

SINJIA LAND LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 200402180C)

**ENTRY INTO SALE AND PURCHASE AGREEMENT IN RELATION TO THE PROPOSED
ACQUISITION OF THE ENTIRE ISSUED AND PAID-UP SHARE CAPITAL OF BINEX SINGAPORE
(PTE. LTD.)**

Unless otherwise defined, all capitalised terms used herein shall bear the same meanings ascribed to them in the Company's announcement dated 19 November 2021.

1. INTRODUCTION

The Board of Directors (the "**Board**" or the "**Directors**") of Sinjia Land Limited (the "**Company**", and together with its subsidiaries, the "**Group**") wishes to announce (this "**Announcement**") that the Company has on 31 January 2022 entered into a Sale and Purchase Agreement (the "**SPA**") with BINEX Inc., 3DOM Inc., Biomass Energy Corporation, Mebius Inc. and Future Science Research Inc. (collectively, the "**Vendors**"), in relation to the proposed acquisition of the entire issued and paid-up share capital of BINEX Singapore (Pte. Ltd.) (the "**Target**"), a company incorporated in the Republic of Singapore, by the Company (the "**Proposed Acquisition**").

Under the SPA, the Company shall acquire the entire issued and paid-up share capital of the Target (the "**Sale Shares**") from the Vendors, for a consideration equivalent to eighty per cent. (80%) of the valuation of the Target (the "**Actual Valuation**") conducted by an independent qualified valuer (the "**Consideration**"). In consideration for the Sale Shares, the Company shall allot and issue such number of new fully paid-up ordinary shares (the "**Shares**") in its capital (the "**Consideration Shares**") at an issue price of S\$0.35 each (the "**Issue Price**") to the Vendors, in the proportions or manner set out in the SPA.

The Proposed Acquisition, if undertaken and completed, is expected to result in a reverse takeover (the "**RTO**") of the Company as defined under Chapter 10 of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") (the "**Catalist Rules**") and is subject to, *inter alia*, the approval of shareholders of the Company (the "**Shareholders**") at an extraordinary general meeting (the "**EGM**") to be convened and the approval of the SGX-ST.

2. INFORMATION ON THE TARGET AND THE VENDORS

The information in this section relating to the Target and the Vendors is based on information provided by and/or representations made by the Vendors. The Directors have not conducted an independent review or verification of the accuracy of the statements and information below. The sole responsibility of the Company and the Directors in this regard has been limited to ensuring that such information has been properly extracted and reproduced in the context that the information has been disclosed in this Announcement.

The Target was incorporated on 9 September 2021 and has since commenced operations. It is in the business of the following: (i) cultivation, harvesting and selling of sorghum; (ii) production, sales and licensing of biomethanol from sorghum; (iii) production, sales and licensing of bio-pellets from sorghum; (iv) acquisition, purchase and sale of carbon credits

derived from the absorption of carbon dioxide by sorghum; and (v) other ancillary businesses related to the aforementioned. As at the date of this Announcement, the Target has an issued and paid-up capital of S\$1,042,009.71, comprising 10,420,547,050 ordinary shares. The majority shareholder of the Target is BINEX Inc. with a shareholding of approximately 73.12%. The other shareholders of the Target are 3DOM Inc. (holding approximately 9.14%), Biomass Energy Corporation (holding approximately 4.57%), Mebius Inc. (holding approximately 4.57%) and Future Science Research Inc. (holding approximately 8.60%). The directors of the Target are Mr. Andrew Au Tsin Heng, Mr. Hiramoto Mitsunori and Mr. Aoki Hiromichi.

BINEX Inc. was established on 31 May 2021 to address food, environmental and energy issues, and to construct a value chain for biomethanol. As at the date of this Announcement, its shareholders are 3DOM Inc. (holding 60%), Biomass Energy Corporation (holding 30%), Mebius Inc. (holding 5%) and Future Science Research Inc. (holding 5%). Its Representative Director is Hiromichi Aoki, who is also the Executive Vice President of 3DOM Inc.

3DOM Inc. was established on 24 February 2014 to deliver a next-generation energy infrastructure through sustainable development and innovative battery technologies, and aims to be at the centre of the technological shift that commercialises battery technology for mass scale usage, powering future applications such as battery energy storage systems. As at the date of this Announcement, Masataka Matsumura is the Representative Director and President of 3DOM Inc., with a direct and indirect shareholding of approximately 63.55% in 3DOM Inc. The remaining directors of 3DOM Inc. are Hikari Imai (Chairman), Kiyoshi Kanamura, Shusuke Oguro and Noriyoshi Suzuki. The other shareholders of 3DOM Inc. holding more than 5% are Future Science Research Inc. (an entity ultimately beneficially owned by Masataka Matsumura, which is holding approximately 10.82%) and Yukizo Kuroda (holding approximately 6.18%).

Biomass Energy Corporation (“**BME**”) was established on 4 December 2006 with the purpose of contributing to the prevention of global warming and the building of a sustainable society through the development and commercialization of technologies intended to utilizing a wide variety of biomass resources as alternatives to fossil fuels. BME has the technology to generate gas from biomass obtained in a sustainable cycle, and to provide liquid fuel, electricity, heat, and other outputs to meet various needs. As of the date of this Announcement, Mitsunori Hiramoto is the Representative Director and President of BME and holds 29.0% of the shares of BME, directly and indirectly. The other directors of BME are Masayasu Sakai (Chairman), Sunao Watanabe, Seizou Uenou, Andrew Au and Takashi Yoneda. The other shareholders holding more than 5.0% of BME are Atsuhisa Uenou (holding 24.5%, the son of a BME director), Seizou Uenou (holding 12.2%), Andrew Au (holding 5.5%), and SINTOKOGIO, LTD. (listed with the first section of Tokyo Stock Exchange, holding 5.1%).

Mebius Inc. was established on 7 July 2006 to develop and commercialize green energy sources using high biomass sorghum varieties to replace fossil fuels in order to solve the causes of global warming. Its Representative Director and President is Yasunari Hidaka. The shareholders of Mebius Inc. are Yasunari Hidaka (holding 67%), Kayoko Hidaka (holding 11%), Reona Hidaka (holding 11%) and Yuna Hidaka (holding 11%).

Future Science Research Inc. was established on 25 December 2013. It is engaged in the business relating to environmental energy technology and provides the following services: (i) general management consulting and management service; (ii) market analysis and information of start-up or new business; (iii) investment and finance services to companies; (iv) research and coordination of technology; (v) initial public offering services; and (vi) corporate training services. Its Representative Director and President is Masato Tomitaku.

Masataka Matsumura is the ultimate beneficial owner of Future Science Research Inc.

None of the Vendors are related to the Company, its Directors or substantial Shareholders, and their respective associates. Prior to the SPA, the Vendors have no previous business, commercial, trade dealings or other connection with the Company, its Directors or substantial Shareholders.

As at the date hereof, the Vendors do not hold any shares in the Purchaser, whether directly or indirectly.

The Company will conduct due diligence on the Target and, if any, its subsidiaries (collectively, the “**Target Group**” and each a “**Target Group Company**”) and will update Shareholders as and when there are material developments. For further details on the due diligence to be conducted, please refer to paragraph 3.6(b) of this Announcement.

3. SALIENT TERMS OF THE SPA

3.1 The Proposed Acquisition

Pursuant to the SPA, the Company shall acquire the Sale Shares from the Vendors, representing the entire issued and paid-up ordinary share capital of the Target, for the Consideration. Upon Completion, the Target will become a subsidiary of the Company.

The Consideration was agreed on a willing-buyer and willing-seller basis, after substantive negotiations with the Vendors, and is equivalent to eighty per cent. (80%) of the Actual Valuation. The Company will be appointing an independent qualified valuer to prepare a valuation report in respect of the Target. Further information in relation to the valuer and the valuation report will be disclosed in the Company’s subsequent announcement(s) upon such appointment. Where the valuation report states a valuation range, the Actual Valuation shall be deemed to be the mean between the highest and lowest values.

Based on the unaudited financial statements of the Target for its financial period from its date of incorporation on 9 September 2021 to 31 December 2021 (“**FP2021**”), the book value and net tangible asset value of the Sale Shares are both approximately S\$900,007.50. There is no open market for the Sale Shares.

The Sale Shares shall be acquired from the Vendors free from encumbrances and ranking *pari passu* with all other outstanding issued ordinary shares of the Target in respect of all rights, dividends, entitlements and advantages as of and including the date of completion of the Proposed Acquisition (the “**Completion**”) (the “**Completion Date**”).

3.2 The Issuance of the Consideration Shares

In consideration for the Sale Shares, the Company shall allot and issue such number of new fully paid-up Consideration Shares at the Issue Price to the Vendors, fractional entitlements to be disregarded, in the proportions or manner set out in the SPA (which are determined pursuant to their respective shareholding proportions of Sale Shares). The Consideration Shares will be allotted free from encumbrances and shall rank *pari passu* in all respects with the then-issued Shares save for any dividends, rights, allotments or other distributions, the record date for which falls before the date of issue of the Consideration Shares.

In addition under the SPA, the Vendors are entitled to direct the Consideration Shares to be

allotted and issued to third parties (the "**Recipients**"), in such proportion and quantum as the Vendors may decide. The allotment and issuance of the Consideration Shares to the relevant Recipients shall constitute a good and valid discharge of the Company's obligation to issue the Consideration Shares under the SPA. The identity of the Recipients and their respective connections with the Vendors will be announced to Shareholders if and after the Vendors decide to direct such Consideration Shares to the said Recipients.

For the avoidance of doubt, all Consideration Shares shall be subject to the moratorium requirements under Rule 422 of the Catalist Rules, or as otherwise required by the SGX-ST or the full sponsor to be appointed in respect of the Proposed Acquisition (the "**Sponsor**").

The Issue Price of S\$0.35 for each Consideration Share represents a premium of approximately 247% over the volume weighted average price of S\$0.101 per Share as at 28 January 2022, which is the last full market day prior to the execution of the SPA on 31 January 2022.

By way of illustration, assuming the following:

- (a) the Consideration derived from the Actual Valuation is S\$2,000,000,000;
- (b) no compliance placement is undertaken;
- (c) save as set out above, there is no further share issuance prior to Completion,

the number of Consideration Shares to be issued is 5,714,285,714 Shares (rounded down to the nearest whole number). The Company will have an enlarged issued share capital of 5,891,358,399 ordinary shares after the issuance of the Consideration Shares (the "**Proposed Share Issuance**"). The number of Consideration Shares to be issued in this illustration represent approximately 96.99% of the Company's enlarged share capital after Completion.

For the avoidance of doubt, Shareholders are to note that the above computation is for illustrative purposes only and, amongst others, the actual amounts of Shares to be issued are subject to change.

3.3 **Adjustments to the Consideration**

The Consideration payable may also be subject to further adjustments, by mutual agreement between the parties in consultation with the Sponsor, so as to allow a compliance placement to take place concurrently with or shortly after Completion at the same Issue Price per Consideration Share.

3.4 **The Exchangeable Loans**

In connection with the Proposed Acquisition, the Target shall be entitled to issue to third party investor(s), at its discretion at any time prior to the submission of the circular to the SGX-ST, exchangeable loans (each, an "**Exchangeable Loan**") which shall be granted with the option to exchange said loan (the "**Exchange Option**") for Shares in the Company (the "**Exchange Shares**"). The Exchangeable Loans shall be subject to the definitive terms and conditions set out in agreement(s) to be executed between the Target, the Purchaser and the lender(s) from time to time.

The maximum aggregate number of Exchange Shares that shall be exercisable under all of the Exchange Options granted by the Company in respect of all Exchangeable Loans shall be less

than five per cent. (5%) of the enlarged share capital of the Company.

The Company will make the relevant announcements of the Exchange Loans as and when they are entered into, in compliance with its disclosure obligations under the Catalist Rules.

3.5 **Funding of Costs and Expenses**

The parties agree that all fees, costs and expenses incurred in connection with the RTO (the “**RTO Costs**”) will be paid by the Company. If the Company is unable to satisfy its payment obligations by reason of insufficient funds, BINEX Inc. may extend to the Company a convertible loan on such terms to be agreed between the said parties (the “**Convertible Loan**”), with the rights to capitalize and convert such loan into new Shares. The definitive terms of the Convertible Loan shall be set out in a subsequent agreement to be entered into between the said parties.

The Company will make the relevant announcements of the Convertible Loan as and when it is entered into, in compliance with its disclosure obligations under the Catalist Rules.

3.6 **Conditions Precedent**

The Proposed Acquisition is conditional upon the fulfilment or waiver of customary conditions precedent for a transaction of this nature, including but not limited to the following:

- (a) the Consideration derived from the Actual Valuation being not less than S\$2.0 billion. Where the said Consideration is less than S\$2.0 billion, the parties agree to renegotiate the Consideration in good faith;
- (b) the completion of financial, legal, operational and any other due diligence exercise on the Target Group by the Company, and the results of such due diligence exercise being reasonably satisfactory to the Company;
- (c) the appointment of the independent qualified valuer being satisfactory to the SGX-ST and the Sponsor;
- (d) the findings and methodology presented in the valuation report to be issued by the appointed independent qualified valuer being satisfactory to the Company, the Vendors, the Sponsor and the SGX-ST;
- (e) the entry into service agreements by the key management of the Target Group, on terms mutually agreeable to the parties;
- (f) the Vendors procuring each of the Target Group Companies obtain such approval(s) required from the respective Target Group Company's directors and its shareholder(s) (if applicable) in connection with the SPA and the transactions contemplated herein;
- (g) the Vendors procuring or obtaining all necessary consents or approvals required or necessary, if any, for the transactions contemplated in the SPA on terms reasonably satisfactory to the Company by governmental or regulatory bodies or competent authorities or stock exchanges having jurisdiction over such transactions contemplated, and such consent or approvals not being revoked or repealed on or before Completion. All such consents or approvals obtained shall be delivered to

the Company;

- (h) the Company obtaining such approval(s) as may be required from its directors, shareholders and the SGX-ST in respect of, among others;
 - (i) the Proposed Acquisition;
 - (ii) the Proposed Share Issuance;
 - (iii) the ordinary resolution to be passed by the shareholders of the Company who are independent to vote in a general meeting to waive the requirement of the Company and its concert parties to make a mandatory general offer under Rule 14 of the Singapore Code on Take-Over and Mergers (the “**Code**”) arising from the allotment and issuance of the Consideration Shares at Completion (the “**Proposed Whitewash Resolution**”);
 - (iv) if the Exchangeable Loan is issued, the proposed grant of the Exchange Option to the option holders under the Exchangeable Loan, and the allotment and issuance of the Exchange Shares;
 - (v) the appointment of individuals nominated by the Vendors to serve as directors of the Company post-Completion;
 - (vi) the adoption of employee share option schemes and/or plans by the Company, on terms to be agreed between the Target and the Company; and
 - (vii) the compliance placement of the Company’s Shares, if required to be undertaken after Completion to fulfil all requirements under the Catalist Rules,
- (collectively, the “**Proposed Transactions**”);
- (i) in respect of the Company, all consents and approvals required under any and all applicable laws, regulations or the Catalist Rules for the Proposed Transactions and the other transactions contemplated herein being obtained from all governmental bodies, and, if applicable, the Sponsor, and where any consent or approval is subject to conditions, such conditions being reasonably satisfactory to the Vendors and the Company;
 - (j) the approval for the Proposed Acquisition and the receipt and non-withdrawal of the listing and quotation notice from the SGX-ST for, among other things, the listing of and quotation for the Consideration Shares, the Exchange Shares (if applicable), and shares to be issued pursuant to the employee share option schemes and/or plans as referred to in paragraph 3.6(h)(vi) above, on terms reasonably acceptable to the Company and the Vendors, and to the extent that any conditions are required to be fulfilled on or before Completion, they are so fulfilled (or otherwise waived by the SGX-ST);
 - (k) the fulfilment of any such condition that the Securities Industry Council of Singapore may impose which are reasonably acceptable to the Vendors and the Company, the waiver by the Securities Industry Council of Singapore of the obligation imposed

upon the Vendors and their concert parties to make a general offer of all the shares of the Company under Rule 14 of the Code, and from having to comply with the requirements of Rule 14 of the Code (the "**Proposed Whitewash Waiver**"), and the grant of the Proposed Whitewash Waiver remaining in full force and effect on and before Completion. For the avoidance of doubt, the Vendors shall apply to the Securities Industry Council of Singapore for the Proposed Whitewash Waiver;

- (l) in the reasonable opinion of the Company, there being no change, event, circumstance or effect which is or is reasonably likely to be materially adverse to the value of the business or assets of the Target Group as a whole, or the operations, financial position or profitability of the business or assets of the Target Group as a whole, on or before Completion; and
- (m) all of the Vendors' warranties in the SPA materially being complied with, and being true and correct in all material respects and the Vendors having materially complied with and materially performed all of the terms, conditions, agreements and covenants of the SPA to be complied with by them prior to Completion.

Unless specifically waived by the Company, if any of the conditions precedent are not fulfilled on or before the long-stop date, being 31 March 2023 or such other date as mutually agreed in writing between the parties to the SPA or such date falling three (3) months from the date on which the Proposed Whitewash resolution is approved, whichever is earlier (the "**Long-Stop Date**"), the SPA (save for certain surviving clauses) shall *ipso facto* cease and determine and neither of the parties thereto shall have any claim against the other party for costs, damages, compensation or otherwise, save for any claim arising from any antecedent breach of the terms of the SPA.

3.7 **Completion Date**

The Completion Date shall be the date falling five (5) business days after the date on which the last of the conditions precedent in the SPA have been fulfilled (or waived in accordance with its terms) or such other date as the parties thereto may mutually agree in writing.

3.8 **Other Salient Terms**

Either party to the SPA may by written notice terminate the SPA (save for certain surviving clauses) upon the occurrence of certain customary events, including without limitation, a material breach of warranties or of any covenants and agreements required to be performed or cause to be performed by the other party on or before Completion.

The Company may by written notice to the Vendors, *vice versa*, at any time prior to Completion terminate the SPA (save for certain surviving clauses) upon the occurrence of certain customary events, including without limitation, the failure to fulfill the conditions precedent, material breaches of the Vendors' warranties, and if the Proposed Transactions contemplated in the SPA cannot be proceeded with for any reason.

The Vendors have jointly, severally and irrevocably undertaken to keep the Company fully and effectively indemnified against any and all losses, costs, damages, claims, demands, actions, proceedings, liabilities and expenses whatsoever (including but not limited to all legal costs or attorney's fees on a full indemnity basis) that the Purchaser may incur or suffer in connection with or arising from any gross, wilful and negligent misstatement or material breach of any of the Vendors' Warranties and/or any failure by the Vendors to fulfil any

agreement, covenant or condition under the SPA.

Likewise, the Company has irrevocably undertaken to keep the Vendors fully and effectively indemnified against any and all losses, costs, damages, claims, demands, actions, proceedings, liabilities and expenses whatsoever (including but not limited to all legal costs or attorney's fees on a full indemnity basis) that the Vendors may incur or suffer in connection with or arising from any gross, wilful and negligent misstatement or material breach of any of the Company's warranties and/or any failure by the Company to fulfil any agreement, covenant or condition under the SPA.

4. RATIONALE FOR THE PROPOSED ACQUISITION

To enhance shareholder value, the Company has been seeking an appropriate business to be injected into the Group. The Company is of the view that the Proposed Acquisition will place the Company in a position to expand into new business areas and grow revenues, both of which will help enhance shareholder value.

5. FINANCIAL INFORMATION ON THE TARGET GROUP

Since the Target was incorporated on 9 September 2021, only the *pro forma unaudited financial statements for the financial period from its date of incorporation on 9 September 2021 to 31 December 2021 is available.

Income Statement of the Target Group

	FP2021
	(\$)
Revenue	0.00
Expenses	
Salary	70,000.00
Rental	20,000.00
Service	10,000.00
Loss before tax	(100,000.00)
Net loss for the period	(100,000.00)

Balance Sheet Statement of the Target

	As at 31 December 2021
	S\$
ASSETS	
cash and cash equivalents	433,007.50
Prepayment-Seeds Mebius	567,000.00
Total current assets	1,000,007.50
Total assets	1,000,007.50
TOTAL EQUITY AND LIABILITES	
Equity	
share capital	1,000,007.50
accumulated losses	(100,000.00)
Total equity	900,007.50
Current Liabilities	
accrued operating expenses	100,000.00
Total current liabilities	100,000.00
Total equity and liabilities	1,000,007.50

6. FINANCIAL EFFECTS OF THE PROPOSED TRANSACTIONS

The financial effects of the Proposed Transactions on the Group have been computed based on the audited consolidated financial statements of the Group for the financial year ended 31 December 2020, and assumes the following:

- (a) the Proposed Share Issuance is undertaken based on the Issue Price for the Consideration Shares;
- (b) the Consideration derived from the Actual Valuation is S\$2,000,000,000 and no adjustments to the Consideration are made, and 5,714,285,714 Consideration Shares are issued (rounded down to the nearest whole number); and
- (c) no adjustments have been made to account for the different accounting standards of the Group and the Target Group.

The financial effects of the Proposed Transactions set out below are strictly for illustrative purposes only and do not purport to be indicative or a projection of the results and financial position of the Group after completion of the Proposed Transactions.

6.1 Net Tangible Assets (“NTA”)

The effects of the Proposed Transactions on the audited consolidated NTA per Share for the financial year of the Group ended 31 December 2020, assuming that the Proposed Transactions had been effected at the end of that financial year, are summarised below:

	Before Completion of the Proposed Transactions	After Completion of the Proposed Transactions
NTA of the Group (S\$'000)	4,678	5,578
Number of Shares (excluding treasury Shares)	177,072,685	[5,891,358,399]
NTA per Share (S\$ cents)	2.64	0.09

6.2 Earnings per Share ("EPS")

The effects of the Proposed Transactions on the audited consolidated EPS of the Group for its financial year beginning on 1 January 2020, assuming that the Proposed Transactions had been effected at the beginning of that financial year, are summarised below:

	Before Completion of the Proposed Transactions	After Completion of the Proposed Transactions
Profit after tax attributable to equity holders of the Company (S\$'000)	(2,316)	(2,416)
Number of Shares	177,072,685	5,891,358,399
Consolidated EPS (S\$ cents)	(1.31)	(0.04)

6.3 Share Capital

The effects of the Proposed Transactions on the share capital of the Group is as follows:

	Before Completion of the Proposed Transactions	After Completion of the Proposed Transactions
Number of issued and paid-up Shares of the Company (excluding treasury Shares)	177,072,685	5,891,358,399
Share capital at 31 December 2021 (S\$'000) (excluding treasury Shares)	25,247	2,025,247

7. RELATIVE FIGURES COMPUTED ON THE BASES SET OUT IN RULE 1006 OF THE CATALIST RULES

Based on the unaudited consolidated financial statements of the Group for the half year ended 30 June 2021 ("HY2021") and the unaudited consolidated financial statements of the Target for FP2021, the relative figures for the Proposed Acquisition computed on the bases set out in Rules 1006 (a) to (e) of the Catalist Rules are as follows:

Rule 1006	Bases of Calculation	Relative Figures (%)
(a)	The net asset value of the assets to be disposed of, compared with the Group's net asset value. This basis is not applicable to an acquisition of assets.	Not applicable ⁽¹⁾
(b)	The net profits attributable to the assets acquired or disposed of, compared with the Group's net profits.	10 ⁽²⁾
(c)	The aggregate value of the consideration given or received, compared with the Company's market capitalisation based on the total number of issued Shares excluding treasury Shares.	11,183 ⁽³⁾
(d)	The number of equity securities issued by the Company as consideration for an acquisition, compared with the number of equity securities previously in issue.	3,227 ⁽⁴⁾
(e)	The aggregate volume or amount of proved and probable reserves to be disposed of, compared with the aggregate of the group's proved and probable reserves. This basis is applicable to a disposal of mineral, oil or gas assets by a mineral, oil and gas company, but not to an acquisition of such assets.	Not applicable ⁽⁵⁾

Notes:

- (1) This base is not applicable as the Proposed Acquisition constitutes an acquisition of assets.
- (2) The net loss of the Target Group for FP2021 amounted to approximately S\$100,000. The Group's net loss after tax for HY2021 amounted to S\$966,130.
- (3) The consideration payable is assumed to be S\$2,000,000,000. The Group's market capitalisation of approximately S\$17,884,341 is computed based on the number of issued Shares of 177,072,685 (excluding treasury Shares) and the volume weighted average price of S\$0.101 per Share for trades done on the Catalist Board of the SGX-ST on 28 January 2022, being the last full market day prior to the execution of the SPA on 31 January 2022.
- (4) Illustrated based on the figures of 5,714,285,714 Consideration Shares to be allotted and issued, and the Company's existing share capital of 177,072,685 Shares. Please refer to paragraph 3.2 of this Announcement on the bases and assumptions underlying the illustrative number of Consideration Shares.
- (5) This base is not applicable as the Company is not a mineral, oil or gas company.

As the relative figures under Rules 1006(b), (c) and (d) exceed 100%, and that the Proposed Acquisition will result in a change in control of the Company on completion of the Proposed Acquisition, the Proposed Acquisition constitutes a "reverse takeover" transaction pursuant to Rule 1015 of the Catalist Rules. Therefore, the Proposed Acquisition will be conditional upon, *inter alia*, the approval of the Shareholders at an EGM to be convened, and the approval of the SGX-ST (or such other relevant regulatory authority) being obtained.

8. CIRCULAR TO SHAREHOLDERS

The Company will be seeking specific approval of its Shareholders for the Proposed Transactions at an EGM. The circular containing, *inter alia*, further information on the Proposed Transactions and enclosing the notice of EGM therewith, will be dispatched to the Shareholders in due course.

9. THE PROPOSED WHITEWASH RESOLUTION AND INDEPENDENT FINANCIAL ADVISER

Under Rule 14 of the Code, upon the completion of the Proposed Share Issuance, the Vendors and their concert parties are obliged to extend a general offer to the Shareholders for the remaining issued Shares not already owned, controlled or agreed to be acquired by them. To that end, the Vendors intend to seek the Proposed Whitewash Waiver from the Securities Industry Council of Singapore.

In connection with the Proposed Whitewash Waiver and the Proposed Whitewash Resolution, the Company will be appointing an independent financial adviser to advise its independent Shareholders on the Proposed Whitewash Resolution. The circular containing, *inter alia*, the conditions of the Proposed Whitewash Waiver (if so granted by the Securities Industry Council of Singapore) and the opinion and advice of the independent financial adviser will be circulated to the Shareholders in due course.

10. ADDITIONAL LISTING APPLICATION

The Company will be submitting an application for the additional listing of and quotation for the Consideration Shares, the Exchange Shares (if applicable), and shares to be issued pursuant to the employee share option schemes and/or plans, on the Catalist Board of the SGX-ST. The Company will make the necessary announcement upon receipt of the approval in-principle for the listing and quotation of the same from the SGX-ST.

11. SHAREHOLDING STRUCTURE

Assuming all of the illustrative numbers of 5,714,285,714 Consideration Shares are allotted and issued to the Vendors, the shareholding structure of the Company before and after Completion of the Proposed Transactions is set out as follows:

[This Announcement continues on the next page]

	Before the completion of the Proposed Transactions				After the completion of the Proposed Transactions			
	<i>Direct Interest</i>		<i>Deemed Interest</i>		<i>Direct Interest</i>		<i>Deemed Interest</i>	
	No. of Shares	%	No. of Shares	%	No. of Shares	%	No. of Shares	%
<u>Directors</u>								
Li Anhua	-	-	-	-	-	-	-	-
Cheong Weixiong	2,599,700	1.47	-	-	2,599,700	0.0441	-	-
Lee Jim Teck, Edward	-	-	-	-	-	-	-	-
Cheung Chi Kin, Ken	-	-	-	-	-	-	-	-
<u>Substantial Shareholders (other than the Directors)</u>								
Hajime Sumi ⁽¹⁾	-	-	9,375,000	5.29	-	-	9,375,000	0.1591
Lee Hwayeon ⁽²⁾	-	-	9,375,000	5.29	-	-	9,375,000	0.1591
Midori Ichijo ⁽³⁾	-	-	16,875,000	9.53	-	-	16,875,000	0.2864
Yoshihide Makabe ⁽⁴⁾	-	-	9,375,000	5.29	-	-	9,375,000	0.1591
Co-Prosperty Investment (International) Limited	21,000,000	11.86	-	-	21,000,000	0.3565	-	-
Widerlink Group Limited ⁽⁵⁾	-	-	21,000,000	11.86	-	-	21,000,000	0.3565
<u>Vendors and related persons</u>								
BINEX Inc.	-	-	-	-	4,178,254,795	70.9218r	-	-
3DOM Inc.	-	-	-	-	522,281,850	8.8652	-	-
Biomass Energy Corporation	-	-	-	-	261,140,925	4.4326	-	-
Mebius Inc.	-	-	-	-	261,140,925	4.4326	-	-
Future Science Research Inc.	-	-	-	-	491,467,220	8.3422	-	-

Existing Public	153,472,985	86.67	-	-	153,472,985	2.6051	-	-
Total	177,072,685	100.0			5,891,358,399	100.0		

Notes:

- (1) Hajime Sumi is deemed to be interested in the 9,375,000 Shares held under the name of his nominee, UOB Kay Hian Pte. Ltd.
- (2) Lee Hwayeon is deemed to be interested in the 9,375,000 Shares held under the name of her nominee, UOB Kay Hian Pte. Ltd.
- (3) Midori Ichijo is deemed to be interested in the 16,875,000 Shares held under the name of her nominee, UOB Kay Hian Pte. Ltd.
- (4) Yoshihide Makabe is deemed to be interested in the 16,875,000 Shares held under the name of his nominee, UOB Kay Hian Pte. Ltd.
- (5) Co-Prosperity Investment (International) Limited is a wholly-owned subsidiary of Widerlink Group Limited. By virtue of Section 4 of the Securities and Futures Act, Widerlink Group Limited is deemed to be interested in the 21,000,000 Shares held by Co-Prosperity Investment (International) Limited.

12. SERVICE AGREEMENTS

As at the date of this Announcement, the Company has not entered into any service agreement with any person proposed to be appointed as director in connection with the Proposed Acquisition. The Company however wishes to highlight its obligation to appoint individuals nominated by the Vendors to the Board, pursuant to the conditions precedent set out in the SPA. Please refer to paragraph 3.6(h)(v) of this Announcement for further details.

The details of any such appointments and service agreements, if any, will be set out in the circular to be despatched to Shareholders in respect of the EGM to be convened.

13. INTERESTS OF DIRECTORS AND CONTROLLING SHAREHOLDERS

Save for their respective interests in the Shares of the Company (as the case may be) and as otherwise disclosed herein, none of the Directors, controlling Shareholders or their associates have any interest, direct or indirect, in the Proposed Acquisition and the Proposed Transactions under the SPA.

14. DIRECTORS' RESPONSIBILITY STATEMENT

The Directors collectively and individually accept full responsibility for the accuracy of the information given in this Announcement and confirm after making all reasonable enquiries that, to the best of their knowledge and belief, this Announcement constitutes full and true disclosure of all material facts about the SPA, the Proposed Acquisition and the Group, and the Directors are not aware of any facts the omission of which would make any statement in this Announcement misleading.

Where information in this Announcement (including information relating to the Vendors and the Target) 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 this Announcement in its proper form and context.

15. CAUTIONARY STATEMENT

Shareholders and potential investors are advised to exercise caution when trading in the shares of the Company as the Proposed Acquisition is subject to certain conditions. There is no assurance or certainty that the SPA will be completed, being subject to such conditions. In the event of any doubt as to the action they should take, Shareholders and potential investors should consult their stock brokers, bank managers, solicitors, or other professional advisers.

The Company will make the necessary announcements as and when there are further material developments on the Proposed Transactions, in compliance with the Catalist Rules.

16. DOCUMENTS FOR INSPECTION

A copy of the SPA is 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 commencing from the date of this Announcement.

Pursuant to the relevant health and safety measures imposed in respect of the COVID-19 pandemic, all Shareholders are to register their intention to inspect said document at least five (5) business days before the date of their appointment, via the Company's email address sinjia@sinjl.com. The Company shall be entitled to reject requests for inspection as it deems necessary to comply with the relevant laws and regulations relating to the COVID-19 pandemic.

By Order of the Board

Cheong Weixiong
Executive Director and Group Chief Executive Officer
31 January 2022

*This announcement has been reviewed by the Company's Sponsor, Evolve Capital Advisory Private Limited (the "**Sponsor**"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (the "**Exchange**") and the Exchange 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 document.*

The contact person for the Sponsor is Mr. Jerry Chua – Registered Professional, at 138 Robinson Road, #13-02 Oxley Tower, Singapore 068906, Telephone number: 6241 6626