

CIRCULAR DATED 15 NOVEMBER 2017 (“CIRCULAR”)

THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. PLEASE READ IT CAREFULLY.

This Circular is issued by Sinjia Land Limited (the “Company”). If you are in any doubt about the contents of this Circular or the course of action you should take, you should consult your stockbroker, bank manager, solicitor, accountant or any other professional adviser immediately.

If you have sold or transferred all your ordinary shares in the capital of the Company (the “Shares”) held through The Central Depository (Pte) Limited (“CDP”), you need not forward this Circular with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee as arrangements will be made by CDP for a separate Circular with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to be sent to the purchaser or transferee.

If you have sold or transferred all your Shares represented by physical share certificate(s) which are not deposited with CDP, you should immediately forward this Circular, together with the Notice of Extraordinary General Meeting and the accompanying Proxy Form to the purchaser or transferee, or to the bank, stockbroker or agent through whom the sale or transfer was effected, for onward transmission to the purchaser or transferee.

This Circular has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “Sponsor”), for compliance with the Singapore Exchange Securities Trading Limited (the “SGX-ST”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this Circular.

This Circular has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Circular, including the correctness of any of the statements or opinions made or reports contained in this Circular.

The contact person for the Sponsor is Ms. Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.



SINJIA LAND
limited

SINJIA LAND LIMITED

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

CIRCULAR TO SHAREHOLDERS

in relation to

THE PROPOSED SALE OF SHARES IN HLN RUBBER PRODUCTS PTE. LTD.

IMPORTANT DATES AND TIMES

Last date and time for lodgement of Proxy Form	:	28 November 2017 at 3:00 p.m.
Date and time of Extraordinary General Meeting	:	30 November 2017 at 3:00 p.m.
Place of Extraordinary General Meeting	:	TKP Conference Center (Cecil Street) 137 Cecil Street, Level 4, Shibuya Singapore 069537

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TABLE OF CONTENTS

DEFINITIONS	1
LETTER TO SHAREHOLDERS	5
1. INTRODUCTION	5
2. THE PROPOSED SALE	6
3. RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES IN RELATION TO THE PROPOSED SALE	10
4. RATIONALE FOR THE PROPOSED SALE	11
5. USE OF PROCEEDS FROM THE PROPOSED SALE	11
6. FINANCIAL INFORMATION	11
7. FINANCIAL EFFECTS OF THE PROPOSED SALE	12
8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS	13
9. SERVICE CONTRACTS	14
10. DIRECTORS' RECOMMENDATION	14
11. EXTRAORDINARY GENERAL MEETING	14
12. ACTION TO BE TAKEN BY SHAREHOLDERS	14
13. DIRECTORS' RESPONSIBILITY STATEMENT	14
14. DOCUMENTS AVAILABLE FOR INSPECTION	15
NOTICE OF EXTRAORDINARY GENERAL MEETING	N-1
PROXY FORM	

DEFINITIONS

For the purpose of this Circular, the following definitions apply throughout unless the context otherwise requires or otherwise stated:

Companies, Organisations and Agencies

“CDP”	:	The Central Depository (Pte) Limited
“Company”	:	Sinjia Land Limited
“Group”	:	The Company and its subsidiaries
“HLN Batam”	:	PT HLN Batam
“HLN Group”	:	HLN Rubber and its subsidiaries, namely, HLN Batam, HLN Malaysia and HLN Suzhou, and each a “HLN Group Company”
“HLN Malaysia”	:	HLN Rubber Industries Sdn. Bhd.
“HLN Rubber”	:	HLN Rubber Products Pte. Ltd.
“HLN Suzhou”	:	HLN (Suzhou) Rubber Products Co., Ltd.
“Purchaser”	:	KH Investment Group Limited
“SGX-ST”	:	Singapore Exchange Securities Trading Limited
“Sponsor”	:	ZICO Capital Pte. Ltd.

General

“Back-Stop Date”	:	22 December 2017, or such other date as the Company and the Purchaser may mutually agree in writing
“Board”	:	The board of Directors of the Company as at the date of this Circular
“Business Day”	:	A day (other than a Saturday, Sunday or public holiday in Singapore) on which commercial banks are generally open for business in Singapore
“Catalist”	:	The Catalist board of the SGX-ST
“Catalist Rules”	:	The SGX-ST Listing Manual Section B: Rules of Catalist, as may be amended, modified or supplemented from time to time
“Circular”	:	This circular to Shareholders dated 15 November 2017 in relation to the Proposed Sale

DEFINITIONS

“Companies Act”	:	The Companies Act (Chapter 50) of Singapore, as amended, modified or supplemented from time to time
“Completion”	:	Completion of the Proposed Sale in accordance with the SPA
“Completion Date”	:	Provided the Conditions Precedent have been satisfied or waived in accordance with the SPA, the date falling on the fifth (5 th) Business Day after fulfilment (or waiver) of the Conditions Precedent (or such other date as may be agreed in writing between the Company and the Purchaser)
“Conditions Precedent”	:	Has the meaning ascribed to it in Section 2.4 of this Circular
“Consideration”	:	Has the meaning ascribed to it in Section 2.3 of this Circular
“Controlling Shareholder”	:	A person who: (a) holds directly or indirectly 15% or more of the nominal amount of all voting shares in the Company (unless the SGX-ST determines that such a person is not a controlling shareholder of the Company); or (b) in fact exercises control over the Company
“Deeds of Trust”	:	The deeds of trust entered into between the companies within the HLN Group with the Company in relation to the holding of such Group Fixed Assets that are registered in the respective names of each HLN Group Company as bare trustee on trust for the Company with effect from the Completion Date
“Directors”	:	The directors of the Company as at the date of this Circular
“Disposal”	:	Has the meaning ascribed to it in Section 2.6.1 of this Circular
“EGM”	:	The extraordinary general meeting of the Company to be held on 30 November 2017 at 3:00 p.m., notice of which is set out on pages N-1 to N-2 of this Circular
“FY”	:	Financial year ended, or ending, as the case may be, on 31 December
“Group Fixed Assets”	:	Has the meaning ascribed to it in Section 2.3 of this Circular
“Group Fixed Assets Completion Date”	:	The date of completion of the sale of the Group Fixed Assets by the Company to the Purchaser, being 31 December 2019 or such other date as may be agreed in writing between the Company and the Purchaser

DEFINITIONS

“Group Fixed Assets Consideration”	:	Has the meaning ascribed to it in Section 2.3 of this Circular
“Group Fixed Assets Consideration Determination”	:	Has the meaning ascribed to it in Section 2.3 of this Circular
“HY2017”	:	The six (6)-month financial period ended 30 June 2017
“Latest Practicable Date”	:	8 November 2017, being the latest practicable date prior to the printing of this Circular
“LPS”	:	Loss per Share
“Net Proceeds”	:	Has the meaning ascribed to it in Section 5 of this Circular
“Notice of EGM”	:	The notice of the EGM as set out on pages N-1 to N-2 of this Circular
“NTA”	:	Net tangible assets
“Parties”	:	The parties to the SPA, being the Company, the Purchaser and the companies within the HLN Group, and each a “Party”
“Proposed Sale”	:	The proposed sale of the Sale Shares by the Company to the Purchaser for the Consideration, on the terms and subject to the conditions of the SPA
“Proxy Form”	:	Has the meaning ascribed to it in Section 12 of this Circular
“Sale Shares”	:	4,000,000 ordinary shares in the capital of HLN Rubber, representing its entire issued and paid-up share capital
“Securities Account”	:	A securities account maintained by a Depositor with CDP but not including a securities sub-account maintained with a Depository Agent
“Securities and Futures Act”	:	The Securities and Futures Act (Chapter 289) of Singapore, as amended, modified or supplemented from time to time
“Shareholders”	:	The registered holders of Shares, except that where the registered holder is CDP, the term “Shareholders” shall, in relation to such Shares, mean the persons named as Depositors in the Depository Register maintained by CDP and into whose Securities Accounts those Shares are credited
“Share(s)”	:	Ordinary share(s) in the share capital of the Company

DEFINITIONS

“SPA”	:	The sale and purchase agreement dated 20 October 2017 entered into between the Parties in respect of the Proposed Sale
“Substantial Shareholder”	:	A person who has an interest in not less than five per cent. (5.0%) of the total issued voting Shares
“Trade Debt Repayment”	:	Has the meaning ascribed to it in Section 2.6.2 of this Circular
“Tranches”	:	Has the meaning ascribed to it in Section 2.3 of this Circular
“Valuer Appointment”	:	Has the meaning ascribed to it in Section 2.3 of this Circular
“%” or “per cent.”	:	Per centum or percentage
“S\$” and “cents”	:	Singapore dollars and cents, respectively, being the lawful currency of Singapore

The terms **“Depositor”**, **“Depository Agent”** and **“Depository Register”** shall have the same meanings ascribed to them respectively in Section 81SF of the Securities and Futures Act.

The term **“subsidiaries”** shall have the meaning ascribed to it in Section 5 of the Companies Act.

The headings in this Circular are inserted for convenience only and shall be ignored in construing this Circular.

Words importing the singular shall, where applicable, include the plural and *vice versa* and words importing the masculine gender shall, where applicable, include the feminine and neuter genders and *vice versa*. References to persons shall, where applicable, include corporations.

The words **“written”** and **“in writing”** include any means of visible reproduction.

Any reference in this Circular to any enactment is a reference to that statute or enactment for the time being amended or re-enacted. Any term defined under the Companies Act, the Securities and Futures Act or the Catalist Rules or any statutory modification thereof and used in this Circular shall, where applicable, have the meaning assigned to it under the Companies Act, the Securities and Futures Act or the Catalist Rules or any statutory modification thereof, as the case may be, unless otherwise stated.

Any discrepancies in tables included herein between the amounts in the columns of the tables and the totals thereof are due to rounding. Accordingly, figures shown as totals in certain tables may not be an arithmetic aggregation of the figures that precede them.

Any reference to a time of day and date in this Circular shall be a reference to Singapore time and date unless otherwise stated.

LETTER TO SHAREHOLDERS

SINJIA LAND LIMITED

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

Board of Directors:

Mr. Li Anhua (Non-Executive Chairman and Independent Director)
Mr. Cheong Weixiong (Group Chief Executive Officer and Executive Director)
Mr. Cheung Chi Kin, Ken (Non-Executive Director)
Mr. Lee Jim Teck, Edward (Independent and Non-Executive Director)

Registered Office:

16 Kallang Place
#01-16
Singapore 339156

15 November 2017

To: The Shareholders of Sinjia Land Limited

Dear Sir/Madam

THE PROPOSED SALE OF SHARES IN HLN RUBBER PRODUCTS PTE. LTD.**1. INTRODUCTION**

- 1.1 On 22 October 2017, the Company announced that it had, on 20 October 2017, entered into the SPA with the Purchaser and the Company's subsidiaries, namely, HLN Rubber, HLN Malaysia, HLN Batam and HLN Suzhou, in respect of the Proposed Sale of the Sale Shares to the Purchaser.
- 1.2 The Proposed Sale constitutes a "major transaction" under Chapter 10 of the Catalist Rules (as explained in Section 3.2 of this Circular) and is accordingly subject to the approval of the Shareholders being obtained at the EGM.
- 1.3 The Board is proposing to convene an EGM to be held on 30 November 2017 at 3:00 p.m. to seek the approval of the Shareholders for the Proposed Sale.
- 1.4 The purpose of this Circular is to provide Shareholders with information relating to the Proposed Sale, including the rationale for the Proposed Sale, benefits to and the financial effects thereof on the Group arising from the Proposed Sale, and to seek Shareholders' approval for the resolution to be proposed at the forthcoming EGM. The Notice of EGM is set out on pages N-1 to N-2 of this Circular.

The SGX-ST assumes no responsibility for the contents of this Circular including the correctness of any of the statements made, reports contained or opinions expressed in this Circular.

LETTER TO SHAREHOLDERS

2. THE PROPOSED SALE

2.1 Information on the HLN Group

HLN Rubber is a private company limited by shares incorporated in Singapore. The HLN Group, a solutions provider for integrated mechanical components, undertakes manufacturing and supplies a wide range of customised elastomeric and polymeric components to a variety of industries in Asia.

Upon Completion, the companies within the HLN Group will cease to be subsidiaries of the Company. Following the Proposed Sale, the Group will continue to engage in its other businesses, namely (i) hostel management by managing and operating lodging and boarding houses; and (ii) investment in fund management businesses. The Group will also continue to explore new business opportunities to increase the profitability of the Group.

2.2 Information on the Purchaser

The Purchaser, a company incorporated in the British Virgin Islands, is a special purpose vehicle wholly-owned by Mr. Tay Kwong Hua (“**Mr. Tay**”). Mr. Tay is also the sole director of the Purchaser and is unrelated to any of the Directors or Substantial Shareholders of the Company and their respective associates. As at the Latest Practicable Date, Mr. Tay does not have any interest, direct or indirect, in the Company.

Information in Section 2.2 is based solely on information and representations provided by Mr. Tay.

2.3 Consideration

The consideration for the Proposed Sale (“**Consideration**”) under the SPA is the aggregate of:

- (a) S\$2,380,000; and
- (b) the aggregate market value (“**Group Fixed Assets Consideration**”) of certain assets owned by the HLN Group, which includes key machinery and equipment used by the HLN Group in its operations (“**Group Fixed Assets**”). The Group Fixed Assets Consideration shall be mutually agreed between the Company and the Purchaser (“**Group Fixed Assets Consideration Determination**”) having regard to a valuation to be undertaken by a valuer jointly appointed by the Company and the Purchaser (“**Valuer Appointment**”). The Valuer Appointment shall take place no later than three (3) calendar months prior to the Group Fixed Assets Completion Date, and the Group Fixed Assets Consideration Determination shall be finalised no later than 10 Business Days prior to the Group Fixed Assets Completion Date.

Based on the unaudited consolidated financial statements of the Group as at 30 June 2017, the unaudited net book value of the Group Fixed Assets was approximately S\$1.93 million. Shareholders should note that the value of the Group Fixed Assets is to be determined pursuant to a valuation as discussed above. There is no assurance that the Group Fixed Assets Consideration would not be materially different from the unaudited net book value of the Group Fixed Assets as at 30 June 2017.

LETTER TO SHAREHOLDERS

The Consideration shall be paid by the Purchaser to the Company in cash. The Consideration was arrived at pursuant to arm's length negotiations, on a willing-buyer, willing-seller basis, taking into account a number of factors including, *inter alia*, the historical performance and business prospects of the HLN Group, and the aggregate market value of the Group Fixed Assets.

The Consideration shall be satisfied by the Purchaser in the following tranches ("**Tranches**"):

- (a) S\$476,000 on the signing of the SPA;
- (b) S\$476,000 on 31 December 2018; and
- (c) the aggregate of S\$1,428,000 and the Group Fixed Assets Consideration, on 31 December 2019.

Pursuant to the SPA, each Tranche of the Consideration which has been paid by the Purchaser to the Company shall be non-refundable. In the event that any part of the Consideration is not paid by the Purchaser to the Company in accordance with the terms of the SPA, the Purchaser shall transfer, or cause the reversion of title in, all of the Sale Shares back to the Company.

2.4 Conditions Precedent

Completion of the Proposed Sale is conditional upon the fulfilment or waiver of the conditions precedent set out below ("**Conditions Precedent**") on or before the Back-Stop Date:

- (a) all approvals, consents, statement of no objection, waivers, licences, authorisations, orders, grants, confirmations, permissions and/or registrations as required for or in relation to the Proposed Sale:
 - (i) under all applicable laws and regulations to which the Company is subject; and/or
 - (ii) of any government and/or regulatory bodies or competent authorities having jurisdiction over the Company,being granted, and being in full force and effect up to and including Completion, and where such grant be subject to terms and/or conditions, such terms and/or conditions being acceptable to the Parties, and being capable of being complied with by each Party to the extent that such terms and/or conditions apply to such Party;
- (b) approval by the Shareholders, to the extent required under Catalist Rules, being obtained;
- (c) all approvals, consents, statement of no objection, waivers, licences, authorisations, orders, grants, confirmations, permissions and/or registrations as required for or in relation to the Proposed Sale:
 - (i) under all applicable laws and regulations to which the Purchaser is subject; and/or

LETTER TO SHAREHOLDERS

- (ii) of any government and/or regulatory bodies or competent authorities having jurisdiction over the Purchaser,

being granted, and being in full force and effect up to and including Completion, and where such grant be subject to terms and/or conditions, such terms and/or conditions being acceptable to the Parties, and being capable of being complied with by each Party to the extent that such terms and/or conditions apply to such Party;

- (d) all approvals, consents, statement of no objection, waivers, licences, authorisations, orders, grants, confirmations, permissions and/or registrations as required for or in relation to the Proposed Sale:

- (i) under all applicable laws and regulations to which the HLN Group is subject; and/or

- (ii) of any government and/or regulatory bodies or competent authorities having jurisdiction over the HLN Group,

being granted, and being in full force and effect up to and including Completion, and where such grant be subject to terms and/or conditions, such terms and/or conditions being acceptable to the Parties, and being capable of being complied with by each Party to the extent that such terms and/or conditions apply to such Party;

- (e) where the terms of any contracts entered into by or in relation to any HLN Group Company contain any restrictions or prohibition on the change in control of the shareholdings, management or ownership of HLN Rubber or include any right to terminate exercisable prior to or as a result of the Proposed Sale or any other transaction contemplated under the SPA, delivery by the Company to the Purchaser of a written confirmation, in a form and on terms satisfactory to the Purchaser, of the waiver of such restriction or prohibition in relation to any such change arising from the Proposed Sale or any other transaction contemplated under the SPA or any such right to terminate;
- (f) the completion of the Trade Debt Repayment;
- (g) the execution of the Deeds of Trust by the parties thereto in the agreed form set out in the SPA or in a form satisfactory to the Company in the Company's sole discretion;
- (h) all the Purchaser's warranties being complied with and being true, accurate and not misleading in all material aspects as at the Completion Date; and
- (i) there having been no restriction, prohibition, injunction, invalidation or others which prevent (or seek to prevent) the Proposed Sale or other transactions contemplated under the SPA by any government authorities.

2.5 Completion

Subject to the satisfaction or waiver (as the case may be) of the Conditions Precedent, Completion shall take place on the Completion Date, being the date falling on the fifth (5th) Business Day after fulfilment (or waiver) of the Conditions Precedent or such other date as may be agreed in writing between the Company and the Purchaser.

LETTER TO SHAREHOLDERS

2.6 Other salient terms of the SPA

2.6.1 Group Fixed Assets

The Parties have agreed that subject to Completion and from the Completion Date and up to the Group Fixed Assets Completion Date, each HLN Group Company shall, by way of the Deeds of Trust, hold such Group Fixed Assets that are registered in their respective names as bare trustee on trust for the Company with effect from the Completion Date, and such HLN Group Company shall have no beneficial right, title or interest whatsoever in respect of such Group Fixed Assets. For the avoidance of doubt, legal title in the Group Fixed Assets shall continue to be held by the relevant HLN Group Company after Completion.

The Purchaser has also undertaken not to, directly or indirectly, sell, contract to sell, offer, realise, transfer, assign, pledge, grant any option or right to purchase, grant any security over, encumber or otherwise dispose of ("**Disposal**"), or enter into any agreement or arrangement that will directly or indirectly constitute or will be deemed as a Disposal of:

- (a) any part of the Purchaser's shareholdings in HLN Rubber or any part of the shareholdings of HLN Rubber in any HLN Group Company; or
- (b) the Group Fixed Assets,

for the period commencing on and from the Completion Date to the later of (i) 31 December 2019; and (ii) the Group Fixed Assets Completion Date.

Subject to the payment in full of all Tranches of the Consideration by the Purchaser to the Company, on the Group Fixed Assets Completion Date, the Company shall execute and deliver to the relevant HLN Group Company such documents and take such further actions, as may be necessary, to terminate the Deeds of Trust entered into between the relevant HLN Group Company and the Company, and procure the transfer of the beneficial interest of the Company in the relevant Group Fixed Assets to the relevant HLN Group Company.

2.6.2 Trade Debt Repayment

Pursuant to the SPA, the Purchaser has acknowledged, agreed and confirmed that the Proposed Sale, and in particular the determination of the Consideration, has been entered into on the basis that HLN Rubber shall, prior to Completion, repay to the Company trade debts in the aggregate amount of S\$4,680,000 ("**Trade Debt Repayment**").

LETTER TO SHAREHOLDERS

3. RELATIVE FIGURES UNDER RULE 1006 OF THE CATALIST RULES IN RELATION TO THE PROPOSED SALE

3.1 The relative figures for the Proposed Sale as computed on the bases set out in Rule 1006 of the Catalist Rules and the unaudited consolidated financial statements of the Group for HY2017 are as follows:

Rule 1006	Bases	Relative Figures (%)
(a)	The net asset value of the Sale Shares, as compared with the Group's net asset value	25.9 ⁽¹⁾
(b)	Net profits attributable to the Sale Shares, as compared with the Group's net profits	991.7 ⁽²⁾
(c)	The aggregate value of the consideration received, as compared with the Company's market capitalisation	50.7 ⁽³⁾
(d)	The number of equity securities to be issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue	Not applicable ⁽⁴⁾
(e)	The aggregate volume or amount of proven and probable reserves to be disposed of, compared with the aggregate of the Group's proven and probable reserves	Not applicable ⁽⁵⁾

Notes:

- (1) Based on the unaudited net asset value of the HLN Group as at 30 June 2017 of approximately S\$5.74 million, and the unaudited net asset value of the Group as at 30 June 2017 of approximately S\$22.16 million.
- (2) "Net profits" is defined to be profit or loss before income tax, non-controlling interests and extraordinary items. Based on the HLN Group's unaudited consolidated net profit of approximately S\$1.19 million in HY2017, and the Group's unaudited consolidated net profit of approximately S\$0.12 million in HY2017.
- (3) Based on the Consideration of S\$2,380,000 and assuming the Group Fixed Assets Consideration to be the unaudited net book value of the Group Fixed Assets as at 30 June 2017 of approximately S\$1.93 million, and the Company's market capitalisation of approximately S\$8.50 million. The market capitalisation of the Company was computed based on 177,072,685 issued Shares and the volume weighted average price of S\$0.048 per Share on 20 October 2017 (being the last market day on which the Shares were traded prior to the date of the SPA).
- (4) Rule 1006(d) of the Catalist Rules is not applicable to a disposal of assets.
- (5) Rule 1006(e) of the Catalist Rules is not applicable as the Company is not a mineral, oil and gas company.

3.2 Since the relative figures calculated on the basis pursuant to Rule 1006(b) and Rule 1006(c) exceeded 50%, the Proposed Sale constitutes a major transaction under Chapter 10 of the Catalist Rules. Furthermore, pursuant to Practice Note 10(A) paragraph 8(a) of the Catalist Rules, the disposal of an issuer's core business (or a substantial part of its core business) will usually result in a material change to the nature of the issuer's business, and its shareholders should have an opportunity to consider the future direction of the issuer and Rule 1014 of the Catalist Rules will be applied. As the relative figures pursuant to Rule 1006(b) and Rule 1006(c) of the Catalist Rules have exceeded 50% and the HLN Group is a part of the Company's core businesses, the Company will be seeking its Shareholders' approval for the Proposed Sale as a major transaction under Chapter 10 of the Catalist Rules at the EGM to be convened.

LETTER TO SHAREHOLDERS

4. RATIONALE FOR THE PROPOSED SALE

The Board considers that the Proposed Sale is in the interest of the Company and its Shareholders, taking into consideration the following factors:

- (a) save for HY2017, the HLN Group's business has been loss-making in recent years and continues to operate in a challenging environment with rising costs and sluggish demand due to increased competition in the industry in the region; and
- (b) the Proposed Sale will enable the Company to reduce its liabilities, improve its gearing and recover funds through the Trade Debt Repayment and the Consideration, which can be deployed for expansion into other businesses and undertake new investment opportunities that may arise in the future, which may result in higher value to the Shareholders.

5. USE OF PROCEEDS FROM THE PROPOSED SALE

The estimated net proceeds from the Proposed Sale, after deducting estimated expenses of approximately S\$0.06 million, is approximately S\$2.32 million plus the Group Fixed Assets Consideration ("**Net Proceeds**"). The Net Proceeds are intended to be used for the reinvestment into new businesses of the Group when suitable opportunities arise in order to enhance Shareholders' value, and for the Group's general working capital as the Directors may deem fit in their absolute discretion.

Pending the deployment of the Net Proceeds, such proceeds may be placed as short term deposits with financial institutions and/or invested in short term money markets or debt instruments or for any other purposes on a short term basis as the Directors may in their absolute discretion deem fit, from time to time.

6. FINANCIAL INFORMATION

6.1 Value attributable to the Sale Shares

- (a) Net asset value and NTA

Based on the unaudited consolidated financial statements of the Group for HY2017, (i) each of the net asset value and NTA attributable to the Sale Shares as at 30 June 2017 amounted to approximately S\$5.74 million; and (ii) the net book value of the Group Fixed Assets amounted to approximately S\$1.93 million. Based on the audited consolidated financial statements of the Group for FY2016, each of the net asset value and NTA attributable to the Sale Shares as at 31 December 2016 amounted to approximately S\$5.26 million.

- (b) Latest available open market value

The open market value of the Sale Shares is not available as the shares of HLN Rubber are not publicly traded. No valuation of the Sale Shares was commissioned.

LETTER TO SHAREHOLDERS

6.2 Deficit of proceeds over book value and loss on disposal

Based on the unaudited consolidated financial statements of the Group for HY2017 where net book value of the Sale Shares amounted to approximately S\$5.74 million, and assuming that the Consideration amounted to approximately S\$4.31 million (being the aggregate of S\$2.38 million and S\$1.93 million, which represents the unaudited net book value of the Group Fixed Assets as at 30 June 2017) and estimated expenses of the Proposed Sale of approximately S\$0.06 million, the net proceeds from the Proposed Sale will represent a deficit of S\$1.49 million over the net book value of the Sale Shares. Accordingly, the Proposed Sale will result in a loss on disposal of approximately \$1.49 million.

6.3 Net profit/(loss) attributable to the Sale Shares

Based on the unaudited consolidated financial statements of the Group for HY2017, the net profit attributable to the Sale Shares amounted to approximately S\$1.19 million. Based on the audited consolidated financial statements of the Group for FY2016, the net loss attributable to the Sale Shares amounted to approximately S\$0.18 million.

7. FINANCIAL EFFECTS OF THE PROPOSED SALE

The *pro forma* financial effects of the Proposed Sale on the Group set out below are purely for illustrative purposes only and are therefore not indicative of the actual future financial position of the Company or the Group after Completion.

The *pro forma* financial effects of the Proposed Sale have been prepared based on the audited consolidated financial statements of the Group for FY2016, and on the following bases and assumptions:

- (a) the expenses to be incurred in connection with the Proposed Sale is approximately S\$0.06 million; and
- (b) the Group Fixed Assets Consideration is approximately S\$1.93 million, and accordingly, the total Consideration amounts to approximately S\$4.31 million.

Share capital

As the Proposed Sale does not involve the allotment and issue of any new Shares in the Company, the Proposed Sale will not have any impact on the share capital of the Company.

NTA

Assuming that the Proposed Sale had been completed on 31 December 2016, being the end of the most recently completed financial year of the Company, the effect of the Proposed Sale on the NTA per share of the Company is as follows:

	Before the Proposed Sale	After the Proposed Sale
NTA (S\$)	21,530,506	20,043,319
Number of Shares	142,072,685	142,072,685
NTA per Share (cents)	15.15	14.11

LETTER TO SHAREHOLDERS

LPS

Assuming that the Proposed Sale had been completed on 1 January 2016, being the beginning of the most recently completed financial year of the Company, the effect of the Proposed Sale on the LPS of the Company is as follows:

	Before the Proposed Sale	After the Proposed Sale
Net loss attributable to equity holders of the Company (S\$)	(600,510)	(1,908,117)
Weighted average number of Shares	141,008,273	141,008,273
LPS (cents)	(0.43)	(1.35)

8. INTERESTS OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

The interests of the Directors and the Substantial Shareholders in the Shares, as at the Latest Practicable Date, as recorded in the Register of Directors' Shareholdings and the Register of Substantial Shareholders, are as follows:

	Direct Interest		Deemed Interest		Total Interest	
	Number of Shares	%⁽¹⁾	Number of Shares	%⁽¹⁾	Number of Shares	%⁽¹⁾
Directors						
Li Anhua	–	–	–	–	–	–
Cheong Weixiong	2,599,700	1.47	–	–	2,599,700	1.47
Cheung Chi Kin, Ken	–	–	–	–	–	–
Lee Jim Teck, Edward	–	–	–	–	–	–
Substantial Shareholders						
Co-Prosperty Investment (International) Limited	21,000,000	11.86	–	–	21,000,000	11.86
Widerlink Group Limited	–	–	21,000,000 ⁽²⁾	11.86	21,000,000	11.86
China Infrastructures Global Investment Capital Limited	–	–	36,000,000 ⁽³⁾	20.33	36,000,000	20.33

Notes:

- (1) Based on the issued and paid-up share capital of the Company of 177,072,685 Shares as at the Latest Practicable Date.
- (2) Co-Prosperty Investment (International) Limited is a wholly-owned subsidiary of Widerlink Group Limited. Accordingly, Widerlink Group Limited is deemed to be interested in the 21,000,000 Shares held by Co-Prosperty Investment (International) Limited by virtue of Section 4 of the Securities and Futures Act.
- (3) China Infrastructures Global Investment Capital Limited is deemed to be interested in the 36,000,000 Shares held under the name of its nominee, Philip Securities Pte. Ltd..

None of the Directors and their respective associates, and to the best of the Directors' knowledge, none of the Controlling Shareholders, as well as their respective associates, has any interest, whether direct or indirect, in the Proposed Sale (other than arising from their shareholdings in the Company, if any).

LETTER TO SHAREHOLDERS

9. SERVICE CONTRACTS

No person is proposed to be appointed as a director of the Company in connection with the Proposed Sale. Accordingly, no service contract is proposed to be entered into between the Company and any such person.

10. DIRECTORS' RECOMMENDATION

The Directors, having considered the terms of and rationale for the Proposed Sale, benefits to and the financial effects thereof on the Group arising from the Proposed Sale, are of the view that the Proposed Sale is in the best interests of the Company and the Shareholders. Accordingly, the Directors recommend that the Shareholders vote in favour of the ordinary resolution in relation to the Proposed Sale to be proposed at the EGM.

11. EXTRAORDINARY GENERAL MEETING

The EGM, notice of which is set out on pages N-1 to N-2 of this Circular, will be held at TKP Conference Center (Cecil Street), 137 Cecil Street Level 4, Shibuya, Singapore 069537 on 30 November 2017 at 3:00 p.m., for the purposes of considering and, if thought fit, passing with or without any modifications, the ordinary resolution as set out in the Notice of EGM.

12. ACTION TO BE TAKEN BY SHAREHOLDERS

Shareholders who are unable to attend the EGM and wish to appoint a proxy or proxies to attend and vote on their behalf should complete, sign and return the proxy form attached to the Notice of EGM (the "**Proxy Form**"), in accordance with the instructions printed thereon, as soon as possible and, in any event, so as to arrive at the registered office of the Company at 16 Kallang Place, #01-16, Singapore 339156, not less than 48 hours before the time appointed for the holding of the EGM. The appointment of a proxy or proxies by a Shareholder does not preclude him from attending and voting in person at the EGM if he so wishes in place of the proxy or proxies. In such event, the relevant Proxy Form will be deemed to be revoked.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register maintained by CDP at least 72 hours before the time appointed for the holding of the EGM.

13. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Circular and confirm after making all reasonable enquiries, that to the best of their knowledge and belief, this Circular constitutes full and true disclosure of all material facts about the Proposed Sale, the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this Circular misleading. Where information in this Circular has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in the Circular in its proper form and context.

LETTER TO SHAREHOLDERS

14. DOCUMENTS AVAILABLE FOR INSPECTION

Copies of the following documents are available for inspection at the registered office of the Company at 16 Kallang Place, #01-16, Singapore 339156 during normal business hours from 9:00 a.m. to 5:00 p.m. from the date hereof up to and including the date of the EGM:

- (a) the SPA;
- (b) the annual report of the Company for FY2016; and
- (c) the Constitution of the Company.

Yours faithfully
For and behalf of the Board of Directors of
Sinjia Land Limited

Cheong Weixiong
Group Chief Executive Officer and Executive Director

NOTICE OF EXTRAORDINARY GENERAL MEETING

SINJIA LAND LIMITED

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

NOTICE IS HEREBY GIVEN that the Extraordinary General Meeting (“**EGM**”) of **SINJIA LAND LIMITED** (the “**Company**”) will be held at TKP Conference Center (Cecil Street), 137 Cecil Street Level 4, Shibuya, Singapore 069537 on 30 November 2017 at 3:00 p.m. for the purpose of considering, and, if thought fit, passing with or without modifications, the following ordinary resolution:

All capitalised terms used in this Notice of EGM which are not defined herein shall bear the same meaning ascribed to them in the circular to shareholders of the Company dated 15 November 2017 (the “**Circular**”).

ORDINARY RESOLUTION – THE PROPOSED SALE OF SHARES IN HLN RUBBER PRODUCTS PTE. LTD.

THAT:

- (a) approval be and is hereby given for the proposed sale of the entire issued and paid-up share capital of HLN Rubber Products Pte. Ltd. held by the Company to KH Investment Group Limited for the Consideration, on the terms and subject to the conditions of the SPA entered into between the Company, the Purchaser and the HLN Group, such sale being a major transaction for the purposes of Chapter 10 of the Catalist Rules of the SGX-ST; and
- (b) all Directors of the Company and each of them be and are hereby authorised to do any and all such acts and things (including, but not limited to, executing all such documents as may be required) as such Director may, in their absolute discretion deem fit, advisable, necessary or expedient to give effect to the matters referred to in paragraph (a) of this resolution and to give effect to this resolution (including any amendments to and execution of any agreements or documents, such as the SPA) as he shall think fit and in the interests of the Company, and the taking of any and all actions whatsoever, by any Director on behalf of the Company in connection with the Proposed Sale prior to the date of the EGM be and are hereby approved, ratified and confirmed.

By Order of the Board

Cheong Weixiong
Group Chief Executive Officer and Executive Director
15 November 2017

NOTICE OF EXTRAORDINARY GENERAL MEETING

Notes:

- (a) A member of the Company (other than a Relevant Intermediary*) entitled to attend and vote at a general meeting is entitled to appoint not more than two (2) proxies to attend and vote on his behalf. Where a member of the Company (other than a Relevant Intermediary*) appoints more than one (1) proxy, he/she shall specify the proportion of his/her Shares to be represented by each proxy, failing which, the nomination shall be deemed to be alternative.
- (b) Pursuant to Section 181 of the Companies Act (Cap. 50), any member who is a Relevant Intermediary is entitled to appoint one (1) or more proxies to attend, speak and vote at a general meeting (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)).
- (c) If a proxy is to be appointed, the 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 meeting.
- (d) A proxy need not be a member of the Company. The instrument appointing a proxy or proxies must be under the hand of the appointor or on his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its seal or under the hand of an officer or attorney duly authorised.

* A Relevant Intermediary is either:

- (i) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary corporation which provides nominee services and holds shares in that capacity;
- (ii) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds shares in that capacity; or
- (iii) the Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act (Cap. 36) (“CPF Act”), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board of Directors holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

Personal Data Privacy:

Where a member of the Company submits an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Extraordinary General Meeting of the Company 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 of the Company (including any adjournment thereof) and the preparation and compilation of the attendance lists, proxy lists, minutes and other documents relating to the Extraordinary General Meeting of the Company (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.

This notice has been prepared by the Company and its contents have been reviewed by the Company’s sponsor, ZICO Capital Pte. Ltd. (the “Sponsor”), for compliance with the Singapore Exchange Securities Trading Limited (“SGX-ST”) Listing Manual Section B: Rules of Catalyst. The Sponsor has not independently verified the contents of this notice.

This notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice, including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Ms Alice Ng, Director of Continuing Sponsorship, ZICO Capital Pte. Ltd. at 8 Robinson Road, #09-00 ASO Building, Singapore 048544, telephone (65) 6636 4201.

PROXY FORM

SINJIA LAND LIMITED

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

PROXY FORM Extraordinary General Meeting

I/We* _____ (Name)

of _____ (Address)

being a member/members* of Sinjia Land Limited (the "Company") appoint

Name	Address	NRIC/Passport Number	Proportion of Shareholdings to be represented by proxy

and/or* failing him/her*

Name	Address	NRIC/Passport Number	Proportion of Shareholdings to be represented by proxy

or, failing him/her/them*, the Chairman of the Extraordinary General Meeting of the Company ("EGM") as my/our* proxy/proxies* to attend and to vote for me/us* on my/our* behalf and, if necessary, to demand a poll, at the EGM of the Company to be held on 30 November 2017 at 3:00 p.m. at TKP Conference Center (Cecil Street), 137 Cecil Street Level 4, Shibuya, Singapore 069537 and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for/against the Ordinary Resolution to be passed at the EGM as indicated below by way of a poll. If no specific direction as to voting is given, my/our* proxy/proxies* will vote or abstain from voting at his/her/their* discretion, as he/she/they* will on any other matter arising at the EGM. If no person is named in the above boxes, the Chairman of the EGM shall be my/our* proxy/proxies* to vote, for or against the Ordinary Resolution to be passed at the EGM as indicated below, for me/us* and on my/our* behalf at the EGM and at any adjournment of the EGM.

Ordinary Resolution	No. of votes for**	No. of votes against**
1. The Proposed Sale of Shares in HLN Rubber Products Pte. Ltd.		

* Delete where applicable

** If you wish to exercise all your votes "For" or "Against", please tick within the box provided. Alternatively, please indicate the number of votes as appropriate.

Dated this _____ day of _____ 2017

Total number of Shares held in:	No. of Shares
CDP Register	
Register of Members	

Signature(s) of Member(s) or Common Seal

* Delete accordingly

IMPORTANT: PLEASE READ NOTES OVERLEAF

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act (Cap. 289), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. A member of the Company (other than a Relevant Intermediary) is entitled to appoint not more than two (2) proxies to attend, speak and vote on his behalf at the general meeting. Where a member of the Company (other than a Relevant Intermediary) appoints more than one (1) proxy, he/she shall specify the proportion of his/her Shares to be represented by each such proxy, failing which, the nomination shall be deemed to be alternative.
3. Pursuant to Section 181 of the Companies Act (Cap. 50), any member who is a Relevant Intermediary is entitled to appoint one or more proxies to attend, speak and vote at a general meeting (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)). A Relevant Intermediary is either:
 - (a) a banking corporation licensed under the Banking Act (Cap. 19) or its wholly-owned subsidiary corporation which provides nominee services and holds shares in that capacity;
 - (b) a capital market services license holder which provides custodial services for securities under the Securities and Futures Act (Cap. 289) and holds in that capacity; or
 - (c) the Central Provident Fund (“CPF”) Board established by the Central Provident Fund Act (Cap. 36) (“**CPF Act**”), in respect of shares purchased under the subsidiary legislation made under the CPF Act providing for the making of investments from the contributions and interest standing to the credit of members of the CPF, if the Board of Directors holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.
4. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 16 Kallang Place, #01-16, Singapore 339156 not later than 48 hours before the time set for the EGM.
5. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed under its common seal or signed on its behalf by an attorney duly authorized in writing or by an authorised officer of the corporation.
6. Where an instrument appointing a proxy or proxies is signed on behalf of the appointor by an attorney, the letter or power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.
7. A corporation which is a member may by resolution of its directors or other governing body authorise such person as it thinks fit to act as its representative at the EGM.

General:

The Company shall be entitled to reject the instrument appointing a proxy or proxies if it is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing a proxy or proxies. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing a proxy or proxies lodged if the member, being the appointor, is not shown to have shares entered against his/her name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

Personal Data Privacy:

By submitting an instrument appointing a proxy(ies) and/or representative(s), the member accepts and agrees to the personal data privacy terms set out in the Notice of Extraordinary General Meeting dated 15 November 2017.

