

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

**THE PROPOSED ACQUISITION OF ORION ENERGY RESOURCES PTE. LTD.
- COMPLETION**

The board of directors (the "**Board**") of Sincap Group Limited (the "**Company**") refers to the Company's announcements dated 1 April 2015, 18 May 2015, 2 July 2015, 31 July 2015 and 9 September 2015 (the "**Announcements**") relating to the proposed acquisition of Orion Energy Resources Pte. Ltd. ("**Orion**"). Unless otherwise defined, all capitalised terms used herein shall bear the same meaning as ascribed to them in the Announcements.

Further to the Announcements, the Board is pleased to announce that the completion of the Proposed Acquisition has taken place on 18 September 2015 ("**Completion Date**").

Accordingly, an aggregate of 38,000,000 Revised Consideration Shares have been allotted and issued on 18 September 2015 by the Company to the Vendors at the issue price of S\$0.054 per Revised Consideration Share, in the following proportions:

Name of Vendor	Number of Revised Consideration Shares
Ms. Wang Li	31,920,000
Mr. Choo Chin Lin (Zhu Jinlin)	6,080,000
TOTAL	38,000,000

The Revised Consideration Shares will rank *pari passu* in all respects with the existing issued shares of the Company. Following the allotment and issue of the Revised Consideration Shares, the issued and paid-up share capital of the Company has increased from 354,604,000 ordinary shares to 392,604,000 ordinary shares. The Revised Consideration Shares are expected to be listed and quoted on Catalist on or about 25 September 2015, and trading of the Revised Consideration Shares is expected to commence from 9.00 a.m. on the same date.

Pursuant to the completion of the Proposed Acquisition, Orion is now a 51%-owned subsidiary of the Company.

BY ORDER OF THE BOARD

CHU MING KIN

Executive Chairman and Chief Executive Officer

18 September 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. (the "**Sponsor**"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (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.

The contact person for the Sponsor is Ms. Alice Ng, Director and Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road, #21-02, Singapore 068896, telephone (65) 6854-6160.