

NOTICE OF AGM

NOTICE IS HEREBY GIVEN that the Annual General Meeting of Sinjia Land Limited (the "Company") will be held at TKP Conference Center (Cecil Street), 137 Cecil Street, Level 4, Shibuya, Singapore 069537 on Friday, 28 April 2017 at 2.30 p.m. to transact the following business:-

AS ORDINARY BUSINESS

- | | |
|---|--------------|
| 1. To receive and adopt the Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2016 together with the Auditors' Report thereon. | Resolution 1 |
| 2. To re-elect Mr Lee Jim Teck, Edward, who is retiring in accordance with Article 115 of the Company's Constitution, as a Director of the Company. | Resolution 2 |
| [See explanatory note (i)] | |
| 3. To re-elect Mr Cheung Chi Kin, who is retiring in accordance with Article 119 of the Company's Constitution, as a Director of the Company. | Resolution 3 |
| [See explanatory note (ii)] | |
| 4. To approve the payment of Directors' fees of S\$151,500 for the financial year ended 31 December 2016 (2015: S\$157,500). | Resolution 4 |
| 5. To re-appoint Nexia TS Public Accounting Corporation as the Company's auditors for the ensuing year and to authorise the Directors to fix their remuneration. | Resolution 5 |
| 6. To transact any other ordinary business which may be properly be transacted at an Annual General Meeting of the Company. | Resolution 6 |

AS SPECIAL BUSINESS

To consider and, if thought fit, to pass the following as ordinary resolutions, with or without amendments:

7. Authority to allot and issue shares

(a) "That pursuant to Section 161 of the Companies Act, Cap. 50. ("**Companies Act**") and Rule 806 of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") Listing Manual Section B: Rules of Catalyst ("**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

(b) (notwithstanding the authority conferred by this Resolution 6 may have ceased to be in force) issue Shares in pursuance of any Instruments made of granted by the Directors pursuant Resolution 6 was in force, provided that:

- (i) the aggregate number of Shares to be issued pursuant to Resolution 6 (including Shares to be issued in pursuance of the Instruments made or granted pursuant to Resolution 6) does not exceed 100 per cent (100%) of the total number of issued Shares (excluding treasury shares) (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 the Instruments made or granted pursuant to Resolution 6) does not exceed fifty per cent (50%) of the total number of issued Shares (excluding treasury shares) (as calculated in accordance with sub-paragraph (ii) below); and
- (ii) (subject to such manner of calculations as may be prescribed or directed by the SGX-ST), for the purpose of determining the aggregate number of Shares (including Shares to be issued pursuant to the Instruments) that may be issued under sub-paragraph (i) above, the percentage of the total number of issued Shares (excluding treasury shares) shall be based on the total number of issued Shares (excluding treasury shares) at the time of the passing of Resolution 6 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 outstanding or subsisting at the time of the passing of this Resolution 6, provided that such share awards or share options were granted in compliance with Part VIII of Chapter 8 of the Catalyst Rules; and
 - (c) any subsequent bonus issue, consolidation or sub-division of Shares;
- (iii) in exercising the authority conferred by this Resolution 6, the Company shall comply with the Catalyst Rules for the time being in force (and the Company's compliance has been by the SGX-ST), all applicable legal requirements under the Companies Act (unless such compliance has been by the SGX-ST), all applicable legal requirements under the Companies Act and the Company's Constitution; and
- (iv) (unless revoked or varied by the Company in a general meeting) the authority conferred by this Resolution 6 shall continue in force until the conclusion of the next Annual General Meeting of the Company, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is the earlier."

[See Explanatory Note (iii)]

8. AUTHORITY TO GRANT AWARDS AND TO ALLOT AND ISSUE SHARES UNDER THE HLN TECHNOLOGIES LIMITED PERFORMANCE SHARE PLAN Resolution 7

"That pursuant to Section 161 of the Companies Act and the Catalyst Rules, approval be and is hereby given to the Directors to:

- a) grant awards in accordance with the provisions of the HLN Technologies Limited Performance Share Plan ("**the Plan**"); and
- b) allot and issue from time to time such number of fully paid-up Shares as may be required to be allotted and issued pursuant to the release of awards under the Plan provided that the aggregate number of shares to be allotted and issued pursuant to the Plan shall not exceed 15% of the total number of issued Shares (excluding treasury Shares) from time to time and that authority shall, unless revoked or varied by the Company in a general meeting, continue in force until the conclusion of the next Annual General Meeting or the date by which the next Annual General Meeting is required by law to be held, whichever is earlier."

[See Explanatory Note (iv)]

By Order Of the Board

LEE FUT HUA
Company Secretary

Date: 13 April 2017

Explanatory Notes:

- (i) Mr Lee Jim Teck, Edward ("**Mr Lee**"), if re-elected, will remain as a member of the Remuneration Committee, the Audit Committee and the Nominating Committee. The Board considers Mr Lee to be independent for the purpose of Rule 704(7) of the Catalyst Rules. The key information of Mr Lee can be found under the sections entitled "Board of Directors", "Corporate Governance Report – Principle 4" and "Directors' Statement" of the Company's Annual Report 2016. Mr Lee does not have any relationships, including immediate family relationships with the Directors, the Company or its 10% shareholders.
- (ii) Mr Cheung Chi Kin ("**Mr Cheung**"), if re-elected, will remain as a member of the Remuneration Committee, the Audit Committee and the Nominating Committee. The key information of Mr Cheung can be found under the sections entitled "Board of Directors", "Corporate Governance Report – Principle 4" and "Directors' Statement" of the Company's Annual Report 2016. Mr Cheung does not have any relationships, including immediate family relationships with the Directors, the Company or its 10% shareholders.
- (iii) Resolution 6, if passed, will empower the Directors, from the date of this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, to allot and issue Shares and to make grant instruments (such as warrants or debentures) convertible into Shares, and to issue Shares in pursuance of such instruments, up to an aggregate number not exceeding 100% of the Company's total number of issued Shares (excluding treasury Shares), with a sub-limit of 50% of the total number of issued Shares (excluding treasury shares) for issues other than on a pro-rata basis to shareholders of the Company. For the purpose of determining the aggregate number of Shares that may be issued, the percentage of the total number of issued Shares shall be based on the total number of issued Shares (excluding treasury shares) at the time Resolution 6 is passed, after adjusting for (a) new Shares arising from the conversion or exercise of any convertible securities, and (b) new Shares arising from exercising share options or vesting of share awards which are outstanding or subsisting at the time Resolution 6 is passed, and (c) any subsequent bonus issue, consolidation or sub-division of Shares.
- (iv) Resolution 7, if passed, will empower the Directors, from the date this Annual General Meeting until the date of the next Annual General Meeting, or the date by which the next Annual General Meeting of the Company is required by law to be held, whichever is earlier, to grant awards and to allot and issue Shares pursuant to the Plan. The grant of awards under the Plan will be made in accordance with the provisions of the Plan. The aggregate number of shares which may be issued pursuant to the Plan shall not exceed 15% of the total number of issued Shares (excluding treasury Shares) from time to time.

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, 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 authority 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; or
- (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:

By submitting an instrument appointing a proxy(ies) and/or representatives to attend, speak and vote at the AGM 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 AGM (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM (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 hereof.

*This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor, ZICO Capital Pte. Ltd. ("**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.