



SINJIA LAND LIMITED

(Company Registration No. 200402180C)
(Incorporated in the Republic of Singapore on 26 February 2004)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN that an extraordinary general meeting of Sinjia Land Limited (the “Company”) will be held at 137 Cecil Street, Cecil Building #04-01 Singapore 069537 on Monday, 19 August 2024 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 ordinary resolution 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 24 July 2024 (the “Circular”).

ORDINARY RESOLUTION 1: THE PROPOSED ISSUANCE AND ALLOTMENT OF 207,072,685 NEW ORDINARY SHARES IN THE ISSUED SHARE CAPITAL OF THE COMPANY TO THE SUBSCRIBERS

That:

- (a) the allotment and issuance of 207,072,685 Subscription Shares to the Subscribers, at an issue price of S\$0.013 per Subscription Share, representing a discount of approximately 13.33% to the volume-weighted average price of approximately S\$0.015 per Share for trades done on the Shares on the SGX-ST on 27 June 2024, being the date on which the subscription agreement was signed, be and is hereby approved;
- (b) 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
- (c) 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.

ORDINARY RESOLUTION 2: THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO MR. GUO JIAHUI

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

- (a) the Proposed Transfer of Controlling Interest under Rule 803 of the Catalyst Rules to Mr. Guo Jiahui, be and is hereby approved; and
- (b) 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 resolution as they or he may think fit.

ORDINARY RESOLUTION 3: THE PROPOSED DIVERSIFICATION

That:

- (a) approval be and is hereby given for the diversification by the Group of its Existing Business to include the financial services and operational support services business, which would involve the ownership, operation and management of financial services and operational support services (the “New Business”), and any other activities related to the New Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the New Business, subject to compliance with the Catalyst Rules requiring approval from shareholders in certain circumstances, on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) 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.

SPECIAL RESOLUTION 1: THE PROPOSED CHANGE OF NAME OF THE COMPANY

That, subject to and contingent upon the passing of Ordinary Resolution 3:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore, the name of the Company be changed from “Sinjia Land Limited” to “Prospera Global Limited” and that the name “Prospera Global Limited” be substituted for “Sinjia Land Limited” wherever the latter name appears in the Constitution of the Company; and
- (b) 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.

BY ORDER OF THE BOARD

Cheong Weixiong
Executive Director and Group Chief Executive Officer
24 July 2024

Notes:

1. The Extraordinary General Meeting (“EGM”) will be held, in wholly physical format, at 137 Cecil Street, Cecil Building #04-01 Singapore 069537 on 19 August 2024 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.**
2. 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: <http://www.sinjl.com>. Printed copies of this notice of EGM, the Proxy Form and the Circular will be sent by post to the Shareholders.
3. 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.
4. 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).
5. The instrument appointing a proxy must be submitted to the Company in the following manner:
 - (i) if by post, to the **registered office of the Company** at Block 16 Kallang Place, #01-16, Kallang Basin Industrial Estate Singapore 339156 (Opening hours is 8.30 a.m. to 5.30 p.m., Mondays to Fridays (excluding Public Holidays), not less than 48 hours before the time appointed for holding the EGM; or
 - (ii) if by email, to sinjia@sinjl.com.

*A Relevant Intermediary is:

- (a) 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;
 - (b) 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
 - (c) 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.
6. Investors who hold shares through Relevant Intermediaries (as defined in Section 181 of the Companies Act), including 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 or 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.