

MANDATORY UNCONDITIONAL CASH OFFER

by

MR. TEH WING KWAN

to acquire all the issued and paid-up ordinary shares in the capital of

SINCAP GROUP LIMITED

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

other than those already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him in relation to the Offer

DESPATCH OF NOTIFICATION OF ELECTRONIC DISSEMINATION OF OFFER DOCUMENT AND RELATED DOCUMENTS

1. INTRODUCTION

Mr. Teh Wing Kwan (the “**Offeror**”) refers to the offer announcement dated 29 April 2025 (“**Offer Announcement**”), in relation to the mandatory unconditional cash offer (the “**Offer**”) in accordance with Rule 14 of the Singapore Code on Take-overs and Mergers (the “**Code**”) for all the issued and paid-up ordinary shares (the “**Shares**”) in the capital of Sincap Group Limited (the “**Company**”), other than the Shares held in treasury and those Shares already owned, controlled or agreed to be acquired by the Offeror and parties acting in concert with him, as at the date of the Offer (collectively, the “**Offer Shares**” and each, an “**Offer Share**”).

Unless otherwise defined, capitalised terms in this announcement shall bear the same meaning as set out in the Offer Document (as defined herein).

2. ELECTRONIC DESPATCH OF OFFER DOCUMENT

Pursuant to the Securities Industry Council's (“**SIC**”) Public Statement on Despatch of Take-over Documents under the Code issued on 6 May 2020, the Public Statement on the Extension of the Temporary Measures to Allow for Electronic Despatch of Take-over Documents under the Code issued by the SIC on 29 September 2020, and the Public Statement on the Further Extension of the Temporary Measure to Allow for Electronic Despatch of Take-over Documents under the Code issued by the SIC on 29 June 2021, the Offeror wishes to announce that he has opted to electronically disseminate the formal offer document dated 14 May 2025 (the “**Offer Document**”) containing the terms and conditions of the Offer. Accordingly, **no printed copies of the Offer Document will be despatched to shareholders of the Company (“Shareholders”).**

An electronic copy of the Offer Document has been published on the website of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) at <https://www.sgx.com/securities/company-announcements> (the “**SGXNet**”).

3. POSTING OF THE NOTIFICATION LETTER AND ACCEPTANCE FORMS

In connection with the electronic despatch of the Offer Document, a hardcopy notification (the "**Notification Letter**") containing addresses and instructions for the electronic retrieval of the Offer Document and its related documents has been posted to Shareholders together with the following documents, as may be applicable:

- (a) in the case of a Shareholder whose Offer Shares are deposited with The Central Depository (Pte) Limited ("**CDP**"), a Form of Acceptance and Authorisation for Offer Shares (the "**FAA**") and a pre-addressed envelope; and
- (b) in the case of a Shareholder whose Offer Shares are not deposited with CDP ("**in scrip form**"), a Form of Acceptance and Transfer for Offer Shares (the "**FAT**", and together with the FAA, collectively, the "**Acceptance Forms**") and a pre-addressed envelope.

Affixing adequate postage on the pre-addressed envelopes shall be the responsibility of Shareholders.

Electronic copies of the Notification Letter and Acceptance Forms are also available for download from the SGXNet at <https://www.sgx.com/securities/company-announcements>.

4. CLOSING DATE

Acceptances of the Offer must be received by the close of the Offer at 5.30 p.m. (Singapore time) on 11 June 2025 (the "Closing Date"). Notice is hereby given that the Offeror does not intend to extend the Offer beyond the Closing Date and the Offer will NOT be open for acceptance beyond the Closing Date, save that such notice shall not be capable of being enforced in a competitive situation.

5. PROCEDURES FOR ACCEPTANCE

The procedures for acceptance of the Offer are set out in Appendix B to the Offer Document and in the relevant Acceptance Forms.

Shareholders who wish to accept the Offer may do so by submitting the FAA in electronic form via the SGX-ST's Investor Portal at <https://investors.sgx.com> (only in respect of individual and joint-alternate account holders whose shares are deposited with CDP) and/or completing and returning the FAA and/or the FAT (as the case may be) before the Closing Date in accordance with the instructions in the Offer Document and the Acceptance Forms.

6. REQUEST FOR NOTIFICATION LETTER AND RELATED DOCUMENTS

If you are a Shareholder and do not receive the Notification Letter and the relevant Acceptance Form within a week of the date of this announcement, please contact CDP (if you hold Offer Shares deposited with CDP) or the Registrar (if you hold Offer Shares in scrip form), as the case may be, immediately at the email address, address and/or telephone number set out below, during normal business hours and provide satisfactory evidence that you are a Shareholder:

The Central Depository (Pte) Limited

Tel: +65 6535 7511
Email: asksgx@sgx.com

**Boardroom Corporate & Advisory
Services Pte. Ltd.**

1 Harbourfront Avenue
Keppel Bay Tower #14-07
Singapore 098632

Tel: +65 6536 5355

7. OVERSEAS SHAREHOLDERS

7.1 Overseas Jurisdictions

This announcement, the Offer Document and all related documents do not constitute an offer to sell or the solicitation of an offer to subscribe for or purchase any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this announcement, the Offer Document and all related documents in any jurisdiction in contravention of applicable law.

The release, publication or distribution of this announcement, the Offer Document and all related documents in certain jurisdictions may be restricted by law and persons in such jurisdictions in which this announcement, the Offer Document and all related documents are released, published or distributed should inform themselves about and observe such restrictions.

Copies of this announcement, the Offer Document and all related documents and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction ("**Restricted Jurisdiction**"), and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

The Offer (unless otherwise determined by the Offeror and permitted by applicable laws and regulations) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including, without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

7.2 Overseas Shareholders

The availability of the Offer to Shareholders whose addresses are outside Singapore as shown in the Register or in the Depository Register (as the case may be) (each, an "**Overseas Shareholder**") and the ability of Overseas Shareholders to accept the Offer may be affected by the laws of the relevant overseas jurisdictions in which they are located. Accordingly, Overseas Shareholders should inform themselves of, and observe, any applicable legal requirements in the relevant overseas jurisdictions. **Where there are potential restrictions on sending the Notification Letter and/or the relevant Acceptance Forms to any overseas jurisdictions, the Offeror, CDP and the Registrar each reserves the right not to send these documents or any part thereof to Overseas Shareholders in such overseas jurisdictions.**

For the avoidance of doubt, the Offer is open to all Shareholders holding Offer Shares, including those to whom the Notification Letter and/or the relevant Acceptance Forms have not been, or may not be, sent.

It is the responsibility of Overseas Shareholders who wish (a) to request for the Offer Document, Notification Letter and/or the relevant Acceptance Forms; or (b) to accept the Offer, to satisfy themselves as to the full observance of the laws of the relevant overseas jurisdiction in that connection, including the obtaining of any governmental or other consent which may be required, or compliance with other necessary formalities or legal requirements and the payment of any taxes, imposts, duties or other requisite payments due in such jurisdiction. Such Overseas Shareholders shall be liable for any such taxes, imposts, duties or other requisite payments payable and the Offeror, CDP, the Registrar and any person acting on their behalf shall be fully indemnified and held harmless by such Overseas Shareholders for any such taxes,

imposts, duties or other requisite payments as the Offeror, CDP, the Registrar and/or any person acting on their behalf may be required to pay and the Offeror shall be entitled to set-off any such amounts against any sum payable to such Overseas Shareholder pursuant to the Offer. In (a) requesting for the Offer Document, the Notification Letter and the relevant Acceptance Forms; and/or (b) accepting the Offer, each Overseas Shareholder represents and warrants to the Offeror, CDP and the Registrar that he is in full observance of the laws of the relevant jurisdiction in that connection and that he is in full compliance with all necessary formalities or legal requirements.

Any Overseas Shareholder who is in doubt about his position, including (without limitation) the ability to accept the Offer, should consult his professional adviser in the relevant jurisdiction.

7.3 Copies of the Notification Letter and the Relevant Acceptance Forms

Subject to compliance with applicable laws, any affected Overseas Shareholder may, nonetheless, obtain a copy of the Notification Letter, the relevant Acceptance Forms and any related documents during normal business hours and up to the Closing Date, from (a) CDP (if he is a Depositor) by contacting CDP's Customer Service Hotline at +65 6535 7511 during their operating hours or emailing CDP at asksgx@sgx.com, or (b) the office of the Registrar (if he is a scrip holder), Boardroom Corporate & Advisory Services Pte. Ltd. at 1 Harbourfront Avenue, Keppel Bay Tower #14-07, Singapore 098632; for instructions on how to obtain a copy of such documents.

Electronic copies of the Offer Document, the Notification Letter and the relevant Acceptance Forms are available on the SGXNet at <https://www.sgx.com/securities/company-announcements>.

7.4 Notice

The Offeror reserves the right to notify any matter, including the fact that the Offer has been made, to any or all Shareholders (including Overseas Shareholders) by announcement to the SGX-ST and if necessary, paid advertisement in a daily newspaper published or circulated in Singapore, in which case, such notice shall be deemed to have been sufficiently given notwithstanding any failure by any Shareholder (including Overseas Shareholders) to receive or see such announcement or advertisement.

8. INFORMATION PERTAINING TO SRS INVESTORS

SRS Investors will receive further information on how to accept the Offer from their SRS Agent Banks directly. SRS Investors are advised to consult their SRS Agent Banks should they require further information, and if they are in any doubt as to the action they should take, SRS Investors should seek independent professional advice.

SRS Investors who wish to accept the Offer are to reply to their SRS Agent Banks accordingly by the deadline stated in the letter from their SRS Agent Banks, which may be earlier than the Closing Date. As the Offer is unconditional, SRS Investors who accept the Offer through their appropriate intermediaries will receive the Offer Price in respect of their Offer Shares validly tendered in acceptance of the Offer in their SRS investment accounts.

9. INDEPENDENT ADVICE

The Offeror does not purport to advise the Shareholders or any other person. In preparing the Offer Document, the Offeror has not had regard to the general or specific investment objectives, tax position, risk profiles, financial situation or particular needs and constraints of any individual Shareholder.

The views of the directors of the Company who are considered independent for the purposes of the Offer (the "**Independent Directors**") and the independent financial adviser to the Independent Directors on the Offer will be made available by the Company to Shareholders within 14 days of the electronic despatch of the Offer Document. Shareholders should consider their advice before taking any action in relation to the Offer.

If any Shareholder is in any doubt about the Offer or the action he/she/it should take, he/she/it should consult his/her/its stockbroker, bank manager, solicitor, accountant, tax adviser or other professional adviser immediately.

10. RESPONSIBILITY STATEMENT

The Offeror (who may have delegated detailed supervision of this announcement) has taken all reasonable care to ensure that the facts stated and all opinions expressed in this announcement are fair and accurate and there are no material facts that have been omitted from this announcement, the omission of which would make any statement in this announcement misleading, and accepts responsibility accordingly.

Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company (including without limitation, information relating to the Company), the sole responsibility of the Offeror has been to ensure through reasonable enquiries that such information has been accurately and correctly extracted from such sources or, as the case may be, accurately reflected or reproduced in this announcement.

Issued by
MR. TEH WING KWAN

14 May 2025

FORWARD-LOOKING STATEMENTS

All statements other than statements of historical facts included in this announcement are or may be forward-looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast", "target" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results or outcomes may differ materially from those described in such forward-looking statements. The Company's shareholders and investors should not place undue reliance on such forward-looking statements, and the Offeror undertakes no obligation to update publicly or revise any forward-looking statements, subject to compliance with all applicable laws and regulations and/or rules of the SGX-ST and/or any other regulatory or supervisory body or agency.