



PROSPER 

PROSPERA GLOBAL LIMITED
(Formerly known as Sinjia Land Limited)
(Incorporated in the Republic of Singapore)
(Company Registration No. 200402180C)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Prospera Global Limited (the “**Company**”) will be held at GB Building, 143 Cecil Street, #11-03, Singapore 069542 on Monday, 30 June 2025 at 2 p.m. (“**EGM**” or the “**Meeting**”) for the purpose of considering, and if thought fit, passing (with or without any modification) the following resolutions as set out below:

Unless otherwise defined, all capitalised terms used in this notice of EGM shall bear the same meanings as ascribed to them in the circular to shareholders of the Company dated 06 June 2025 (the “**Circular**”).

ORDINARY RESOLUTION 1: THE PROPOSED SUBSCRIPTION OF 414,145,370 NEW ORDINARY SHARES IN THE ISSUED AND PAID-UP SHARE CAPITAL OF THE COMPANY BY THE SUBSCRIBERS

That:

- the allotment and issuance of 414,145,370 Subscription Shares to the Subscribers, at an issue price of S\$0.017 per Subscription Share, representing a premium of approximately 54.5% to the VWAP of S\$0.011 per Share for trades done on the Shares on the SGX-ST on 13 May 2025, being the last full market day on which the Company's shares were traded, up to the time the Subscription Agreement was signed, be and is hereby approved;
- the Subscription Shares, when allotted and issued, shall be free from all claims, charges, liens and other encumbrances and shall rank *pari passu* in all respects with the existing Shares as at the date of issue of the Subscription Shares, except for any dividends, rights, distributions, allotments or other entitlements the record date of which falls before such date of issue; and
- the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

Note to Ordinary Resolution 1:

Pursuant to Rule 812(2) of the Catalyst Rules, Mr. Guo Jiahui, Mr. Jin Jixiang and their Associates will abstain from exercising any voting rights in relation to Ordinary Resolution 1.

ORDINARY RESOLUTION 2: THE PROPOSED SUBSCRIPTION BY MR. GUO JIAHUI AND MR. JIN JIXIANG AS AN INTERESTED PERSON TRANSACTION.

That, subject to and contingent upon the passing of Ordinary Resolution 1:

- approval be and is hereby given for the Proposed Subscription by Mr. Guo Jiahui and Jin Jixiang as an interested person transaction under Chapter 9 of the Catalyst Rules; and
- the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

Note to Ordinary Resolution 2:

Pursuant to Rule 919 and Rule 921 of the Catalyst Rules, Mr. Guo Jiahui, Mr. Jin Jixiang will abstain, and have undertaken that their Associates will abstain from exercising any voting rights in relation to Ordinary Resolution 2.

SPECIAL RESOLUTION: THE PROPOSED ADOPTION OF THE NEW CONSTITUTION OF THE COMPANY

That:

- the New Constitution submitted to this meeting and reproduced in its entirety in **Appendix B** to the Circular be approved and adopted as the Constitution of the Company in substitution for, and to the exclusion of, the Existing Constitution; and
- the Directors and any of them be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they and/or he/she may consider expedient or necessary to give effect to this Special Resolution.

BY ORDER OF THE BOARD

Guo Jiahui
Group Chief Executive Officer and Executive Director
06 June 2025

Notes:

- The Extraordinary General Meeting (“**EGM**”) will be held, in wholly physical format, at GB Building, 143 Cecil Street, #11-03, Singapore 069542 on Monday, 30 June 2025 at 2 p.m.. A shareholder of the Company (not being a Relevant Intermediary*) is invited to attend physically, speak and vote at the EGM. **There will be no option for shareholders to participate virtually.**
- Printed copies of this notice of EGM (“**Notice**”), Proxy Form and the Circular have been despatched to the Shareholders and these documents are also available on the SGXNet and the Company's website at the URL: <https://www.prosperaglobal.sg/>. Printed copies of this notice of EGM, the Proxy Form and the Circular will be sent by post to the Shareholders.
- A shareholder of the Company (other than a Relevant Intermediary*) entitled to attend and vote at the EGM is entitled to appoint not more than two (2) proxies to attend and vote in his/her stead. A proxy need not be a shareholder of the Company.
- A Relevant Intermediary* may appoint more than two (2) proxies, 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).

*A Relevant Intermediary is:

- a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity;
 - a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
 - the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
- The instrument appointing a proxy(ies) must be submitted to the Company in the following manner:
 - if by post, to the **registered office of the Company** at 410 North Bridge Road, #05-35, Singapore 188726 (Office hours are 9.30 a.m. to 6.00 p.m., Mondays to Fridays (excluding gazetted public holidays)), not less than 48 hours before the time appointed for holding the EGM; or
 - if by email, to info@prosperaglobal.sg.
 - Shareholders may raise questions at the EGM or submit questions relating to the resolutions tabled for approval at the EGM in advance: (a) by email to info@prosperaglobal.sg; or (b) in hard copy by post to the registered office of the Company at 410 North Bridge Road, #05-35, Singapore 188726, in any case, by 2 p.m. on Saturday, 28 June 2025. The Company will endeavour to address all substantial and relevant questions (determined by the Company in its sole discretion) no later than 48 hours prior to the closing date and time for the lodgement of the Proxy Forms. Any subsequent clarifications sought by the Shareholders after the aforementioned cut-off time for the submission of questions will be addressed at the EGM. The minutes of the EGM will be published on SGXNet within one (1) month after the date of the EGM.
 - Important reminder. Any changes to the manner of conducting the EGM will be announced by the Company on SGXNet. Members are advised to check SGXNet regularly for any further updates.
 - Investors who hold shares through Relevant Intermediaries (as defined in Section 181 of the Companies Act), including investors under the Central Provident Fund and the Supplementary Retirement Scheme (“**CPF and SRS Investors**”), and who wish to participate in the EGM should contact the relevant intermediary (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 as soon as possible in order to make the necessary arrangements for them to participate in the EGM. CPF and SRS Investors who wish to exercise their votes should approach their respective CPF Agent Banks or SRS Operators to submit their votes at least seven (7) working days before the date of the EGM.

PERSONAL DATA PRIVACY

Where a shareholder of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the EGM and/or any adjournment thereof, a shareholder 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, proxy 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 shareholder discloses the personal data of the shareholder's proxy(ies) and/or representative(s) to the Company (or its agents), the shareholder 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 shareholder will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the shareholder's breach of warranty.

SPONSOR STATEMENT

This document has been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited. It has not been examined or approved by the Exchange and the Exchange assumes no responsibility for the contents of this document, including the correctness of any of the statements or opinions made or reports contained in this document. The contact person for the Sponsor is Mr. Jerry Chua (telephone: (65) 6241 6626) at 160 Robinson Road, #20-01/02 SBF Center, Singapore 068914.