

SINCAP GROUP LIMITED

(Incorporated in the Republic of Singapore)
(Company Registration Number 201005161G)

(A) APPOINTMENT, REDESIGNATION AND RESIGNATION OF DIRECTORS (B) CHANGE IN COMPOSITION OF THE BOARD OF DIRECTORS

(A) APPOINTMENT, REDESIGNATION AND RESIGNATION OF DIRECTORS

The board of directors (the "**Board**") of Sincap Group Limited (the "**Company**") wishes to announce the following:

1. the redesignation of Mr. Chu Ming Kin from Non-Executive Chairman to Executive Chairman and Chief Executive Officer of the Company;
2. the appointment of Ms. Ong Wui Leng as Executive Director of the Company;
3. the appointment of Mr. Ian Tan Tee Hiang as Independent Director of the Company;
4. the appointment Mr. Wee Liang Hiam as Lead Independent Director of the Company;
and
5. the resignation of Mr. Ng Hong Whee as Executive Director and Chief Executive Officer of the Company and redesignation as President, China Operations,

with effect from 7 July 2015.

Mr. Wee Liang Hiam has also been appointed as the Chairman of the Audit and Risk Committee ("**ARC**") as well as a member of the Nominating Committee ("**NC**") and the Remuneration Committee ("**RC**"). Further, Mr. Ian Tan Tee Hiang has also been appointed as the Chairman of the RC as well as a member of the ARC and the NC. The Board considers Mr. Wee Liang Hiam and Mr. Ian Tan Tee Hiang to be independent for the purpose of Rule 704(7) of the Listing Manual Section B: Rules of Catalist ("**Catalist Rules**") of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**").

The particulars of the following appointments and resignation of directors as required under Rule 704(6) of the Catalist Rules will be set out in separate announcements.

1. Mr. Chu Ming Kin's appointment as Chief Executive Officer.
2. Ms. Ong Wui Leng's appointment as Executive Director.
3. Mr. Ian Tan Tee Hiang's appointment as Independent Director.
4. Mr. Wee Liang Hiam's appointment as Lead Independent Director.
5. Mr. Ng Hong Whee's resignation as Executive Director and Chief Executive Officer, and redesignation as President, China Operations of the Group.

(B) CHANGES TO THE COMPOSITION OF THE BOARD AND BOARD COMMITTEES

In consequent of the above, the Board and its Board committees will be reconstituted as follows:

Board

Mr. Chu Ming Kin	-	Executive Chairman and Chief Executive Officer
Ms. Ong Wui Leng	-	Executive Director
Mr. Tan Seow Kheng	-	Non-Executive Director
Mr. Wee Liang Hiam	-	Lead Independent Director
Mr. Bay Cheow Guan David	-	Independent Director
Mr. Ian Tan Tee Hiang	-	Independent Director

Audit and Risk Committee

Mr. Wee Liang Hiam	-	Chairman
Mr. Bay Cheow Guan David	-	Member
Mr. Ian Tan Tee Hiang	-	Member

Nominating Committee

Mr. Bay Cheow Guan David	-	Chairman
Mr. Wee Liang Hiam	-	Member
Mr. Ian Tan Tee Hiang	-	Member

Remuneration Committee

Mr. Ian Tan Tee Hiang	-	Chairman
Mr. Wee Liang Hiam	-	Member
Mr. Bay Cheow Guan David	-	Member

The Board wishes to inform that, in consequent of the reconstitution of the Board, the Company complies with the Singapore Code of Corporate Governance 2012 with regards to the minimum number of members in the respective Board committees of the Company and with Rule 704(7) of the Catalist Rules in respect of the minimum number of members of the ARC.

The Board would like to take this opportunity to thank Mr. Ng Hong Whee for his contribution to the Company and the Board during his tenure of office as an Executive Director.

BY ORDER OF THE BOARD

LUN CHEE LEONG
Company Secretary
6 July 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor, Canaccord Genuity Singapore Pte. Ltd. ("**Sponsor**"), for compliance with the relevant rules of the SGX-ST. The Sponsor has not independently verified the contents of this announcement.*

This announcement has not been examined or approved by the SGX-ST and 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.

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