

**SINJIA LAND LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No. 200402180C)

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**PROPOSED JOINT VENTURE BETWEEN SINJIA LAND LIMITED AND REAL TIME ENGINEERING PTE. LTD.**

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**1. INTRODUCTION**

The Board of Directors (the “**Board**”) of Sinjia Land Limited (the “**Company**”) wishes to announce that the Company has entered into a shareholders agreement dated 21 February 2014 (the “**Agreement**”) with Real Time Engineering Pte. Ltd. (“**RTE**”) in connection with a proposed joint venture (the “**Joint Venture**”), pursuant to which the Company and RTE shall incorporate a new company to undertake the business of procuring, assembling and installing fuel cell systems in commercial and other buildings for the generation of electricity and production of synthetic diesel in Singapore (the “**Business**”).

**2. INFORMATION ON RTE**

RTE is a private company incorporated in Singapore, and is currently engaged in the business of designing, assembling and installing a proprietary two-stage process hydrogen based fuel cell system for the generation of electric power and the production of syngas that can be converted into synthetic crude oil.

**3. PROPOSED JOINT VENTURE**

Pursuant to the Agreement, the Company and RTE (collectively, the “**Parties**”) shall incorporate a joint venture company (to be named “Sinjia RTE Solutions Pte. Ltd.” or such other name as the Parties may agree) (“**JV Co**”) to undertake the Business.

JV Co will be incorporated in Singapore as a private company limited by shares, with an initial paid-up and issued share capital of S\$100 comprising 100 ordinary shares, of which 50 shares shall be owned by the Company and 50 shares shall be owned by RTE. Each of the Company and RTE shall have the right to appoint up to two (2) directors of JV Co.

The Company shall be responsible for the business development and financial management of the Company, while RTE shall be responsible for the operational management and the technical execution of the projects of JV Co.

JV Co and RTE shall enter into a license agreement, pursuant to which RTE shall grant to the JV Co an exclusive licence in Singapore in respect of a patent, relating to the invention of a process and an assembly for the production of hydrogen gas and syngas, for the purposes of the Business.

To provide the initial working capital of JV Co, the Company shall grant JV Co a shareholder loan of S\$1,000,000. The shareholder loan will be funded through the Company’s internal resources.

**4. RATIONALE**

The Company is currently engaged in both property and engineering businesses. The Company believes that there is a growing market for clean energy technologies, and the fuel cell systems offered by JV Co, which can be installed on-site in a small area in commercial and other buildings, represents a clean and cost-effective method for the generation of electricity. The electricity is produced from hydrogen through hydrolysis of a catalyst. The spent catalyst can be regenerated

using biomass which produces syngas that can be converted to synthetic crude oil. In this respect, the investment deepens the Company's property business by allowing it to provide specialist services to new and existing buildings as well as expand its engineering services into higher margin businesses. Therefore, and in line with the long term plan to grow its existing business, the Company has entered into the Joint Venture and a strategic partnership with RTE to capitalise on the growing clean energy market and expand its operations.

**5. FINANCIAL EFFECTS**

The proposed Joint Venture is not expected to have any material effect on the net tangible assets and earnings per share of the Company for the financial year ending 31 December 2014.

**6. INTERESTS OF THE DIRECTORS AND CONTROLLING SHAREHOLDERS**

None of the Directors or the controlling shareholders of the Company has any interest, direct or indirect, in the Joint Venture other than through their respective shareholdings in the Company.

By Order of the Board  
**SINJIA LAND LIMITED**

Cheong Weixiong  
Group Chief Executive Officer

21 February 2014