

MINUTES OF 2023 ANNUAL GENERAL MEETING

Date : Wednesday, 19 April 2023

Time : 2.00 p.m.

Place : RNN Conference Centre, 137 Cecil Street, Cecil Building, Level 4, Kyoto Room, Singapore 069537

Present : As set out in the attendance records maintained by the Company

INTRODUCTION

Mr Li Anhua, Chairman of the Board welcomed the shareholders to the Company's Annual General Meeting ("AGM").

Chairman noted that a quorum was present and called the AGM to order.

The Notice of AGM dated 4 April 2023 and the Annual Report which had been published on the SGXNet and on the Company's website was taken as read.

Chairman then invited Mr Cheong Weixiong ("Mr Cheong"), a Director and Chief Executive Officer of the Company, to assist him in reading the Resolutions to be proposed at this meeting.

VOTING ON RESOLUTIONS

Mr Cheong informed the Meeting that all Resolutions as set out in the Notice of AGM would be voted on by way of poll and the poll would be conducted only after all the proposed resolutions have been duly proposed and seconded by shareholders. CNP Business Advisory Pte. Ltd. and Boardroom Corporate & Advisory Services Pte Ltd ("Boardroom") had been appointed as Scrutineer and Polling Agent respectively. He called upon a representative from Boardroom, to explain the polling procedures.

Mr Cheong then proceeded with the agenda of the Meeting.

ORDINARY BUSINESS

RESOLUTION 1 – TO RECEIVE AND ADOPT THE FINANCIAL STATEMENTS OF THE COMPANY FOR THE YEAR ENDED 31 DECEMBER 2022 AND THE AUDITORS REPORT

The Shareholders were informed that the first item on the Notice of AGM was to receive and consider the Directors' Statement and the Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with the Auditor's Report thereon.

Questions relating to the Directors' Statement and Audited Financial Statements were invited from shareholders.

As there were no questions from shareholders, the following Ordinary Resolution 1 was put to the meeting for a shareholder to propose and a shareholder to second.

"That the Directors' Statement and Audited Financial Statements of the Company for the financial year ended 31 December 2022 together with Auditor's Report be and are hereby received."

Proposed by : Tiong Hua Ting
Seconded by : Kee Schiueh See

RESOLUTION 2 – TO RE-ELECT THE DIRECTOR, MR CHEUNG, CHI KIN

Mr Cheong informed that the second item on the Notice of AGM concerned the re-election of Mr Cheung, Chi Kin, a Director who is retiring pursuant to Article 115 of the Constitution of the Company.

As there were no questions from shareholders, the following Ordinary Resolution 2 was put to the meeting for a shareholder to propose and a shareholder to second.

“That Mr Cheung, Chi Kin, a Director retiring pursuant to Article 115 of the Constitution and being eligible, be and is hereby re-elected as Director of the Company.”

Proposed by : Kee Schiueh See
Seconded by : Tiong Hua Ting

RESOLUTION 3 – TO RE-ELECT THE DIRECTOR, MR LEE JIM TECK, EDWARD

Mr Cheong informed that the next item on the Notice of AGM pertained to the re-election of Mr Lee Jim Teck, Edward, a Director who is retiring pursuant to Article 115 of the Constitution of the Company.

As there were no questions from shareholders, the following Ordinary Resolution 3 was put to the meeting for a shareholder to propose and a shareholder to second.

“That Mr Lee Jim Teck, Edward, a Director retiring pursuant to Article 115 of the Constitution and being eligible, be and is hereby re-elected as Director of the Company.”

Proposed by : Tiong Hua Ting
Seconded by : Kee Schiueh See

RESOLUTION 4 – TO APPROVE DIRECTORS’ FEES FOR YEAR ENDED 31 DECEMBER 2022

Mr Cheong informed the Meeting that shareholders’ approval was being sought for the payment of Directors’ fees of S\$135,000 for the financial year ended 31 December 2022.

As there were no questions from the shareholders, the following Ordinary Resolution 4 was put to the meeting for a shareholder to propose and a shareholder to second.

“That the Directors’ fees of S\$135,000/- for the financial year ended 31 December 2022, be hereby approved.”

Proposed by : Kee Schiueh See
Seconded by : Tiong Hua Ting

RESOLUTION 5 – TO RE-APPOINT PKF-CAP LLP AS AUDITORS FOR THE FINANCIAL YEAR ENDING 31 DECEMBER 2023

The next item on the Notice of AGM concerned the re-appointment of auditors for the financial year ending 31 December 2023 and to authorize the Directors to fix their remuneration.

As there were no questions from shareholders, the following Ordinary Resolution 5 was put to the meeting for a shareholder to propose and a shareholder to second.

“That Messrs PKF-CAP LLP be and are hereby re-appointed as Auditors of the Company, to hold office until the conclusion of the next Annual General Meeting and that the Directors be and are hereby authorised to fix their remuneration.”

Proposed by : Tiong Hua Ting
Seconded by : Kee Schiueh See

SPECIAL BUSINESS

RESOLUTION 6 - PROPOSED SHARE ISSUE MANDATE

Next, Mr Cheong informed the Meeting that pursuant to Section 161 of the Companies Act 1967 and Rule 806 of the Listing Manual of the Singapore Exchange Securities Trading Limited (SGX-ST) Listing Manual Section B: Rules of Catalist ("Catalist Rules"), shareholders' approval is required for the Directors to issue new shares in the Company. The full text of Ordinary Resolution 6 was set out in the Notice of AGM.

As there were no questions from shareholders, the following Ordinary Resolution 6 was put to the meeting for a shareholder to propose and a shareholder to second.

"That pursuant to Section 161 of the Companies Act 1967 ("Companies Act") and Rule 806 of the Singapore Exchange Securities Trading Limited ("SGX-ST") Listing Manual Section B: Rules of Catalist ("Catalist Rules"), authority be and is hereby given to the Directors of the Company to:

- (i) allot and issue shares in the capital of the Company ("Shares") whether by way of rights, bonus or otherwise; and/or
- (ii) make or grant offers, agreements or options (collectively, "Instruments") that might or would require Shares to be issued, including but not limited to, the creation and issue of (as well as adjustments to) options, warrants, debentures or other instruments convertible into Shares,

at any time and upon such terms and conditions and for such purposes and to such persons as the Directors may, in their absolute discretion, deem fit; and

Provided that:

- (i) the aggregate number of Shares to be issued pursuant to this Resolution (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 100% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below), of which the aggregate number of Shares to be issued other than on a pro-rata basis to existing shareholders of the Company (including Shares to be issued in pursuance of Instruments made or granted pursuant to this Resolution) shall not exceed 50% of the Company's total number of issued Shares excluding treasury shares and subsidiary holdings (as calculated in accordance with sub-paragraph (ii) below);
- (ii) (subject to such manner of calculation as may be prescribed by the Catalist Rules), for the purpose of determining the aggregate number of Shares that may be issued under sub-paragraph (i) above, the total number of issued Shares (excluding treasury shares and subsidiary holdings) shall be based on the total number of issued Shares (excluding treasury shares and subsidiary holdings) at the time this Ordinary Resolution is passed, after adjusting for :-
 - (a) new Shares arising from the conversion or exercise of the Instruments or any convertible securities;
 - (b) new Shares arising from exercising share options or vesting of share awards, provided that such share options or share awards were granted in compliance with Part VIII of Chapter 8 of the Catalist Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares;

Adjustments in accordance with the above 6(b)(ii)(a) or 6(b)(ii)(b) are only to be made in respect of new shares arising from convertible securities, share options or share awards which were issued and outstanding or subsisting at the time of the passing of the resolution approving the mandate.

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- (iii) in exercising the authority conferred by this Ordinary Resolution, the Company shall comply with the provisions of the Catalist Rules for the time being in force (unless such compliance has been waived by SGX-ST) and the Constitution for the time being of the Company; and
- (iv) unless revoked or varied by the Company in general meeting, such authority conferred by this Ordinary Resolution shall continue in force until the conclusion of the next annual general meeting of the Company or by the date by which the next annual general meeting of the Company is required by law to be held, whichever is the earlier.”

Proposed by : Kee Schiueh See
Seconded by : Tiong Hua Ting

DECLARATION OF POLL RESULTS

Mr Cheong read the poll results which had been verified by the Scrutineer. He declared that all the Resolutions were duly carried.

	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	
Resolution 1	67,951,850	99.96	25,650	0.04	67,977,500
Resolution 2	67,922,200	99.92	55,300	0.08	67,977,500
Resolution 3	67,922,200	99.92	55,300	0.08	67,977,500
Resolution 4	67,926,200	99.92	51,300	0.08	67,977,500
Resolution 5	67,977,500	100.00	0	0.00	67,977,500
Resolution 6	67,922,200	99.92	55,300	0.08	67,977,500

ANY OTHER MATTER - QUESTIONS FROM SHAREHOLDERS

Questions raised by Shareholders in relation to the Company's financial performance and business outlook and direction for FY2023 and responses from the Board of Directors were as summarised below:

- i) The Company is incurring losses and with fixed and other operating costs, it would be challenging to sustain the business if there are no new revenue streams.
- ii) Management has been exercising financial prudence to keep costs to its minimum. The top priority of the Board and Management is to secure new sustainable business for the Company. Reference is made to the various announcements made on the proposed acquisition of Binex Singapore Pte. Ltd. (“Binex”) and if completed, is expected to result in a reverse takeover (“RTO”) of the Company. Binex is a producer of biomethanol and it engages in cultivating sorghum and producing biomethanol from it, licenses bio-pellets from sorghum, and in buying and selling carbon credits from sorghum's carbon dioxide absorption.
- iii) The Company is of the view that the proposed acquisition of Binex will place the Company in a position to expand into new business area and grow revenues, both of which will help enhance shareholder value.
- iv) The process of a RTO is generally long as it required various due diligence checks and approvals from the relevant parties and/or authorities. As announced by the Company on 23 June 2022, it was mutually agreed to extend the Long-Stop Date of the proposed acquisition to 31 December 2023.

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Mr Cheong informed that the minutes of the Meeting would be published on SGXNet and the Company's website latest by 18 May 2023.

On behalf of the Chairman, Mr Cheong thanked the Shareholders for their attendance. There being no other business, he declared the Meeting closed at 2.30 p.m.

CONFIRMED AS A TRUE RECORD OF MINUTES

LI ANHUA
CHAIRMAN