SINCAP GROUP LIMITED

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

ANNUAL GENERAL MEETING

PROXY FORM

IMPORTANT

1. The Annual General Meeting ("**AGM**" or "**Meeting**") is being convened, and will be held, by electronic means pursuant to the COVID-19 (Temporary Measures) (Alternative Arrangements for Meetings for Companies, Variable Capital Companies, Business Trusts, Unit Trusts and Debenture Holders) Order 2020. This Proxy Form has been made available on the SGX website at https://www.sgx.com/securities/company-announcements. A printed copy of this Proxy Form will **not** be despatched to shareholders.
2. Alternative arrangements relating to, among others, attendance, submission of questions in advance, submission of questions "live", "live voting" and/or voting by proxy at the AGM are set out in the Notice of AGM dated 21 December 2022 which has been uploaded on the SGX website on the same day.
3. Shareholders and proxies will not be able to attend the AGM in person. Shareholders and proxies may cast their votes in real time for each resolution to be tabled at the AGM via the live webcast of the AGM. Alternatively, shareholders may appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM.
4. Supplementary Retirement Scheme investors ("**SRS Investors**") and Central Provident Fund investors ("**CPF Investors**") who wish to appoint the Chairman of the Meeting as their proxy should approach their SRS operators or CPF agent banks (as the case may be) to submit their votes by Tuesday, 3 January 2023 at 1.30 p.m., at least seven (7) working days before the AGM.
5. By submitting an instrument appointing the Chairman of the Meeting (or any person other than the Chairman) as proxy, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 21 December 2022.
6. Unless otherwise defined herein, all capitalised terms used and not defined herein shall bear the same meaning as ascribed to them in the Circular dated 21 December 2022 to Shareholders.

I/We* _____ (name) _____ (NRIC/Passport No./Company Registration No.) of _____ (address) being a member/members of **SINCAP GROUP LIMITED** (the "**Company**") hereby appoint:

Name	Email Address	NRIC/Passport No.

or failing whom, the Chairman of the Meeting, as my/our* proxy to attend and vote for me/us and on my/our* behalf, by poll, at the AGM of the Company to be held at through live-webcast on Thursday, 12 January 2023 at 1.30 p.m..

I/We* direct my/our* proxy/proxies* to vote for, against or to abstain from voting in respect of the Resolutions to be proposed at the AGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the AGM and/or at any adjournment thereof, the *proxy/proxies may vote or abstain from voting at his/her discretion. Where the Chairman is appointed as proxy and in the absence of specific directions as to voting is given, the appointment of the Chairman as your proxy will be treated as invalid.

Please indicate your vote "For", "Against" or "Abstain" with an "X" within the boxes provided below. Alternatively, please indicate the number of votes as appropriate. If you indicate an "X" within the "Abstain" box for a particular resolution, you are directing your proxy not to vote on that resolution.

No.	Resolutions Relating To:	For	Against	Abstain
1	Adoption of directors' statement and audited financial statements for the financial year ended 31 December 2020 together with the auditor's report thereon			
2	Re-election of Mr Chu Ming Kin as a Director of the Company			
3	Re-election of Mr Tay Boon Zhuan, Max as a Director of the Company			
4	Re-election of Mr Lee Fang Wen as a Director of the Company			
5	Approval of the payment of the directors' fees of SGD66,000 in respect of the financial year ended 31 December 2020			
6	Re-appointment of Messrs Baker Tilly TFW LLP as auditor of the Company and to authorise the Directors to fix their remuneration			
7	Authority to issue new shares and convertible securities pursuant to Section 161 of the Companies Act 1967 of Singapore			
8	Termination of the Sincap Employee Share Option Scheme 2014			
9	Adoption of the New Constitution			

Dated this _____ day of _____ 2022/2023*

Total number of Shares in:	No. of Shares
(a) Depository Register	
(b) Register of Members	

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Signature(s) of Member(s) or
Common Seal of Corporate Member

IMPORTANT: PLEASE READ NOTES OVERLEAF

* Delete whichever not applicable.

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in Section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.

2. Persons who holds shares through Relevant Intermediaries (as defined below) and who wish to participate in the AGM by (a) observing the AGM proceedings through live webcast, (b) submitting questions in advance of (or live at) the AGM, and/or (c) appointing the Chairman of the Meeting (or any other person other than the Chairman) as proxy to attend, speak and vote on their behalf at the AGM, should contact the Relevant Intermediary through which they hold such shares as soon as possible to make the necessary arrangements.

3. The duly executed Proxy Form appointing the Chairman of the Meeting (or any other person other than the Chairman) as proxy to vote on their behalf at the AGM must be submitted in hard copy form or electronically via email:

   (i) if submitted by post, to be deposited at 10 Anson Road, #11-03 International Plaza, Singapore 079903; or

   (ii) if submitted electronically, be submitted via email in Portable Document Format (PDF) to the Company at: ir@sincapgroup.com,

   in either case, not less than forty-eight (48) hours before the time appointed for the holding of the AGM and/or any adjournment thereof.

   To minimise physical interactions and risks of COVID-19 transmission, shareholders are strongly encouraged to submit the completed and signed Proxy Forms electronically via email. Any incomplete Proxy Form will be rejected by the Company.

4. The Proxy Form must be under the hand of the appointor or of his attorney duly authorised in writing and where such instrument is executed by a corporation, it must be executed either under its common seal or under the hand of its attorney or a duly authorised officer. Where a Proxy Form is signed on behalf of the appointer by an attorney, the power of attorney (or other authority) or a duly certified copy thereof must (failing previous registration with the Company) be lodged with the instrument of proxy, failing which the instrument may be treated as invalid.

5. A corporation which is a member may authorise by resolution of its directors or other governing body such person as it thinks fit to act as its representative at the Meeting, in accordance with its Constitution and Section 179 of the Companies Act 1967 of Singapore, and the person so authorised shall upon production of a copy of such resolution certified by a director of the corporation to be a true copy, be entitled to exercise the powers on behalf of the corporation so represented as the corporation could exercise in person if it were an individual.

A "**Relevant Intermediary**" is:

(a) a banking corporation licensed under the Banking Act 1970 of Singapore or a wholly-owned subsidiary of such a banking corporation, whose business includes the provision of nominee services and who holds shares in that capacity; or

(b) a person holding a capital markets services licence to provide custodial services for securities under the Securities and Futures Act 2001 of Singapore and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, in respect of shares purchased under the subsidiary legislation made under that Act providing for the making of investments from the contributions and interest standing to the credit of members of the Central Provident Fund, if the Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

"**Personal data**" in this Notice of AGM has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting (*a*) details for the registration to observe or participate in the proceeding of the AGM via the Live Webcast, (*b*) an instrument appointing the Chairman of the Meeting (or any other person other than the Chairman) as proxy to attend, speak and vote at the Meeting and/or any adjournment thereof, or (*c*) any questions in accordance with this Notice of AGM, a member of the Company (*i*) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman (or any other person other than the Chairman) as proxy for the AGM, processing the registration for purpose of granting access to members (or their appointed proxy/ proxies) to observe and participate in the proceedings of the AGM, addressing relevant and substantial questions from members received before the AGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the AGM, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Purposes**"), (*ii*) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Purposes, and (*iii*) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

GENERAL

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting (or any other person other than the Chairman) as proxy if it is incomplete, improperly completed or illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified in the instrument appointing the Chairman of the Meeting (or any other person other than the Chairman) as proxy (including any related attachment) (such as in the case where the appointor submits more than one instrument appointing the Chairman of the Meeting (or any other person other than the Chairman) as proxy). In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the Meeting (or any other person other than the Chairman) as proxy lodged if the shareholder being the appointor, is not shown to have shares entered against his name in the Depository Register as at seventy-two (72) hours before the time appointed for holding the AGM, as certified by The Central Depository (Pte) Limited to the Company.