

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 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

14 May 2025

To : The Shareholders of Sincap Group Limited

Dear Sir/Madam

NOTIFICATION OF ELECTRONIC DISSEMINATION OF OFFER DOCUMENT AND RELATED DOCUMENTS

1. INTRODUCTION

Mr. Teh Wing Kwan (the “**Offeror**”) refers to

- (a) 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**”);
- (b) the offer document dated 14 May 2025 (“**Offer Document**”) issued in relation to the Offer; and
- (c) the announcement dated 14 May 2025 in relation to the electronic despatch of the Offer Document.

Unless otherwise defined, capitalised terms in this notification (“**Notification Letter**”) shall bear the same meaning as set out in the Offer Document.

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 inform shareholders of the Company (“**Shareholders**”) 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.

Electronic copies of the Offer Document, the Form of Acceptance and Authorisation for Offer Shares (the “**FAA**”) and the Form of Acceptance and Transfer for Offer Shares (the “**FAT**” and together with the FAA, the “**Acceptance Forms**”) have, as of the date of this Notification Letter, been published on the website of the Singapore Exchange Securities Trading Limited (“**SGX-ST**”).

To access the electronic version of the Offer Document and the Acceptance Forms, you may access the website of the SGX-ST at <https://www.sgx.com> and select the section “**Securities**”, select “**Company Announcements**” from the drop-down menu list under “**Company Information**” and type the name of the Company: “**SINCAP GROUP LIMITED**” in the box titled “**Filter by Company/Security Name**”. “**SINCAP GROUP LIMITED**” will appear as a drop-down item below the filter box. Thereafter, please select the announcement dated 14 May 2025 titled “Mandatory Unconditional Cash Offer – Electronic Despatch of Offer Document”. The Offer Document and the Acceptance Forms can be accessed by clicking on the links under the section titled “**Attachments**” at the bottom of the announcement.

The physical copy of this Notification Letter sent to you would be accompanied by the relevant Acceptance Form(s) and a pre-addressed envelope.

3. 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.

4. 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.

5. 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.

6. OVERSEAS SHAREHOLDERS

6.1 Overseas Jurisdictions

This Notification Letter, 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 Notification Letter, the Offer Document and all related documents in any jurisdiction in contravention of applicable law.

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

Copies of this Notification Letter, 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.

6.2 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.

6.3 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 scripholder), 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>.

6.4 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.

7. 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.

8. RESPONSIBILITY STATEMENT

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

Issued by
MR. TEH WING KWAN
14 May 2025

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