

CIRCULAR DATED 28 OCTOBER 2021

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

Capitalised terms appearing on the cover of this Circular have the same meanings as defined herein.

If you are in any doubt as to the action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or other professional adviser immediately. If you have sold or transferred all your ordinary shares in the capital of Sinjia Land Limited ("**Sinjia**" or the "**Company**"), you should immediately forward this Circular together with 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 the sale or transfer was effected for onward transmission to the purchaser or transferee.

This Circular has been reviewed by the Company's Sponsor, Asian Corporate Advisors Pte. Ltd. (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Mr. Liao H.K., at 160 Robinson Road, #21-05 SBF Center, Singapore 068914, Telephone number: 6221 0271

This Circular, together with the Notice of Extraordinary General Meeting and the attached Proxy Form, has been made available on SGXNET and a printed copy of this Circular will **NOT** be despatched to Shareholders.

In light of the current COVID-19 situation and the related safe-distancing orders and/or regulations put in place in Singapore, Shareholders will not be able to attend the EGM in person. Instead, alternative arrangements have been put in place to allow Shareholders to participate at the EGM by (a) watching the EGM proceedings via live audio-visual webcast or listening to the EGM proceedings via live audio-only stream, (b) submitting questions in advance of the EGM, and/or (c) voting by proxy at the EGM.

Please refer to the Notice of Extraordinary General Meeting for further information, including the steps to be taken by Shareholders to participate at the EGM.



SINJIA LAND
limited

(Incorporated in the Republic of Singapore)
(Company Registration Number: 200402180C)

CIRCULAR TO SHAREHOLDERS

IN RELATION TO

THE PROPOSED CHANGE OF AUDITORS FROM NEXIA TS PUBLIC ACCOUNTING CORPORATION TO PKF-CAP LLP

IMPORTANT DATES AND TIMES:

- Last date and time for lodgement of Proxy Form : 13 November 2021 at 2:30 p.m.
- Date and time of Extraordinary General Meeting : 15 November 2021 at 2:30 p.m.
- Place of Extraordinary General Meeting : The EGM will be held by way of electronic means

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DEFINITIONS

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

“ACRA”	:	The Accounting and Corporate Regulatory Authority of Singapore
“AGM”	:	The annual general meeting of the Company
“Audit Committee”	:	The audit committee of the Company, comprising Mr Li Anhua (Chairman), Mr Cheung Chi Kin and Mr Edward Lee Jim Teck as at the date of this Circular
“Board”	:	The board of Directors of the Company as at the date of this Circular or for the time being, unless otherwise stated
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as amended or modified from time to time
“CDP”	:	The Central Depository (Pte) Limited
“Circular”	:	This circular to Shareholders dated 28 October 2021 in respect of the Proposed Appointment of New Auditors
“Companies Act”	:	The Companies Act, Chapter 50 of Singapore, as may be amended or modified from time to time
“Company”	:	Sinjia Land Limited
“Director”	:	The directors of the Company for the time being
“EGM”	:	The extraordinary general meeting of the Company to be convened and held, notice of which is set out in this Circular
“FY”	:	Financial year ended or ending 31 December, as the case may be, unless otherwise stated
“Group”	:	The Company and its subsidiaries collectively,
“Latest Practicable Date”	:	22 October 2021, being the latest practicable date prior to the printing of this Circular
“Nexia TS”	:	Nexia TS Public Accounting Corporation
“Notice of EGM”	:	The notice of EGM which is set out on page N-1 of this Circular
“PKF-CAP”	:	PKF-CAP LLP
“Proposed Appointment of New Auditors”	:	The proposed appointment of PKF-CAP LLP as auditors of the Company
“Proxy Form”	:	The proxy form in respect of the EGM which is attached to this Circular
“Securities Accounts”	:	The securities accounts maintained by Depositors with CDP, but not including the securities accounts maintained with a Depository Agent

DEFINITIONS

“SFA”	:	The Securities and Futures Act, Chapter 289 of Singapore, as amended or modified from time to time
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Shareholders”	:	The registered of Shares, except that where the registered holders is CDP, the term “Shareholders” in relation to Shares held by CDP shall mean the persons named as Depositors in the Depository Register maintained by CDP and to whose Securities Accounts such Shares are credited
“Shares”	:	Ordinary shares in the capital of the Company
“Sponsor”	:	Asian Corporate Advisors Pte. Ltd.
“Substantial Shareholder”	:	A person who has an interest or interests in one or more voting Shares in the Company and the total votes attached to that Share, or those Shares, is not less than 5% of the total votes attached to all the voting Shares in the Company
“%”	:	Per centum or percentage

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

The term **“associated company”** and **“subsidiary”** shall have the same meanings ascribed to them in the Catalist Rules and the Companies Act, as the case may be.

Any reference in this Circular to any enactment is a reference to that enactment as for the time being amended or re-enacted. Any word or term defined under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the same meaning ascribed to it under the Companies Act, the SFA, the Catalist Rules or any statutory modification thereof, as the case may be, unless the context requires otherwise.

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” shall, where applicable, include corporations.

Any reference to a time of day or date in this Circular shall be a reference to Singapore time and dates, unless otherwise stated.

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

LETTER TO SHAREHOLDERS

SINJIA LAND LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200402180c)

Board of Directors:

Li Anhua	(Non-Executive Chairman and Independent Director)
Cheong Weixiong, Jeff	(Group Chief Executive Officer and Executive Director)
Lee Jim Teck, Edward	(Non-Executive and Independent Director)
Cheung Chin Kin	(Non-Executive Director)

Registered Office:

Block 16 Kallang Place, #01-16,
Kallang Basin Industrial Estate,
Singapore 339156

28 October 2021

To: The Shareholders of Sinjia Land Limited

Dear Sir/Madam

THE PROPOSED CHANGE OF AUDITORS FROM NEXIA TS PUBLIC ACCOUNTING CORPORATION TO PKF-CAP LLP

1. INTRODUCTION

1.1 EGM

The Board is proposing to convene an extraordinary general meeting to be held by way of electronic means via Live Webcast on 15 November 2021 at 2.30pm (“**EGM**”) to seek approval from Shareholders for the proposed change of auditors from Nexia TS to PKF-CAP (the “**Proposed Change of Auditors**”).

1.2 Circular

The purpose of this Circular is to provide Shareholders with relevant information relating to, and to seek Shareholders’ approval for, the Proposed Appointment of New Auditors. Shareholders’ approval will be sought at the EGM to be convened and held, notice of which is set out in this Circular.

The SGX-ST assumes no responsibility for the correctness or accuracy of any of the statements or opinions made, reports contained and opinions expressed in this Circular.

2. THE PROPOSED APPOINTMENT OF NEW AUDITORS

2.1 Background and rationale for the Proposed Appointment of New Auditors

The Company’s existing auditor, Nexia TS was re-appointed at the AGM on 27 April 2021. Nexia TS has informed the Company that they are unable to provide audit service for the current financial year ending 31 December 2021 due to cost reasons and submitted their withdrawal letter to the Company on 11 October 2021.

In the interest of good corporate governance, the Board is of the view that it would be timely and appropriate to appoint a new firm of independent auditors for the current financial year ending 31 December 2021, subject to the approval of the Company’s shareholders at an extraordinary general meeting of the Company to be convened on 15 November 2021.

The resignation of Nexia-TS will only take effect upon the appointment of PKF-CAP as auditors of the Company, which will take effect upon approval of the Proposed Appointment of New Auditors by Shareholders at the EGM and, if appointed, PKF-CAP will hold office until the conclusion of the next AGM.

LETTER TO SHAREHOLDERS

2.2 Information on PKF-CAP and the audit engagement partner

The information on PKF-CAP and the audit engagement partner provided below was provided to the Company by PKF-CAP and its representatives. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below.

Information on PKF-CAP

PKF-CAP LLP is a firm of Chartered Accountants in Singapore and is registered with ACRA. It is ranked no.14 in Singapore in a recent survey by International Accountants Group (IAG).

The firm, together with its affiliated entities has 9 partners, 18 managers/directors and more than 70 professional staff in Singapore servicing a wide array of auditing, accounting, taxation, corporate secretarial and advisory clients in diversified industries such as commodities, statutory boards, education, trading and distribution, manufacturing, healthcare, shipping, hospitality, fund management, technology, mining and construction. PKF-CAP has experience in auditing companies with similar business activities. PKF-CAP is part of global family of independent firms bound together by a shared commitment to quality, integrity and the creation of clarity in a complex regulatory environment.

For more information about PKF-CAP LLP, please visit its website at www.pkfsingapore.com.

For the audit of the Group, the key audit engagement team comprises 1 (one) audit partner, 1 (one) audit manager and 2 (two) audit professionals. The audit of the Company and its subsidiaries will also be reviewed by an independent quality control review partner.

About the audit engagement partner

Mr Titus Kuan ("Mr Kuan"), audit partner of PKF-CAP LLP, will be assigned as the engagement partner of the Group. Mr Kuan has 18 years of audit and accounting experience in both Big Four and mid-tier accounting firms. He has overseen audits of companies in diverse industries, including public companies listed on the SGX-ST and clients with similar business activities as the Company. Mr Kuan is a practicing member of the Institute of Singapore Chartered Accountants and is a public accountant registered with ACRA.

The Audit Committee has enquired on whether Mr Kuan, who will be the audit engagement partner assigned to the audit of the Group, has been subject to the Practice Monitoring Programme review by ACRA and noted that Mr Kuan has not been subjected to a Practice Monitoring Programme review.

2.3 Compliance with Rule 712 and 716 of the Catalist Rules

Requirements pursuant to Rule 712 of the Catalist Rules

PKF-CAP is a professional audit firm registered with the Accounting and Corporate Regulatory Authority of Singapore. PKF-CAP is approved under the Accountants Act and Mr Kuan, the audit partner-in-charge assigned to the audit, is a public accountant under the Accountants Act.

The Audit Committee and the Board, having considered various factors, including but not limited to the adequacy of the resources and experience of PKF-CAP, the audit engagement partner assigned to the audit, PKF-CAP's other audit engagements, the size and complexity of the Group, and the number and experience of supervisory and professional staff to be assigned to the audit, is of the opinion that PKF-CAP will be able to fulfil the audit requirements of the Group and Rules 712 of the Catalist Rules will be complied with.

In accordance with the requirements of Rule 712(3) of the Catalist Rules:

- (a) the Company has received a copy of Nexia TS's professional clearance letter dated 11 October 2021 to PKF-CAP, confirming that Nexia TS is not aware of any professional reasons why PKF-CAP should not accept appointment as the Company's independent auditors (the "**Professional Clearance Letter**");

LETTER TO SHAREHOLDERS

- (b) the Company confirms that there were no disagreements with Nexia TS on accounting treatments within the last twelve (12) months from the date of their resignation, being 11 October 2021;
- (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;
- (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are as disclosed in Section 2.1 of this Circular. The Proposed Change of Auditors is neither due to the dismissal of Nexia TS nor Nexia TS declining to stand for reappointment as the Company's independent auditors. In addition, Nexia TS were not dismissed nor directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules; and
- (e) the Company confirms that it is or will be in compliance with Rules 712 and 716 of the Catalist Rules in relation to the proposed appointment of PKF-CAP as the Company's independent auditors.

Requirements pursuant to Rule 716 of the Catalist Rule

Upon obtaining Shareholders' approval of the Proposed Change of Auditors, PKF-CAP will be appointed as the auditors of the Company, Sinjia Land Limited, G4 Station Pte. Ltd. and Sinjia Properties Pte. Ltd..

The Company's foreign-incorporated subsidiaries, Sinjia Properties Sdn. Bhd., that are incorporated in Malaysia will be audited by an independent audit firm, ASQ PLT for the purposes of preparing the consolidated financial statements of the Group. The Board and the Audit Committee have reviewed the appointment of the different auditors for its overseas subsidiary and were satisfied that the appointment of different audit firms will not compromise the standard and effectiveness of the audit of the Group.

The quality and scope of audit services to be provided by PKF-CAP will be comparable to the services currently provided by Nexia TS. As such, the Company does not expect the Proposed Change of Auditors to affect the quality of the audit to be undertaken and there will be no change in the scope of the audit to be undertaken with the Proposed Change of Auditors.

3. DIRECTORS' AND SUBSTANTIAL SHAREHOLDERS' INTERESTS

The interests of the Directors and Substantial Shareholders in the Shares as at the Latest Practicable Date are set out below:

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	%	Number of Shares	%	Number of Shares	%
Directors						
Cheong Weixiong	2,599,700	1.47	-	0.00	2,599,700	1.47
Substantial Shareholders (other than Directors)						
China Infrastructures Global Investment Capital Limited ⁽¹⁾			36,000,000	20.33	36,000,000	20.33
Co-Prosperity Investment (International) Limited	21,000,000	11.86	-	-	21,000,000	11.86
Widerlink Group Limited ⁽²⁾			21,000,000	11.86	21,000,000	11.86

Notes:

- (1) Based on the Company's issued and paid-up share capital of 177,072,685 Shares (excluding treasury shares) as at the Latest Practicable Date.
- (2) China Infrastructures Global Investment Capital Limited is deemed to be interested in the 36,000,000 Shares held under the name of its nominee, Philip Securities Pte. Ltd.

LETTER TO SHAREHOLDERS

(3) Co-Prosperity Investment (International) Limited is a wholly-owned subsidiary of Widerlink Group Limited. Accordingly, Widerlink Group Limited is deemed to be interested in the 21,000,000 Shares held by Co-Prosperity Investment (International) Limited by virtue of Section 4 of the Securities and Futures Act.

Save as disclosed, none of the Directors and/or the Substantial Shareholders have any interest, direct or indirect, in the Proposed Appointment of New Auditors other than through their respective shareholdings in the Company.

4. AUDIT COMMITTEE'S RECOMMENDATION

The Audit Committee has reviewed the Proposed Change of Auditors and recommended the appointment of PKF-CAP as independent auditors of the Company in place of Nexia TS after taking into account the suitability and independence of PKF-CAP to meet the audit requirements of the Group and the compliance with the requirements of the Catalist Rules. The AC also have taken into consideration the Audit Quality Indicators Disclosure Framework in assessing the suitability of PKF-CAP.

5. DIRECTORS' RECOMMENDATION

Having considered the rationale and benefit of the Proposed Change of Auditors, the Directors are of the opinion that the Proposed Change of Auditors is in the best interests of the Company and Shareholders. Accordingly, the Directors recommend that Shareholders vote in favour of the Ordinary Resolution in relation to the Proposed Change of Auditors set out in the Notice of EGM.

6. 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, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in the 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 the Circular in its proper form and context.

7. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-5 of this Circular, will be held on 15 November 2021 at 2.30pm by way of electronic means via Live Webcast for the purpose of considering, and if thought fit, passing (with or without any modifications), the Ordinary Resolution set out in the Notice of EGM.

8. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who wish to vote on the resolutions tabled at the EGM must appoint the Chairman as proxy to attend, speak and vote on their behalf. In order to do so, Shareholders must complete, sign and return the Proxy Form attached to the Notice of EGM in accordance with the instructions printed thereon as soon as possible and, in any event, sent by electronic mail to sinjia@sinjl.com so as to reach the Company's share registrar, Boardroom Corporate & Advisory Services Pte. Ltd., not less than 48 hours before the time fixed for the EGM.

A Depositor shall not be regarded as a Shareholder entitled to attend the EGM and to speak and vote thereat unless he is shown to have Shares entered against his name in the Depository Register at least 72 hours before the time fixed for the EGM.

LETTER TO SHAREHOLDERS

9. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents may be inspected at the registered office of the Company at 16 Kallang Place, #01-16 Singapore 339156 (Opening Hours is 8.30am to 5.30pm, Mondays to Fridays (excluding Public Holidays) from the date of this Circular up to and including the date of the EGM:

- (i) the Constitution of the Company;
- (ii) Nexia TS's withdrawal letter dated 11 October 2021;
- (iii) Nexia TS's Professional Clearance Letter to PKF-CAP dated 11 October 2021; and
- (iv) PKF-CAP's letter to the Company dated 12 October 2021 in respect of its consent to act as auditors of the Company.

Yours faithfully,
For and behalf of the Board of Directors of
SINJIA LAND LIMITED

Cheong Wexiong
Executive Director and
Group Chief Executive Officer

LETTER TO SHAREHOLDERS

SINJIA LAND LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 200402180C)

Unless otherwise defined or the context otherwise requires, all capitalised terms herein shall bear the same meaning as used in the circular dated 28 October 2021 issued by the Company (the “Circular”).

NOTICE IS HEREBY GIVEN THAT an extraordinary general meeting (“**EGM**”) of Sinjia Land Limited (the “**Company**”) will be held on 15 November 2021 at 2.30pm by way of electronic means (“**Live EGM Webcast**”) for the purpose of considering and, if thought fit, passing, with or without amendments, the Ordinary Resolution set out below.

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITORS FROM NEXIA TS PTE LTD TO PKF-CAP LLP

THAT:

- (a) PKF-CAP LLP be and are hereby appointed as auditors of the Group in place of Nexia TS Pte Ltd, and to hold office until the conclusion of the next Annual General Meeting at a fee and on such terms as may be agreed between the Directors and PKF-CAP LLP
- (b) Any Director be and is hereby authorised to take such steps, enter into all such transactions, arrangements and agreements and execute all such documents as may be advisable, necessary or expedient for the purposes of giving effect to the Proposed Change of Auditors, with full power to assent to any condition, amendment, alteration, modification or variation as may be required by the relevant authorities or as such Directors or any of them may deem fit or expedient or to give effect to this Ordinary Resolution or the transactions contemplated pursuant to or in connection with the Proposed Change of Auditors.
[see Explanatory Note (i)].

By Order of the Board
SINJIA LAND LIMITED

Cheong Wexiong
Executive Director and
Group Chief Executive Officer

28 October 2021

Explanatory Notes:

- (i) The Ordinary Resolution proposed above is to approve the appointment of PKF-CAP LLP as the Company’s Auditors in place of Nexia TS Pte Ltd and to authorise Directors to fix their remuneration. In accordance with the requirements of Rule 712(3) of the Catalist Rules:
 - (a) the Company has received a copy of Nexia TS’s professional clearance letter dated 11 October 2021 to PKF-CAP, confirming that Nexia TS is not aware of any professional reasons why PKF-CAP should not accept appointment as the Company’s independent auditors (the “**Professional Clearance Letter**”);
 - (b) the Company confirms that there were no disagreements with Nexia TS on accounting treatments within the last twelve (12) months from the date of their resignation, being 11 October 2021;
 - (c) the Company confirms that it is not aware of any circumstances connected with the Proposed Change of Auditors that should be brought to the attention of Shareholders which has not been disclosed in this Circular;
 - (d) the Company confirms that the specific reasons for the Proposed Change of Auditors are as disclosed in Section 2.1 of this Circular. The Proposed Change of Auditors is neither due to the dismissal of Nexia TS nor Nexia TS declining to stand for reappointment as the Company’s independent auditors. Nexia TS were not dismissed nor directed by the SGX-ST to be replaced under Rule 305(1)(eb) of the Catalist Rules
 - (e) the Company confirms that it is or will be in compliance with Rules 712 and 716 of the Catalist Rules in relation to the proposed appointment of PKF-CAP as the Company’s independent auditors.

LETTER TO SHAREHOLDERS

Notes:

1. The EGM will be convened and held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020.
2. This Circular, Notice of EGM and accompanying proxy form will be sent to Shareholders solely by electronic means via publication on SGXNet and via our corporate website. **Printed copies of these documents will not be sent to Shareholders.**

Please refer to the SGXNet at the URL <http://sinjialand.listedcompany.com/newsroom.html> and the Company's website at URL: (<http://sinjialand.listedcompany.com/newsroom.html>) for the (i) Circular, (ii) Notice of the EGM, and (iii) proxy form.

3. In view thereof, Members will not be able to attend the EGM in person. Alternative arrangement relating to attendance at the EGM via electronic means (including arrangements by which the meeting can be electronically accessed via live audio-visual webcast, submission of questions to the Chairman of the EGM in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM), are set out below. Any reference to a time of day is made by reference to Singapore time.
4. Members will be able to observe the proceedings of the EGM through a "live" webcast ("**Live EGM Webcast**") via mobile phones, tablets or computers with an internet connection or listen to these proceedings through a "live" audio feed ("**Audio Only Means**") via telephone. In order to do so, a member of the Company who wishes to watch the Live EGM Webcast or listen via the Audio Only Means must pre-register and provide their email address by no later than 2.30pm on 12 November 2021 ("**Registration Deadline**") (being not less than 72 hours before the time appointed for holding the EGM) at the <http://sinjialand.listedcompany.com/newsroom.html> ("**EGM Webcast Registration and Q&A Link**"). Following the authentication of status as members of the Company, authenticated members will receive email instructions on how to access the Live EGM Webcast and Audio Only Means to observe the proceedings of the EGM by 2.30pm on 14 November 2021. A member of the Company who pre-registers to watch the Live EGM Webcast or listen to the Audio Only Means may also submit questions related to the resolutions to be tabled for approval at the EGM via the EGM Webcast Registration and Q&A Link by the Registration Deadline.

Members who register by the Registration Deadline but do not receive an email response by 2.30pm on 14 November 2021 may contact our Share Registrar, Boardroom Corporate and Advisory Services Pte. Ltd. for assistance at (65) 6536 5355 or sinjia@sinjl.com

5. Please note that members will not be able to raise questions at the EGM during the Live EGM Webcast or the Live EGM Audio Feed, and therefore it is important for members to pre-register their participation in order to be able to submit their questions in advance of the EGM.

Members may submit questions relating to the items on the Resolutions set out in the Notice of EGM in advance via the EGM Webcast Registration and Q&A Link by the Registration Deadline (i.e. by 2.30pm on 12 November 2021).

Persons who hold shares of the Company through relevant intermediaries (as defined in Section 181 of the Companies Act), including SRS Investors, can also submit their questions related to the resolutions to be tabled for approval at the EGM based on the abovementioned instructions.

The Company will endeavour to address the substantial and relevant questions before or during the EGM. The responses to questions from members will be posted on the SGXNet and the Company's website soonest possible before the EGM, or if answered during the EGM, to be included in the minutes of the EGM which will be published on the SGXNet and the Company's website (<http://sinjialand.listedcompany.com/newsroom.html>) within one (1) month after the date of the EGM.

6. Due to the current Covid-19 restriction orders in Singapore, a member of the Company will not be able to attend the EGM in person. If any members of the Company (whether individual or corporate) wishes to exercise their voting rights at the EGM, they must appoint the Chairman of the EGM as their proxy to attend, speak and vote on their behalf at the EGM.

LETTER TO SHAREHOLDERS

In appointing the Chairman of the EGM as proxy, a member of the Company (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment will be treated as invalid. The accompanying proxy form for the EGM may be accessed at the Company's corporate website at the URL: <http://sinjialand.listedcompany.com/newsroom.html> and has also been uploaded on the SGXNET.

7. The Chairman of the EGM, as proxy, need not be a member of the Company.
8. The instrument appointing the Chairman of the EGM as proxy, together with the power of attorney or other authority under which it is signed (if applicable) or notarial certified copy thereof, must be sent to the Company in the following manner:
 - (a) If sent by post, be lodged and received at the registered office of the Company's at 16 Kallang Place, #01-16 Singapore 339156; or
 - (b) If submitted by email, be received as a clear readable image by the Company's at the email address sinjia@sinjl.com.

in either case, by no later than 2.30pm on 13 November 2021 (being not less than 48 hours before the time appointed for holding the EGM) and in default the instrument shall not be treated as valid. In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for members of the Company to submit completed proxy forms by post, **members of the Company are strongly encouraged to submit completed proxy forms electronically via email.**

9. The instrument appointing the Chairman of the EGM as proxy must be under the hand of the appointor or on his/her attorney duly authorised in writing. Where the instrument appointing the Chairman of the EGM as proxy is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or duly authorised officer, failing which the instrument of proxy may be treated as invalid.
10. For investors who hold shares through relevant intermediaries, including CPF and SRS investors, who wish to appoint the Chairman of the EGM as proxy should contact their relevant intermediaries (which would include, in the case of CPF and SRS investors, their respective CPF Agent Banks and SRS Operators) through which they hold such shares, to submit their votes **at least seven (7) working days** before the EGM.

This notice has been reviewed by the Company's Sponsor, Asian Corporate Advisors Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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., at 160 Robinson Road, #21-05 SBF Center, Singapore 068914, Telephone number: 6221 0271

Personal data privacy:

By submitting (a) a proxy form appointing the Chairman of the EGM as proxy to vote at the EGM and/or any adjournment thereof, or (b) Shareholder particulars for pre-registration to participate in the EGM via Live EGM Webcast or Audio Only Means, or (c) submitting any question prior to the EGM in accordance with this Notice of EGM or the Announcement, a Shareholder (i) 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; and (ii) consents to the collection, use and disclosure of the Shareholder's personal data by the Company (or its agents, advisers or service providers, as the case may be) for the following purposes:

- (i) processing and administration by the Company (or its agents, advisers or service providers) of proxy forms appointing the Chairman of the EGM as proxy for the EGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the EGM (including any adjournment thereof);
- (ii) processing of pre-registration for participation at the EGM for purpose of granting access to Shareholders to the Live EGM Webcast or Audio Only Means and providing them with any technical assistance where necessary;
- (iii) addressing relevant and substantial questions related to the resolutions to be tabled for approval at the EGM from members received before the EGM and if necessary, following up with the relevant members in relation to such questions;
- (iv) preparation and compilation of the attendance list, proxy lists, minutes and other documents relating to the Meeting (including any adjournment thereof); and

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- (v) enabling the Company (or its agents, advisers or service providers, as the case may be) to comply with any applicable laws, listing rules, regulations and/or guidelines by the relevant authorities.

Sound and/or video recordings of the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes of the EGM. Accordingly, the personal data of a member (such as name, presence at the EGM and any questions raised or motions proposed/seconded) may be recorded by the Company for such purposes.

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SINJIA LAND LIMITED

(Company Registration No. 200402180C)
(Incorporated in the Republic of Singapore)

PROXY FORM

EXTRAORDINARY GENERAL MEETING

IMPORTANT:

1. The Extraordinary General Meeting (the "Meeting") is being convened and will be held by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. The Notice of Meeting has been published on 27 October 2021 on the SGX website and the Company's website at <http://sinjialand.listedcompany.com/newsroom.html>
2. Alternative arrangements relating to attendance at the EGM via electronic means (including arrangements by which the EGM can be electronically accessed via "live" audio-visual webcast or "live" audio-only stream (collectively "Live Webcast"), submission in advance of the EGM, addressing of substantial and relevant questions at the EGM and voting by appointing the Chairman of the EGM as proxy at the EGM, are set out in the accompanying section entitled "Important Notice to Shareholders" of the Notice of EGM. For the avoidance of doubt, the aforesaid section is circulated together with and forms part of the Notice of AGM in respect of the EGM.
3. Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Meeting in person. A member (whether individual or corporate) must appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Meeting if such member wishes to exercise his/her/its voting rights at the Meeting.
4. For investors who have used their CPF monies and/or SRS monies to buy the Company's shares, this Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by them.
5. CPF and/or SRS investors who wish to vote should contact their CPF and/or SRS Approved Nominees to submit their voting instructions by 2.30pm on 13 November 2021.
6. By submitting this proxy form, the member accepts and agrees to the personal data privacy terms set out in this proxy form.
7. Please read the notes overleaf which contain instructions on, *inter alia*, the appointment of the Chairman of the Meeting as a member's proxy to attend, speak and vote on his/her/its behalf at the Meeting.

I/We _____ NRIC/Passport No./Registration No. _____

of _____
being a member(s) of **SINJIA LAND LIMITED** (the "Company"), hereby appoint the Chairman of the Meeting as my/our proxy/proxies to attend and to vote for me/us on my/our behalf at the **Extraordinary General Meeting** of the Company ("EGM") to be held via Live Webcast on 15 November 2021 at 2.30pm and at any adjournment poll.

*I/We direct *my/our *proxy/proxies to vote to for or against, or abstain from voting the Ordinary Resolutions to be proposed at the Annual General Meeting as indicated hereunder.

In the absence of specific directions in respect of a resolution, the appointment of the Chairman of the Meeting as your proxy for that resolution will be treated as invalid.

No.	Resolutions	For	Against	Abstain
	Ordinary Business			
1	Proposed change of Auditors from Nexia TS Pte. Ltd. to PKF-CAP LLP			

Notes:

* Delete accordingly

** Voting will be conducted by poll. If you wish to exercise all your votes "For" or "Against" the relevant resolution, please tick "X" in the relevant box provided. Alternatively, please indicate the number of votes "For" or "Against" each resolution. If you mark "X" in the abstain box for a particular resolution, you are directing your proxy not to vote on that resolution.

Total number of shares held	
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Dated this _____ day of _____ 2021.

Signature or Common Seal of shareholder

IMPORTANT: PLEASE READ NOTES OVERLEAF

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NOTES FOR PROXY FORM

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, Cap. 289), you should insert that number of shares. If you have shares registered in your name in the Register of Members, 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, 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. **Due to the current Covid-19 restriction orders in Singapore, a member will not be able to attend the Meeting in person. A member (whether individual or corporate) may appoint the Chairman of the Meeting as his/her/its proxy to attend, speak and vote on his/her/its behalf at the Annual General Meeting if such member wishes to exercise his/her/its voting rights at the Meeting.** This proxy form is available on the SGX website.

Where a member (whether individual or corporate) appoints the Chairman of the Meeting as his/her/its proxy, he/she/it must give specific instructions as to voting, or abstentions from voting, in respect of a resolution in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.

In appointing the Chairman of the EGM as proxy, a Shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid.

3. Any member who is a relevant intermediary is entitled to appoint the Chairman of the Meeting to attend, speak and vote (whether to vote in favour of, or against, or to abstain from voting). Relevant intermediary is either:

- a. 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
- b. a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds in that capacity; or
- c. the Central Provident Fund ("CPF") Board established by the Central Provident Fund Act (Cap. 36), in respect of shares purchased on behalf of CPF investors.

in either case, at least 48 hours before the time fixed for the Extraordinary General Meeting.

In view of the current Covid-19 situation and the related safe distancing measures which may make it difficult for Shareholders to submit completed proxy forms by post, Shareholders are strongly encouraged to submit completed proxy forms electronically via email

4. The instrument appointing the Chairman of the Meeting as proxy must be submitted to the Company in the following manner:

- a. if by post, to be lodged at the Company's registered address at 16 Kallang Place, #01-16 Singapore 339156 (Opening Hours is 8.30am to 5.30pm, Monday to Friday (excluding Public Holiday)); or
- b. if sent by email to sinjia@sinil.com

A member who wishes to submit an instrument of proxy must first download, complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above.

5. The instrument appointing the Chairman of the Meeting as proxy must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing the Chairman of the Meeting as proxy is executed by a corporation, it must be executed under its common seal or signed on its behalf by an attorney duly authorised in writing or by an authorised officer of the corporation.

6. Where an instrument appointing the Chairman of the Meeting as proxy is signed on behalf of the appointer by an attorney, the letter or 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 may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the Extraordinary General Meeting.

8. The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting as proxy 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 members of the Company whose shares are entered against their names in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting as proxy lodged if such members are not shown to have shares entered against their names in the Depository Register as at 72 hours before the time appointed for holding the Annual General Meeting 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), the member accepts and agrees to the personal data privacy terms set out in the Notice of the Extraordinary General Meeting dated 28 October 2021.