

SINJIA LAND LIMITED
(Incorporated in the Singapore on 26 February 2004)
(Company Registration No. 200402180C)
(the “**Company**”)

SUPPLEMENTAL DEED TO CONVERTIBLE LOAN AGREEMENT DATED 8 JULY 2014

1 Introduction

- 1.1 The Board of Directors (“**Board**”) of Sinjia Land Limited (“**Company**”) refers to its announcements dated 8 July 2014 and 16 July 2014 (“**Previous Announcements**”) in relation to the entry of the Company into a convertible loan agreement on 8 July 2014 (“**Convertible Loan Agreement**”) with Barons Vista LLC (“**Barons Vista**”), Property Barons Pte. Ltd. (“**Property Barons**”) and Lim Beng Siang (“**Danny Lim**”).
- 1.2 Unless otherwise defined herein, all capitalised terms used in this announcement shall bear the same meanings as ascribed to them in the Previous Announcements.
- 1.3 The Company wishes to announce that the Company has on 18 July 2016 entered into a supplemental deed (“**Supplemental Deed**”) to the Convertible Loan Agreement with Barons Vista, Property Barons, Danny Lim, Barons Lodge LLC (“**Barons Lodge**”) and Barons Capital Pte. Ltd. (“**Barons Capital**”) (Barons Vista, Property Barons, Barons Lodge and Barons Capital, collectively, the “**Barons Group**”) to supplement the terms of the Convertible Loan Agreement. Barons Capital is the 100% owner of Barons Lodge, which is in turn the owner of a parcel of land of approximately 1.58 acres located at 637 Bernie St. Killdeer ND 58640, Dunn County, North Dakota, the United States of America (“**Barons Lodge Killdeer Land**”) and the hotel on the Barons Lodge Killdeer Land (“**Barons Lodge Killdeer Hotel**”). Barons Capital is 97.4% owned by Danny Lim.

2 Information on the Convertible Loan Agreement

- 2.1 As stated in the Previous Announcements, pursuant to the Convertible Loan Agreement, the Company subscribed for and Barons Vista issued to the Company the Convertible Loan Note in the aggregate principal amount of S\$2,000,000 on the terms and subject to the conditions of the Convertible Loan Agreement. The Convertible Loan Note is secured by (a) a mortgage over the Land (being a 125-acre site in Dickinson, Stark County, North Dakota, the United States of America) granted by Barons Vista in favour of the Company (“**Existing Mortgage**”); and (b) a guarantee provided by each of Danny Lim and Property Barons.
- 2.2 As Barons Vista has not redeemed the Convertible Loan Note by the Maturity Date in accordance with the Convertible Loan Agreement, interest is accruing on the unpaid amount at the default rate of 38% in accordance with the Convertible Loan Agreement. As at 30 June 2016, the aggregate amount outstanding for redemption of the Convertible Loan Note (“**Outstanding Aggregate Amount**”) is S\$1,353,235.72.

3 Principal Terms of the Supplemental Deed

- 3.1 **Repayment** – Pursuant to the terms of the Supplemental Agreement, Barons Lodge has agreed and undertaken to transfer (a) US\$4,000 to the Company on the first day of each month commencing from April 2016, and (b) the difference between the three-monthly profit

of Barons Lodge and the aggregate amount paid to the Company for such three months (to the extent the three-monthly profit of Barons Lodge is a higher aggregate amount), in repayment of the interest accrued on the unredeemed portion of the Convertible Loan Note.

- 3.2 **Further Mortgage** – In addition to the Existing Mortgage furnished by Barons Vista, under the Supplemental Deed, Barons Lodge has further executed a mortgage deed over the Barons Lodge Killdeer Land and Barons Lodge Killdeer Hotel, both owned by Barons Lodge, in favour of the Company, to secure the due and punctual payment of any and all monies (whether principal, interest, fees or otherwise) which are now or at any time may become payable by Barons Vista under the Convertible Loan Agreement as supplemented by the Supplemental Deed (“**Indebtedness**”).
- 3.3 **Barons Lodge Guarantee** – In addition to the guarantees provided by each of Danny Lim and Property Barons under the Convertible Loan Agreement, Barons Lodge has also provided a guarantee to guarantee the due and punctual payment of the Indebtedness and the performance and observance of all other obligations of Barons Vista under the Convertible Loan Agreement.
- 3.4 **Call Option** – The Company has also been granted a call option by Barons Capital under the Supplemental Deed over the 100% ownership of Barons Lodge in the event that the Outstanding Aggregate Amount accrues to S\$2,000,000.
- 3.5 **Alternative Interest Rate** – The Company and the Barons Group have mutually agreed that on repayment of a material amount of the interest accrued under the unredeemed portion of the Convertible Loan Note (such amount to be determined by the Company in its sole and absolute discretion), the Company and Barons Vista shall negotiate on an alternative interest rate to be mutually agreed, applicable to the unredeemed portion of the Convertible Loan Note.

4 Financial Effects

The entry into the Supplemental Deed is not expected to have any material impact on the net tangible assets per share and earnings per share of the Company for the current financial year ending 31 December 2016.

5 Interests of Directors and Controlling Shareholders

Save for their respective shareholdings in the Company, none of the Directors or the controlling shareholders of the Company has any interest, direct or indirect, in the Supplemental Deed.

6 Documents Available for Inspection

Copies of the Supplemental Deed and the Convertible Loan Agreement will be available for inspection during normal business hours at the Company’s registered office at 16 Kallang Place, #01-16, Singapore 339156 for a period of three (3) months from the date of this announcement.

By Order of the Board
SINJIA LAND LIMITED

Cheong Weixiong
Executive Director and Group Chief Executive Officer
19 July 2016

*This announcement has been prepared by the Company and its contents have been reviewed by Stamford Corporate Services Pte Ltd (the “**Sponsor**”) for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and the SGX-ST 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 announcement.

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