

SINJIA LAND LIMITED
Registration No. 200402180C
(Incorporated in Singapore)

EXTRAORINDARY GENERAL MEETING

Date and Time : Monday, 19 August 2024 at 2.15 p.m.
Place : 137 Cecil Street, Cecil Building #04-01 Singapore 069537
Present : As set out in the attendance records maintained by the Company

INTRODUCTION

Mr Cheong Weixiong (“Mr Cheong”), the CEO and Executive Director of Sinjia Land Limited welcomed the shareholders to the Company’s Extraordinary General Meeting (“EGM”).

Mr Cheong informed the shareholders that the Chairman, Mr Cheong Chi Kin (“Mr Cheong”) was not able to attend the EGM. Hence, Mr Cheong has been nominated by the Board as the Chairman of the EGM.

As a quorum was present, Mr Cheong proceeded to call the meeting to order.

NOTICE

The EGM Notice of the Meeting, Proxy Form and the Shareholders’ Circular had been published on the SGXNet on 24 July 2024. The Notice of the Meeting, with the consent of the shareholders, was taken as read.

Mr Cheong informed that the Company did not receive any questions from shareholders prior to the meeting.

VOTING ON RESOLUTIONS

Mr Cheong informed the meeting that all resolutions as set out in the Notice of EGM would be proposed by him (as the Chairman) and voted by way of poll.

Mr Cheong highlighted that the Company had received proxy forms from shareholders appointing Chairman of the Meeting as their proxy to vote on their behalf, on each resolution tabled. Reliance 3P Advisory Pte. Ltd. and Boardroom Corporate & Advisory Services Pte. Ltd. had been appointed as Scrutineer and Polling Agent respectively. Mr Cheong called upon a representative from the Scrutineer, to explain the polling procedures.

Mr Cheong thanked the Scrutineer for their briefing. He then proceeded with the agenda of the meeting.

ORDINARY BUSINESS

RESOLUTION 1 – TO APPROVE THE PROPOSED ISSUANCE AND ALLOTMENT OF 207,072,685 NEW ORDINARY SHARES IN THE ISSUED SHARE CAPITAL OF THE COMPANY TO THE SUBSCRIBERS

Mr Cheong informed the shareholders that the first item on the Notice of EGM was to approve the proposed issuance and allotment of 207,072,685 new ordinary shares in the issued share capital of the Company to the Subscribers.

Questions relating to the proposed Resolution 1 were invited from shareholders.

In response to a shareholder's enquiry on the objective of the proposed shares placement exercise, Mr Cheong explained that the primary goal of the proposed transaction is to raise funds and strengthen the Company's financial and liquidity position. Mr Cheong explained that further information on the proposed transaction were already disclosed in the various announcements released via SGXNet.

As there were no further questions raised, Mr Cheong proposed the following motion:

That:

- (a) The allotment and issuance of 207,072,685 Subscription Shares to the Subscribers, at an issue price of S\$0.013 per Subscription Share, representing a discount of approximately 13.33% to the volume-weighted average price of approximately S\$0.015 per Share for trades done on the Shares on the SGX-ST on 27 June 2024, being the date on which the subscription agreement was signed, be and is hereby approved;
- (b) the Subscription Shares, when allotted and issued, shall be free from all claims, charges, liens and other encumbrances and shall rank *pari passu* in all respects with the existing Shares as at the date of issue of the Subscription Shares, except for any dividends, rights, distributions, allotments or other entitlements the Record Date of which falls before such date of issue; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

The motion was put to vote by poll.

RESOLUTION 2 – THE PROPOSED TRANSFER OF CONTROLLING INTEREST TO MR. GUO JIAHUI

Mr Cheong informed shareholders that the motion 2 on the Notice of EGM was to approve the proposed transfer of controlling interest to Mr. Guo Jiahui.

As there were no further questions raised, Mr Cheong proposed the following motion:

- (a) the Proposed Transfer of Controlling Interest under Rule 803 of the Catalist Rules to Mr. Guo Jiahui, be and is hereby approved; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this resolution as they or he may think fit.

The motion was put to vote by poll.

RESOLUTION 3 – THE PROPOSED DIVERSIFICATION

Mr Cheong informed shareholders that motion 3 on the Notice of EGM was to approve the proposed diversification.

As there were no further questions raised, Mr Cheong proposed the following motion:

That:

- (a) approval be and is hereby given for the diversification by the Group of its Existing Business to include the financial services and operational support services business, which would involve the ownership, operation and management of financial services and operational support services (the “**New Business**”), and any other activities related to the New Business;
- (b) the Company be and is hereby authorised to invest in, purchase or otherwise acquire or dispose of, from time to time any such assets, investments and shares or interests in any entity that is in the New Business, subject to compliance with the Catalist Rules requiring approval from shareholders in certain circumstances, on such terms and conditions as the Directors deem fit, and such Directors be and are hereby authorised to take such steps and exercise such discretion and do all such acts or things as they deem desirable, necessary or expedient or give effect to such investment, purchase, acquisition or disposal; and
- (c) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

The motion was put to vote by poll.

SPECIAL RESOLUTION

SPECIAL RESOLUTION 1: THE PROPOSED CHANGE OF NAME OF THE COMPANY

Mr Cheong informed shareholders that the special resolution on the Notice of EGM was to approve the proposed change of company name from “Sinjia Land Limited” to “PROSPERA GLOBAL LIMITED”.

As there were no further questions raised, Mr Cheong proposed the following motion:

- (a) subject to the approval of the Accounting and Corporate Regulatory Authority of Singapore, the name of the Company be changed from “Sinjia Land Limited” to “PROSPERA GLOBAL LIMITED” and that the name “PROSPERA GLOBAL LIMITED” be substituted for “Sinjia Land Limited” wherever the latter name appears in the Constitution of the Company; and
- (b) the Directors or any of them be and are hereby authorised to exercise such discretion to complete and do all such acts and things, including without limitation, to sign, seal, execute and deliver all such documents and deeds, and to approve any amendment, alteration or modification to any document, as they or he may consider necessary, desirable or expedient or in the interest of the Company to give effect to this ordinary resolution as they or he may think fit.

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The motion was put to vote by poll.

Mr Cheong directed the shareholders to complete and return the polling slips to the Polling Agent for tabulation.

DECLARATION OF POLL RESULTS

Mr Cheong read the poll results which had been verified by the Scrutineer. He then declared all the resolutions duly carried.

	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	Percentage (%)	No. of Shares	Percentage (%)	
Resolution 1	68,469,600	100	0	0.00	68,469,600
Resolution 2	68,469,600	100	0	0.00	68,469,600
Resolution 3	68,469,600	100	0	0.00	68,469,600
<i>Special Resolution</i>	68,469,600	100	0	0.00	68,469,600

Mr Cheong informed that the minutes of the Meeting would be published on SGXNet and the Company's website within one (1) month from the EGM.

TERMINATION OF MEETING

Mr Cheong thanked the shareholders for their attendance. As there were no other matters raised, he declared the Meeting closed at 2.30 p.m.

This announcement has been prepared by Sinjia Land Limited (the "Company") and its contents have been reviewed by the Company's sponsor, Evolve Capital Advisory Private Limited (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the SGX-ST).

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

The contact person for the Sponsor is Mr. Jerry Chua - Registered Professional, who can be contacted at 138 Robinson Road, Oxley Tower, #13-02, Singapore 068906, telephone: +65 6241 6626.