



## SINJIA LAND LIMITED

(Incorporated in Singapore on 26 February 2004)  
(Company Registration Number: 200402180C)

### NOTICE OF EXTRAORDINARY GENERAL MEETING

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Sinjia Land Limited (the "**Company**") will be held at TKP Conference Centre Cecil Street, 137 Cecil Street, Level 3, Osaka 1, Singapore 069537, on 23 September 2016 at 3 p.m. for the purpose of considering and, if thought fit, passing with or without modifications the following resolutions:

#### ORDINARY RESOLUTIONS

##### **RESOLUTION 1: THE PROPOSED DIVERSIFICATION INTO THE PROPOSED PROPERTY BUSINESS**

THAT:

- (a) approval be and is hereby given for the Company to undertake the proposed diversification of the Group's business scope to include property development, property investment and property management, which involves, amongst other things, the development of properties for sale, the holding of property related asset as long term investment and the rental of units of property managed by the Group (the "**Proposed Property Business**");
- (b) the Group 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/interests in any entity that is in the Proposed Property Business 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 and things as they deem desirable, necessary or expedient to give effect to any such investment, purchase, acquisition or disposal; and
- (c) the Directors and any of them be and are hereby authorised to exercise such discretion to do all 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 desirable, necessary, or expedient to give effect to the matters referred to in the above paragraphs of this Resolution 1 as they or he may in their or his absolute discretion deem fit in the interests of the Group.

##### **RESOLUTION 2: THE PROPOSED ACQUISITION AND THE PROPOSED ALLOTMENT AND ISSUANCE OF 1,412,765 CONSIDERATION SHARES**

THAT, contingent upon the passing of Resolution 1 set out herein,

- (a) approval be and is hereby given for the Proposed Acquisition by the Company of 240,000 ordinary shares in G4 Station Pte. Ltd. (the "**Target**"), representing 80% of the issued and paid-up share capital of the Target, for a consideration of \$664,000 to be satisfied in full by such that (i) S\$132,800 shall be satisfied by the allotment and issuance by the Company of 1,412,765 Consideration Shares to the Vendor, at an issue price of S\$0.094 per Consideration Share, upon Completion and (ii) any balance (subject to the Consideration Adjustment (as set out in the Sale and Purchase Agreement)) to be paid by the Company to the Vendor by way of cashier's order or banker's draft, or in such manner as the parties may agree in writing on the Completion Date;
- (b) the Directors be and are hereby authorised to allot and issue 1,412,765 Consideration Shares to the Vendor at an issue price of S\$0.094 per Consideration Share, credited as fully paid, in consideration for the Proposed Acquisition; and
- (c) authority be and is hereby given for the Directors to take such steps, enter into all such transactions, arrangements and agreements and execute, sign, seal and/or deliver all necessary documents as they or each of them may in their or his absolute discretion (as the case may be) deem it necessary, desirable or expedient to give effect to the Proposed Acquisition or to give effect to this Resolution 2 or the transactions contemplated by the Proposed Acquisition

By Order of the Board  
**Sinjia Land Limited**

Cheong Weixiong  
Group Chief Executive Officer and Executive Director  
7 September 2016

#### **NOTES:**

1. Unless defined herein, capitalised terms in the Resolutions set out in this Notice of EGM shall bear the same meanings as in the Circular to Shareholders dated 7 September 2016.
2. A member entitled to attend and vote at the Extraordinary General Meeting is entitled to appoint not more than two (2) proxies to attend and vote on his/her behalf, save that no such limit shall be imposed on the number of proxies appointed by members which are nominee companies. A member of the Company which is a corporation is entitled to appoint its authorised representative or proxy to vote on its behalf. A proxy need not be a member of the Company.
3. The Proxy Form must be deposited at the registered office of the Company at 16 Kallang Place #01-16 Singapore 339156, not less than 48 hours before the time fixed for holding the Extraordinary General Meeting in order to be entitled to attend and to vote at the Extraordinary General Meeting. The sending of a Proxy Form by a member does not preclude him from attending and voting in person if he finds that he is unable to do so. In such event, the relevant Proxy Forms will be deemed to be revoked.
4. A Depositor's name must appear on the Depository Register maintained by CDP as at 48 hours before the time fixed for holding the Extraordinary General Meeting in order to be entitled to attend and vote at the Extraordinary General Meeting.
5. The instrument appointing a proxy or proxies 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.
6. By attending the Extraordinary General Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting and/or any adjournment thereof, a member 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 Extraordinary General Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Extraordinary General Meeting (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 member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents), the member 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 member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.