

MINUTES OF 2025 ANNUAL GENERAL MEETING

Date	:	Wednesday, 30 April 2025
Time	:	2.15 p.m.
Place	:	RNN Conference Centre GB Building, 143 Cecil Street, #11-03, Singapore 069542
Present	:	As set out in the attendance records maintained by the Company

INTRODUCTION

Mr Darrell Lim Chee Lek ("The Chairman"), the Non-Executive and Independent Chairman of Prospera Global Limited welcomed the shareholders to the Company's Annual General Meeting ("AGM").

QUORUM

The Chairman noted that a quorum was present and called the AGM to order at 2.15 p.m..

NOTICE

The Chairman informed the meeting that the Notice of AGM dated 14 April 2025, along with the Annual Report and Sustainability Report, which had been published on the SGXNet and the Company's website was taken as read.

VOTING ON RESOLUTIONS

The Chairman informed the meeting that all Resolutions as set out in the Notice of AGM would be proposed by the Chairman. All resolutions would be voted on by way of poll. CNP Business Advisory Pte. Ltd. ("Scrutineer" or "CNP Business Advisory") and Boardroom Corporate & Advisory Services Pte. Ltd. ("Polling agent") had been appointed as scrutineer and Polling Agent respectively. He called upon a representative from CNP Business Advisory, to explain the polling procedures.

The Chairman thanked the Scrutineer for their briefing and then proceeded with the meeting agenda.

ORDINARY BUSINESS

RESOLUTION 1 – TO RECEIVE AND ADOPT DIRECTORS' STATEMENT AND AUDITED FINANCIAL STATEMENTS

With the consent of the shareholders, the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2024 was taken as read.

The motion was put to vote by poll and the results, which have been duly verified by the Scrutineer, were as follows:-

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	225,522,585	100%
Votes against the Resolution	0	0%

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

It was resolved that the Directors' Statement and Audited Financial Statements of the Company for the year ended 31 December 2024 together with the Auditors' Report thereon be and are hereby received and adopted.

A shareholder enquired about the property held by the Company and sought clarification on when the Company is expected to turn around.

The Chairman explained that the property investment was made under the direction of the previous management, and the property is located in at 30th Avenue SW and Interstate 94 Dickinson, North Dakota, 58601, USA. He further shared that the new management team assumed control of the Company's operations in October 2024. Since then, efforts have been underway to restructure the business and explore new business opportunities. The CEO emphasized that the turnaround process will take time and requested shareholders' patience and continued support during this transitional phase. Should there be any new material development, the Company will make the necessary announcement.

RESOLUTION 2 – TO RE-ELECT THE DIRECTOR, MR GUO JIAHUI

The meeting was informed that Mr Guo Jiahui, shall retire in accordance with the Constitution of the Company and he was eligible and offered himself for re-election.

The motion was put to vote by poll and the results, which have been duly verified by the Scrutineer, were as follows:-

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	108,449,900	100%
Votes against the Resolution	0	0%

It was resolved that Mr Guo Jiahui be and is hereby re-elected as Director of the Company in accordance with Regulation 119 of the Company's Constitution.

RESOLUTION 3 – TO RE-ELECT THE DIRECTOR, MR JIN JIXIANG

The meeting was informed that Mr Jin Jixiang, shall retire in accordance with the Constitution of the Company and he was eligible and offered himself for re-election.

The motion was put to vote by poll and the results, which have been duly verified by the Scrutineer, were as follows:-

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	157,076,685	100%
Votes against the Resolution	0	0%

It was resolved that Mr Jin Jixiang be and is hereby re-elected as Director of the Company in accordance with Regulation 119 of the Company's Constitution.

RESOLUTION 4 – TO RE-ELECT THE DIRECTOR, MR DARRELL LIM CHEE LEK

Chairman informed that the next item on the Notice of AGM concerned the re-election of himself, he will pass the chair of this resolution to Mr Tan Cher Chuan, Justin ("Mr Tan") for the conduct of resolution.

The motion was put to vote by poll and the results, which have been duly verified by the Scrutineer, were as follows:-

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	225,522,585	100%
Votes against the Resolution	0	0%

It was resolved that Mr Darrell Lim Chee Lek be and is hereby re-elected as Director of the Company in accordance with Regulation 119 of the Company's Constitution.

Mr Tan then passed the chair back to the Chairman.

RESOLUTION 5 – TO RE-ELECT THE DIRECTOR, MR TAN CHER CHUAN, JUSTIN

The meeting was informed that Mr Tan shall retire in accordance with the Constitution of the Company and he was eligible and offered himself for re-election.

The motion was put to vote by poll and the results, which have been duly verified by the Scrutineer, were as follows:-

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	225,522,585	100%
Votes against the Resolution	0	0%

It was resolved that Mr Tan Cher Chuan, Justin be and is hereby re-elected as Director of the Company in accordance with Regulation 119 of the Company's Constitution.

RESOLUTION 6 – TO APPROVE DIRECTORS' FEES FOR YEAR ENDED 31 DECEMBER 2024

The Chairman informed the meeting that the Directors' fees of S\$157,127 for the financial year ended 31 December 2024 has been proposed for shareholders' approval.

The motion was put to vote by poll and the results, which have been duly verified by the Scrutineer, were as follows:-

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	225,522,585	100%
Votes against the Resolution	0	0%

It was resolved that the Directors fees of S\$157,127 for the financial year ended 31 December 2024, be and is hereby approved.

RESOLUTION 7 – TO APPROVE DIRECTORS' FEES FOR YEAR ENDING 31 DECEMBER 2025

The Chairman informed the meeting that the Directors' fees of S\$202,500 for the financial year ending 31 December 2025, payable quarterly in arrears, has been proposed for shareholders' approval.

The motion was put to vote by poll and the results, which have been duly verified by the Scrutineer, were as follows:-

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	225,522,585	100%
Votes against the Resolution	0	0%

It was resolved that the Directors fees of S\$202,500 for the financial year ending 31 December 2025, payable quarterly in arrears, be and is hereby approved.

RESOLUTION 8 – TO RE-APPOINT PKF-CAP LLP AS AUDITORS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2025

The shareholders were informed that item 8 on the agenda pertained to the re-appointment of auditors of the Company for the ensuing year.

The motion was put to vote by poll and the results, which have been duly verified by the Scrutineer, were as follows:-

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	225,522,585	100%
Votes against the Resolution	0	0%

It was resolved that Messrs PKF-CAP LLP be and they 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.

SPECIAL BUSINESS

RESOLUTION 9 - PROPOSED SHARE ISSUE MANDATE

Next, the Chairman informed the Meeting 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 is required for the Directors to issue new shares in the Company. The full text of Ordinary Resolution 9 was set out in the Notice of AGM.

The motion was put to vote by poll and the results, which have been duly verified by the Scrutineer, were as follows:-

	No. of Shares	Percentage (%)
Votes in favour of the Resolution	225,522,585	100%
Votes against the Resolution	0	0%

It was resolved 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 this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 100% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings (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 Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with subparagraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Catalist Rules), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution is passed, after adjusting for :-
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;

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

(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 the above 9(b)(ii)(a) or 9(b)(ii)(b) 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 the resolution approving the mandate.

(iii) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution for the time being of the Company; and

(iv) unless revoked or varied by the Company in general meeting, such authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or by 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

The Chairman announced the poll results, which had been verified by the Scrutineer, and declared that all the Resolutions were duly carried.

The Chairman also informed that the minutes of the Meeting would be published on SGXNet and the Company's website within one (1) month from the date of the AGM.

TERMINATION OF MEETING

The Chairman thanked the Shareholders for their attendance. With no further business to discuss, he declared the Meeting closed at 2.35 p.m.

CONFIRMED AS A TRUE RECORD OF MINUTES

DARRELL LIM CHEE LEK
Chairman