

Sincap Group Limited
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201005161G)
(**"Company"**)

PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 2,603,350,000 RIGHTS SHARES ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD BY SHAREHOLDERS AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED - RECEIPT OF LISTING AND QUOTATION NOTICE

1. INTRODUCTION

- 1.1. The board of directors ("**Board**" or the "**Directors**") of Sincap Group Limited. (the "**Company**") refers to the Company's announcement dated 5 December 2016 in relation to the Company's proposed renounceable non-underwritten rights issue of up to 2,603,350,000 new ordinary shares of the Company, on the basis of five (5) Rights Shares for every one (1) existing ordinary share in the capital of the Company held by the Shareholders as at a Books Closure Date to be determined. Unless otherwise defined, all capitalized terms and references used herein shall bear the same meaning ascribed to them in the Company's announcement dated 5 December 2016.

2. LISTING AND QUOTATION NOTICE

- 2.1 The Board wishes to announce that the Company has on 23 January 2017 obtained the listing and quotation notice from the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") for the listing and quotation of up to 2,603,350,000 Rights Shares at the issue price of S\$0.01 per Rights Share on the Catalist of the SGX-ST (the "**LQN**"), subject to the following:
- (a) compliance with the SGX-ST's listing requirements;
 - (b) submission of paragraph 2 of Appendix 8B Part I of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited upon lodgement of the Offer Information Statement; and
 - (c) approval of the shareholders of the Company (the "**Shareholders**") obtained for the Rights Issue at an extraordinary general meeting to be convened.

The LQN is not to be taken as an indication of the merits of the Rights Issue, the Rights Shares, the Company, its subsidiaries and their securities.

3. DESPATCH OF CIRCULAR

- 3.1 The circular to Shareholders containing the Rights Issue, will be issued by the Company in due

course.

4. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

- 4.1 None of the Directors or substantial Shareholders has any direct or indirect interests in the Rights Issue (other than through their respective shareholdings, direct and/or indirect, in the Company).

5. RESPONSIBILITY STATEMENT

- 5.1 The Directors (including any Director who may have delegated detailed supervision of the preparation of this announcement) collectively and individually accept full responsibility for the accuracy of the information given in this announcement and confirm, after making all reasonable enquiries that to the best of their knowledge and belief, the facts stated and opinions expressed herein are fair and accurate in all material respects as at the date hereof, and that there are no material facts the omission of which would make this announcement misleading. Where information has been extracted from published or otherwise publicly available sources or obtained from a named source, the sole responsibility of the Directors has been to ensure that such information has been accurately and correctly extracted from those sources and/or reproduced in this announcement in its proper form and context.

6. TRADING CAUTION

- 6.1 Shareholders are advised to exercise caution in trading their Shares. There is no certainty or assurance as at the date of this announcement that the proposed Rights Issue will be completed or that no changes will be made to the terms thereof. The Company will make the necessary announcements when there are further developments. Shareholders are advised to read this announcement and any further announcements by the Company carefully. Shareholders should consult their stock brokers, bank managers, solicitors or other professional advisors if they have any doubt about the actions they should take.

BY ORDER OF THE BOARD

Sincap Group Holdings

Chu Ming Kin

Executive Chairman and Chief Executive Officer

24 January 2017

This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte. Ltd. (the "**Sponsor**"), 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 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 correctness of any of the statements or opinions made or reports contained in this announcement. The contact person for the Sponsor is Mr. Bernard Lui, Telephone : +65 63893000, Email : bernard.lui@morganlewis.com.