

SINCAP GROUP LIMITED

(the "Company")

(Incorporated in the Republic of Singapore)

Company Registration No. 201005161G

ANNUAL GENERAL MEETING

PROXY FORM

IMPORTANT

1. The Annual General Meeting of the Company ("AGM") is being convened and will be held physically at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542 on Tuesday, 12 December 2023 at 1:30 p.m. (Singapore time). Shareholders may request for a printed copy of the Annual Report 2021/2022 by submitting the request form enclosed together with the notice of AGM and this proxy form sent by post to shareholders.
2. Please read the notes overleaf which contain instructions on, inter alia, the appointment of a proxy(ies).
3. This proxy form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors. CPF and SRS Investors (i) may vote at the AGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; and (ii) may appoint the Chairman of the AGM as proxy to vote on their behalf at the AGM, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by Thursday, 30 November 2023 at 1:30 p.m. (Singapore time).

*I/We, _____ (name), *NRIC/Passport number/Company registration number _____ of _____ (address)

being *a member/members of **SINCAP GROUP LIMITED** (the "Company"), hereby appoint:

Name	Email Address	NRIC/Passport No.	Proportion of Shareholdings (%)

*and/or (delete as appropriate)

Name	Email Address	NRIC/Passport No.	Proportion of Shareholdings (%)

or failing whom, the Chairman of the AGM, as my/our* proxy to attend and vote for me/us and on my/our* behalf, by poll, at the AGM of the Company to be held physically at 1 Robinson Road, #21-00 AIA Tower, Singapore 048542 on Tuesday, 12 December 2023 at 1:30 p.m. (Singapore time) and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for, against or to abstain from voting in respect of the resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and/or at any adjournment thereof, the *proxy/proxies may vote or abstain from voting at his/her discretion.

Please indicate your vote "For", "Against" or "Abstain" with an "X" within the boxes provided below. Alternatively, please indicate the number of votes as appropriate. If you indicate an "X" within the "Abstain" box for a particular resolution, you are directing your proxy not to vote on that resolution.

No.	Resolutions Relating To:	For	Against	Abstain
Ordinary Business				
1.	Adoption of the directors' statement and the audited financial statements for the financial year ended 31 December 2021 together with the auditor's report thereon.			
2.	Adoption of the directors' statement and the audited financial statements for the financial year ended 31 December 2022 together with the auditor's report thereon.			
3.	Re-election of Mr Tay Boon Zhuan, Max as a Director of the Company			
4.	Re-election of Mr Lee Fang Wen as a Director of the Company			
5.	Approval of the payment of the directors' fees of up to SGD60,000 in respect of the financial year ended 31 December 2021			
6.	Approval of the payment of the directors' fees of up to SGD75,000 in respect of the financial year ended 31 December 2022			
7.	Re-appointment of Foo Kon Tan LLP as auditor of the Company and to authorise the Directors to fix their remuneration			
8.	Authority to issue new shares and convertible securities pursuant to Section 161 of the Companies Act 1967 of Singapore			

Dated this _____ day of _____ 2023.

Total number of shares in:	Number of shares
(a) CDP Register	
(b) Register of Members	

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

IMPORTANT: PLEASE READ NOTES OVERLEAF.

* Delete whichever not applicable



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 2001 of Singapore), 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 entered against your name in the Depository Register and registered in your name in the Register of Members. 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. Persons who holds shares through Relevant Intermediaries (as defined below) and who wish to participate in the AGM by (a) observing the AGM proceedings in person, (b) submitting questions in advance of or at the AGM, and/or (c) appointing the Chairman of the AGM (or any other person other than the Chairman of the AGM) as proxy to attend, speak and vote on their behalf at the AGM, should contact the Relevant Intermediary through which they hold such shares as soon as possible to make the necessary arrangements.
3. The duly executed proxy form appointing the Chairman of the AGM (or any other person other than the Chairman of the AGM) as proxy to vote on their behalf at the AGM must be submitted in hard copy form or electronically via email:

(i) if submitted by post, to be deposited at 112 Robinson Road, #04-02 Robinson 112, Singapore 068902; or

(ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) to the Company at: ir@sincapgroup.com,

in either case, not less than seventy-two (72) hours before the time appointed for the holding of the AGM and/or any adjournment thereof.

A Shareholder who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. Shareholders are encouraged to submit a completed proxy form electronically via email.

4. The proxy form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. **Where a proxy form is signed on behalf of the appointor by an attorney, the 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.**
5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the AGM, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

A "Relevant Intermediary" is:

- (a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or
- (b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

"Personal data" in this proxy form has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore. By submitting (a) details for the registration to observe or participate in the proceeding of the AGM, or (b) an instrument appointing the Chairman of the AGM (or any person other than the Chairman of the AGM) as proxy to attend, speak and vote at the AGM and/or any adjournment thereof, (c) any questions prior to the AGM in accordance with this proxy form, 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 or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman of the AGM as proxy for the AGM (or any person other than the Chairman of the AGM), processing the registration for purpose of granting access to members (or their appointed proxies) to observe and participate in the proceedings of the AGM, addressing relevant and substantial questions from members received before the AGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM, and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

Photographic, sound and/or video recordings at the AGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the AGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the AGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.

GENERAL

The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the AGM (or any other person other than the Chairman of the AGM) as proxy lodged if the shareholder being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.