordinary Resolutions tabled at The Meeting would be proposed by Chairman and seconded by Tiong Hua Ting, a shareholder of the Company.

Mr Cheong informed that the Company did not receive any question from shareholders and highlighted that no questions will be taken from the shareholders at The Meeting.

Mr Cheong invited Mr Lee Fut Hua (“Mr Lee”), the Company Secretary and Chief Financial Officer, to assist him in reading the resolutions to be proposed at The Meeting.

**ORDINARY BUSINESS**

**RESOLUTION 1 – TO RECEIVE AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2021 AND THE AUDITORS REPORT**

With the consent of the shareholders, the Directors’ Statements and Audited Financial Statements of the Company for the financial year ended 31 December 2021 was taken as read.

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(Company Registration Number 200402180C)  
(Incorporated in Singapore on 26 February 2004)

The motion was proposed by Chairman and seconded by Tiong Hua Ting, a shareholder of the Company.

“That the Directors’ Statements and Audited Financial Statements of the Company for the year ended 31 December 2021 and the Auditors’ Report thereon, submitted to The Meeting be hereby received and adopted.”

**RESOLUTION 2 – TO RE-ELECT THE DIRECTOR, MR LI ANHUA**

The meeting was informed that Mr Li Anhua shall retire in accordance with the Constitution of the Company and the Listing Manual of the SGX-ST, that he was eligible and offered himself for re-election.

Mr Li Anhua, if re-elected as a Director of the Company at the Meeting, would remain as the Independent Director, Non-Executive Chairman of the Board Committee, Audit Committee, Nominating Committee and Remuneration Committee, and an Independent Director of the Company. Mr Li Anhua, is considered independent by the Board for the purpose of Rule 704(7) of the Catalyst Rules.

The motion was proposed by Chairman and seconded by Tiong Hua Ting, a shareholder of the Company.

“That Mr Li Anhua, a Director retiring in accordance with Article 115 of the Constitution of the Company and the Listing Manual of SGX-ST, and being eligible, is hereby re-elected as Director of the Company.”

**RESOLUTION 3 – TO RE-ELECT THE DIRECTOR, MR CHEONG WEIXIONG**

The meeting was informed that Mr Cheong Weixiong shall retire in accordance with the Constitution of the Company and the Listing Manual of the Singapore Exchange Securities Trading Limited (“SGX-ST”) that he was eligible and offered himself for re-election.

Mr Cheong Weixiong, if re-elected as a Director of the Company at the Meeting, would remain as the Group Chief Executive Officer and Executive Director.

The motion was proposed by Chairman and seconded by Tiong Hua Ting, a shareholder of the Company.

“That Mr Cheong Weixiong, a Director retiring in accordance with Article 115 of the Constitution of the Company and the Listing Manual of the SGX-ST, and being eligible, is hereby re-elected as Director of the Company.”

**RESOLUTION 4 – TO APPROVE DIRECTORS’ FEES FOR YEAR ENDED 31 DECEMBER 2021**

Mr Lee informed The Meeting that Directors’ fees of S\$135,000/- for the financial year ended 31 December 2021, had been proposed for shareholders’ approval.

The motion was proposed by Chairman and seconded by Tiong Hua Ting, a shareholder of the Company.

“That the Directors’ fees of S\$135,000/- for the financial year ended 31 December 2021, be hereby approved.”

**RESOLUTION 5 – TO RE-APPOINT AUDITORS, PKF-CAP LLP FOR THE YEAR ENDED 31 DECEMBER 2021**

The shareholders were informed that item 5 of the agenda was the re-appointment of auditors of the Company for the year 2021.

The motion was proposed by Chairman and seconded by Tiong Hua Ting, a shareholder of the Company.

“That Messrs PKF-CAP LLP be and are hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix their remuneration.”

Mr Lee then moved on with the Special Business to be transacted at The Meeting.

**SPECIAL BUSINESS**

**RESOLUTION 6 - PROPOSED SHARE ISSUE MANDATE**

Mr Lee explained that pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST) Listing Manual Section B: Rules of Catalist (“Catalist Rules”), shareholders’ approval was required for the directors to issue further shares in the Company. He stated that proposed Ordinary Resolution 6 was to seek shareholders’ approval to authorize the issue of such shares.

Ordinary Resolution 6 in the Notice convening the Annual General Meeting dated 8 April 2022 was taken as read.

The motion was proposed by Chairman and seconded by Tiong Hua Ting, a shareholder of the Company.

“That pursuant to Section 161 of the Companies Act 1967. (“Companies Act”) and Rule 806 of the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalist (“Catalist Rules”), authority be and is hereby given to the Directors of the Company to:

- (i) allot and issue shares in the capital of the Company (“Shares”) whether by way of rights, bonus or otherwise; and/or
- (ii) 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:

- (i) 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

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- (ii) (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:–
- (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
  - (b) new Shares arising from exercising share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
  - (c) any subsequent bonus issue, consolidation or sub-division of Shares;
- Adjustments in accordance with sub-paragraph (ii)(a) or sub-paragraph (ii)(b) above are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of this Resolution.
- (iii) in exercising the authority conferred by this Resolution 6, the Company shall comply with the Catalist 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
- (iv) (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.”

**DECLARATION OF POLL RESULTS**

Mr Lee read the poll results which had been verified by the Scrutineer. He declared the motions for all the six (6) Resolutions carried.

	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	
<b>Resolution 1</b>	43,753,700	<b>100.00</b>	0	<b>0.00</b>	43,753,700
<b>Resolution 2</b>	43,749,700	<b>99.99</b>	4,000	<b>0.01</b>	43,753,700
<b>Resolution 3</b>	43,753,700	<b>100.00</b>	0	<b>0.00</b>	43,753,700
<b>Resolution 4</b>	43,753,700	<b>100.00</b>	0	<b>0.00</b>	43,753,700
<b>Resolution 5</b>	43,753,700	<b>100.00</b>	0	<b>0.00</b>	43,753,700
<b>Resolution 6</b>	43,749,700	<b>99.99</b>	4,000	<b>0.01</b>	43,753,700

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**TERMINATION OF MEETING**

On behalf of the Chairman, Mr Lee thanked the Shareholders for their attendance. As there were no other matters raised, he declared The Meeting closed at 2.15 p.m.

CONFIRMED AS A TRUE RECORD OF MINUTES

LI ANHUA  
CHAIRMAN