



SINCAP GROUP

SINCAP GROUP LIMITED

(Company registration No.: 201005161G)
(Incorporated in the Republic of Singapore)

NOTICE OF EXTRAORDINARY GENERAL MEETING

Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as used in the circular dated 10 June 2014 issued by Sincap Group Limited (the "Circular").

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting of SINCAP GROUP LIMITED (the "**Company**") will be held at Boardroom 2, Level 2, Parkroyal on Pickering, 3 Upper Pickering Street, Singapore 058289 on 25 June 2014 at 2.00 p.m. for the purpose of considering and, if thought fit, passing, with or without modifications, the following resolutions, which will be proposed as ordinary resolutions (the "**Resolutions**"):

ORDINARY RESOLUTION 1

Approval for the Proposed Diversification of the Business of the Group to include Property Development and Property Investment

That:

- (a) approval be and is hereby given for the diversification by the Group to include property development and property investment, which involves the development of properties for sale and the holding of property related asset as long term investment (the "**Proposed New Business**");
- (b) the Group 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/interests in any entity that is in the Proposed New Business 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 any 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.

ORDINARY RESOLUTION 2

Approval for the Proposed Placement of up to 175,500,000 new ordinary shares in the capital of the Company at the Issue Price of S\$0.07 for each Placement Share by way of a private placement pursuant to Section 272B of the SFA

That:

- (a) approval be and is hereby given for the allotment and issuance by the Company of up to 175,500,000 Placement Shares at an Issue Price of S\$0.07 for each Placement Share, subject to the terms and conditions of the Placement Agreement;
- (b) the allotment and issuance of up to 175,500,000 Placement Shares, whereby such Placement Shares shall be issued free from all claims, charges, liens and other encumbrances whatsoever and shall rank for any dividends, rights, allotments or other distributions, the Record Date for which falls on or before the Completion Date, and shall rank *pari passu* in all respects with the then existing issued Shares; 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.

By Order of the Board

Ng Hong Whee

Executive Chairman and CEO

10 June 2014

Notes:

- (1) Save as provided in the Company's articles of association, a member entitled to attend and vote at the EGM is entitled to appoint up to two (2) proxies to attend and vote in his stead. A proxy need not be a member of the Company.
- (2) If the appointer is a corporation, the instrument appointing the proxy or proxies must be executed either under its seals or under the hand of its officer or attorney duly authorised.
- (3) The instrument appointing a proxy must be deposited at the Registered Office of the Company at 7500A Beach Road, #09-322 The Plaza, Singapore 199591 not less than 48 hours before the time appointed for holding the above EGM.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("SGX-ST"). 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 Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.