

**NOTICE OF ANNUAL GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that the 2014 Annual General Meeting of the members of the Company will be held at Regus Samsung Hub, 3 Church Street, Samsung Hub, Level 8, Changi Room, Singapore 049483 on 28 April 2014 at 2:30 p.m. for the purpose of considering, and if thought fit, passing the following ordinary resolutions:

**AS ORDINARY BUSINESS**

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| 1. To receive and adopt the audited financial statements of the Company and the Reports of the Directors and Auditors for the year ended 31 December 2013.  | Resolution 1 |
| 2. To re-elect Mr Ng Khoon Seng, who is retiring in accordance with Article 115 of the Company's Articles of Association, as Director of the Company.       | Resolution 2 |
| 3. To re-elect Mr Lee Jim Teck, Edward who is retiring in accordance with Article 115 of the Company's Articles of Association, as Director of the Company. | Resolution 3 |

Note: Mr Lee shall, upon re-election as Director of the Company, remain as a member of the Remuneration Committee, the Audit Committee and the Nominating Committee. Mr Lee shall be considered independent for the purpose of Rule 704(8) of the Listing Manual of the Singapore Exchange Securities Trading Limited.

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| 4. To approve the Directors' fees of \$135,000 for the year ended 31 December 2013 (2012: \$180,000).  | Resolution 4 |
| 5. To re-appoint Nexia TS Public Accounting Corporation as the Auditors for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 5 |

**AS SPECIAL BUSINESS**

To consider and, if thought fit, to pass the following Resolutions as Ordinary Resolutions, with or without amendments:

**6. Proposed Share Issue Mandate**

"That pursuant to Section 161 of the Companies Act, Cap. 50, and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited ("SGX-ST"), the Directors of the Company be authorized and empowered to:

- (a) (i) issue shares in 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 of the Company may in their absolute discretion deem fit; and

- (b) (notwithstanding the authority conferred by this Resolution may have ceased to be in force) issue shares in pursuance of any Instrument made or granted by the Directors of the Company while this Resolution was in force,

provided that:

- (1) the aggregate number of shares (including shares to be issued in pursuance of the Instruments, made or granted pursuant to this Resolution) to be issued pursuant to this Resolution shall not exceed fifty per centum (50%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below), of which the aggregate number of shares and Instruments to be issued other than on a pro-rata basis to existing shareholders of the Company shall not exceed twenty per centum (20%) of the total number of issued shares (excluding treasury shares) in the capital of the Company (as calculated in accordance with sub-paragraph (2) below);

- (2) (subject to such calculation as may be prescribed by the SGX-ST) for the purpose of determining the aggregate number of shares that may be issued under sub-paragraph (1) above, the total number of issued shares (excluding treasury shares) shall be based on the total number of issued shares (excluding treasury shares) in the capital of the Company at the time of the passing of this Resolution, after adjusting for:

- (a) new shares arising from the conversion or exercise of any convertible securities; (b) new shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time of the passing of this Resolution; and (c) any subsequent bonus issue, consolidation or subdivision of shares;

- (3) in exercising the authority conferred by this Resolution, the Company shall comply with the provisions of the Listing Manual of the SGX-ST for the time being in force (unless such compliance has been waived by the SGX-ST) and the Articles of Association of the Company; and

- (4) unless revoked or varied by the Company in a general meeting, such authority shall continue in force until the conclusion of the next Annual General Meeting of the Company or the date by the next Annual General Meeting of the Company is required by law to be held whichever is earlier." (See Explanatory Note (i))

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| <b>7. Authority to grant awards and to allot and issue shares pursuant to the SINJIA Land Limited Performance Share Plan</b> | Resolution 7 |
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"That approval be and is hereby given to the Directors of the Company to grant awards in accordance with the provisions of the SINJIA Land Limited Performance Share Plan ("the Plan") and allot and issue from time to time such number of fully paid-up shares in the capital of the Company as may be required to be allotted and issued pursuant to the vesting of awards under the Plan provided that the aggregate number of shares to be allotted and issued pursuant to the Plan shall not exceed 15% of the total number of issued shares in the capital of the Company from time to time." (See Explanatory Note (ii))

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| <b>8. And to transact any other business which may be properly transacted at an Annual General Meeting.</b> |  |
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**Explanatory Notes:**

- (i) The proposed Resolution 6, if passed, will empower the Directors from the date of the above Meeting until the date of the next Annual General Meeting, to allot and issue shares and convertible securities in the Company. The number of shares and convertible securities, which the Directors may allot and issue under this Resolution shall not exceed 50% of the total number of issued shares excluding treasury shares of the Company at the time of passing this Resolution. For allotment and issue of shares and convertible securities other than on a pro-rata basis to all shareholders of the Company, the aggregate number of shares and convertible securities to be allotted and issued shall not exceed 20% of the total number of issued shares excluding treasury shares of the Company. This authority will, unless previously revoked or varied at a general meeting, expire at the next Annual General Meeting.

- (ii) The proposed Resolution 7, if passed, will empower the Directors of the Company to grant awards and to issue and allot shares in the capital of the Company pursuant to the SINJIA Land Limited Performance Share Plan ("the Plan"). The grant of awards under the Plan will be made in accordance with the provisions of the Plan. The aggregate number of shares which may be issued pursuant to the Plan is limited to 15% of the total number of issued shares in the capital of the Company.

By Order of the Board

SEAH KIM SWEE  
Secretary

Date: 11 April 2014

**Notes:**

- A Shareholder of the Company entitled to attend and vote at this meeting may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
- If a proxy is to be appointed, the form must be deposited at the registered office of the Company at 229 Mountbatten Road, #03-31/32 Mountbatten Square, Singapore 398007 not less than 48 hours before the meeting.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.
- In the case of joint shareholders, all holders must sign the form of proxy.

**NOTICE OF EXTRAORDINARY GENERAL MEETING**

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of the Shareholders of Sinjia Land Limited (the "Company") will be held at Regus Samsung Hub, 3 Church Street, Samsung Hub, Level 8, Changi Room, Singapore 049483 on 28 April 2014 at 5:00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2:30 p.m. on the same day and at the same place) for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolutions:

**ORDINARY RESOLUTIONS**

**Resolution 1: Proposed Diversification**

- the diversification of the business scope of the Company to include the business of developing and installing fuel cells and other clean energy systems for the generation and sale of electricity (the "Diversification") be and is hereby approved; and
- any of the Directors of the Company (the "Directors") be and is hereby authorised to complete and to do all acts and things as he may consider necessary or expedient for the purposes of or in connection with the proposed Diversification and to give effect to this resolution (including the execution of any agreements or documents or procurement of third party consents) as he shall think fit and in the interests of the Company.

**Resolution 2: Proposed adoption of the Share Buyback Mandate**

- for the purposes of Sections 76C and 76E of the Companies Act of Singapore, Chapter 50 (the "Companies Act"), the Company by the Directors of all the powers of the Company to purchase or otherwise acquire shares in the Company ("Shares") not exceeding in aggregate the Prescribed Limit (as defined hereinafter), at such price(s) as may be determined by the Directors from time to time up to the Maximum Price (as defined hereinafter), whether by way of:

- on-market purchases ("Market Purchases"), transacted on the Singapore Exchange Securities Trading Limited (the "SGX-ST") through the ready market or, as the case may be, any other stock exchange on which the Shares may for the time being be listed and quoted, through one or more duly licensed stockbrokers appointed by the Company for the purpose; and/or
- off-market purchases ("Off-Market Purchases") (if effected otherwise than on the SGX-ST) in accordance with any equal access scheme as may be determined or formulated by the Directors as they may consider fit, which scheme shall satisfy all the conditions prescribed by the Companies Act (Chapter 50 of Singapore) ("Companies Act") and the Listing Rules of the SGX-ST ("Listing Rules"),

and otherwise in accordance with all other laws and regulations and the Listing Rules as may for the time being be applicable, be and is hereby authorised and approved generally and unconditionally (the "Share Buyback Mandate");

- any Share that is purchased or otherwise acquired by the Company pursuant to the proposed Share Buyback Mandate shall, at the discretion of the Directors, either be cancelled or held in treasury and dealt with in accordance with the Companies Act;
- unless varied or revoked by the Company in general meeting, the authority conferred on the Directors pursuant to the proposed Share Buyback Mandate may be exercised by the Directors at any time and from time to time during the period commencing from the date of the passing of this Resolution and expiring on the earlier of:
  - the date on which the next annual general meeting of the Company is held or required by law to be held;
  - the date on which the share buybacks are carried out to the full extent mandated; and
  - the date on which the authority contained in the Share Buyback Mandate is varied or revoked by the Company in a general meeting; and
- the Directors be and are hereby authorised to complete and do all such acts and things (including executing such documents as may be required) as they may consider expedient or necessary to give effect to the transactions contemplated by this resolution.

In this resolution:

"**Prescribed Limit**" means not more than 10% of the issued ordinary share capital (excluding treasury shares) of the Company as at the date of passing of this resolution (unless the Company has effected a reduction of the share capital of the Company in accordance with the applicable provisions of the Companies Act, at any time during the Relevant Period, in which event the issued ordinary share capital of the Company shall be taken to be the amount of the issued ordinary share capital of the Company as altered (excluding treasury shares that may be held by the Company from time to time));

"**Relevant Period**" means the period commencing from the date on which the last annual general meeting was held and expiring on the date the next annual general meeting is held or is required to be held, whichever is the earlier, after the date of this resolution; and

"**Maximum Price**", in relation to a Share to be purchased or acquired, means the purchase price (excluding brokerage, stamp duties, applicable goods and services tax and other related expenses) which shall not exceed:

- in the case of a Market Purchase, 105% of the Average Closing Price (as defined below) of the Shares; and
- in the case of an Off-Market Purchase pursuant to an equal access scheme, 120% of the Highest Last Dealt Price (as defined below); where

"**Average Closing Price**" means the average of the closing market prices of a Share over the last five (5) market days, on which transactions in the Shares were recorded, immediately preceding the date of the Market Purchase and deemed to be adjusted for any corporate action that occurs after the relevant five-day period;

"**Highest Last Dealt Price**" means the highest price transacted for a Share as recorded on the market day on which there were trades in the Shares immediately preceding the day of the making of the offer pursuant to the Off-Market Purchase; and

"**day of the making of the offer**" means the day on which the Company announces its intention to make an offer for the purchase of Shares from Shareholders, stating the purchase price (which shall not be more than the Maximum Price calculated on the foregoing basis) for each Share and the relevant terms of the equal access scheme for effecting the Off-Market Purchase.

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

Cheong Weixiong  
Group Chief Executive Officer and Executive Director

11 April 2014

**Notes:**

- A Shareholder of the Company entitled to attend and vote at this meeting may appoint not more than two proxies to attend and vote in his stead. A proxy need not be a Shareholder of the Company.
- If a proxy is to be appointed, the proxy form must be duly deposited at the registered office of the Company, at 229 Mountbatten Road, #03-31/32, Singapore 398007 not less than 48 hours before the time appointed for the holding of the Extraordinary General Meeting.
- The instrument appointing a proxy must be signed by the appointor or his attorney duly authorised in writing. Where the instruction appointing a proxy is executed by a corporation, it must be executed either under its seal or under the hand of any officer or attorney duly authorised.