

**SINCAP GROUP LIMITED**  
(Incorporated in the Republic of Singapore)  
(Company Registration No.: 201005161G)

**RESULTS OF THE ANNUAL GENERAL MEETING  
HELD ON 26 APRIL 2016**

Pursuant to Rule 704(15) of the Listing Manual Section B: Rules of Catalist of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) (the “**Catalist Rules**”), the board of directors (the “**Board**” or the “**Directors**”) of Sincap Group Limited (the “**Company**”) wishes to announce that at the Annual General Meeting (“**AGM**”) of the Company held on 26 April 2016, all the resolutions set out in the Notice of AGM dated 11 April 2016, were put to vote at the AGM and save for Resolution 3, were duly passed by shareholders of the Company.

The results of the poll on each of the resolutions put to the vote at the AGM are set out below for information:

Resolution number and details	Total number of shares represented by votes for and against the relevant resolution	FOR		AGAINST	
		No. of Shares	As a percentage of total number of votes for and against the resolution %	No. of Shares	As a percentage of total number of votes for and against the resolution %
<u>Resolution 1:</u>  Adoption of Directors' Statement and Audited Financial Statements for FY2015 together with the Auditors' Report	218,666,400	218,666,400	100.00	0	0.00
<u>Resolution 2:</u>  Directors' fees for FY2015	218,666,400	218,666,400	100.00	0	0
<u>Resolution 3:</u>  Directors' fees for the financial year ending 31 December 2016, payable quarterly in arrears	213,666,400	97,498,300	45.63	116,168,100	54.37

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		No. of Shares	As a percentage of total number of votes for and against the resolution %	No. of Shares	As a percentage of total number of votes for and against the resolution %
<u>Resolution 4:</u> Re-election of Mr. Chu Ming Kin as a Director	218,666,400	218,666,400	100	0	0
<u>Resolution 5:</u> Re-election of Mr. Ian Tan Tee Hiang as a Director	218,666,400	218,666,400	100	0	0
<u>Resolution 6:</u> Re-election of Mr. Wee Liang Hiam as a Director	218,666,400	218,666,400	100	0	0
<u>Resolution 7:</u> Re-appointment of Auditors and authority to Directors to fix remuneration	218,666,400	218,666,400	100	0	0
<u>Resolution 8:</u> Authority to issue new shares in the capital of the Company under the Share Issue Mandate	218,666,400	195,700,800	89.50	22,965,600	10.50
<u>Resolution 9:</u> Authority to issue new shares under the Sincap Performance Share Plan	180,803,900	108,918,300	60.24	71,885,600	39.76

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		No. of Shares	As a percentage of total number of votes for and against the resolution %	No. of Shares	As a percentage of total number of votes for and against the resolution %
<b>Resolution 10:</b>  Authority to issue new shares under the Sincap Group Employee Share Option Scheme 2014	180,803,900	108,918,300	60.24	71,885,600	39.76

The following parties were required to abstain from voting on Resolutions 9 and 10:

Name of shareholder	Total number of shares held
Bay Cheow Guan	8,500,000
Choo Chin Lin	6,080,000
Fu Hao	23,282,500

BDO Corporate Services Pte Ltd was appointed as scrutineer for conduct of the poll at the AGM.

Mr. Chu Ming Kin, who is re-elected as a Director of the Company at the AGM, remains as the Executive Chairman and Chief Executive Officer of the Company.

Mr. Ian Tan Tee Hiang, who is re-elected as a Director of the Company at the AGM, remains as an Independent Director of the Company, Chairman of the Remuneration Committee, member of the Audit and Risk Committee, and member of the Nominating Committee, and is considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

Mr Wee Liang Hiam, who is re-elected as a Director of the Company at the AGM, remains as an Independent Director of the Company, Chairman of the Audit and Risk Committee, member of the Nominating Committee, and member of the Remuneration Committee, and is considered independent for the purposes of Rule 704(7) of the Catalist Rules of the SGX-ST.

BY ORDER OF THE BOARD

**CHU MING KIN**

Chairman and Chief Executive Officer

27 April 2016

This announcement has been prepared by the Company and its contents have been reviewed by PrimePartners Corporate Finance Pte. Ltd. (the “**Sponsor**”), for compliance with the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) Listing Manual Section B: Rules of Catalyst.

The Sponsor has not verified the contents of this announcement. This announcement has not been examined or approved by the SGX-ST. The Sponsor and the SGX-ST assume no responsibility for the contents of this announcement, including the accuracy, completeness or correctness of any of the information, statements or opinions made or reports contained in this announcement.

The contact person for the Sponsor is Ms Gillian Goh, Director, Head of Continuing Sponsorship, at 16 Collyer Quay, #10-00 Income at Raffles, Singapore 049318, telephone (65) 6229 8088.