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

RESPONSES TO SGX-ST QUERIES

The Board of Directors (the "**Board**") of Sincap Group Limited (the "**Company**" and together with its subsidiaries, collectively the "**Group**") would like to respond to the queries raised by the SGX-ST in an email to Stamford Corporate Services Pte. Ltd., the Company's Sponsor, on 27 July 2022 (as set out below).

In reviewing the responses below, Shareholders may wish to refer to the Company's announcements dated 15 April 2022, 29 April 2022, 22 May 2022 and 26 May 2022 for further context and background.

A. SGX-ST's Queries and the Company's Response:

SGX-ST's Query 1:
The Company represented that it intends to apply for a waiver of the Catalist Rule 1017(1) requirement to open an escrow account as the total cash currently held in the Company's bank account is not sufficient to repay all its existing creditors in full, including auditors, sponsor and other professional fees, among others. • RegCo has not received any waiver application on this. Please provide status update and reasons for the delay.
Company's Response to Query 1:
The Company has been in the midst of preparing a waiver application since early June 2022. As the application letter includes important details such as, amongst others: *(a) the latest total estimated outstanding liabilities (including existing liabilities to service providers and estimated corporate and operating expenses based on preliminary quotations from service providers and budgets); and* *(b) details of effective changes in the Company's bank signatories (for internal control purposes to demonstrate safeguards to the Company's cash and bank balances while it is a cash company).* *Given that these are key details which will substantiate the Company's application, the Company is of the view that it is important to first, reconcile the outstanding liabilities with the relevant creditors' statement of accounts, procure and receive quotations from the service providers for estimated professional fees, and effect the change of the signing mandate with the banks, in order to confirm the various facts and figures to be included in its application, prior to submission of the application letter to SGX RegCo.* *On such basis, the Company has, as at the date of this announcement, (i) worked out the total estimated outstanding amounts as at 31 July 2022 (including estimated corporate and operating expenses); and (ii) received banks' approval for the inclusion*

of the Company's Audit Committee Chairman as one of the authorised signatories for any withdrawals from the Company's bank accounts. There has been some unexpected administrative delay in the change and verification process as the banks required the presence of Company's chief executive officer, Ken Chu, who is currently residing overseas. This was subsequently verified and resolved for the Company's main bank account, and the Company is in the midst of resolving this matter for another of its ancillary bank accounts.

Following the confirmation of the abovementioned, the Company intends to submit the application letter the latest by next week.

SGX-ST's Query 2:

The Company had previously announced that it has initiated discussions with the Professional Investor and is in the midst of finalising the key commercial terms for a RTO deal.

- Please provide updates on the Company's discussions with the Professional Investment and any potential RTO deal.

Company's Response to Query 2:

The Company is currently in the midst of negotiating and finalizing pertinent commercial terms and conditions for a proposed transaction with the Professional Investor and expects to be able to announce details on this within the next 2 weeks. The commercial discussions with the Professional Investor have taken longer than expected time as the Company needs to address certain key questions raised by the Professional Investor prior to signing any definitive agreements with the Professional Investor.

SGX-ST's Query 3:

Pursuant to Catalist Rule 1017(2), Sincap is required to meet the requirements for a new listing within 12 months from the time it becomes a cash company (i.e. by 4 May 2022). Otherwise, the Company may face delisting.

The Company had represented that it will seek approval from SGX Regco for an extension of time to comply with Catalist Rule 1017(2), the Company will take note and is aware of the importance to put in place specific and feasible corporate plans for the consideration of SGX Regco in relation to such application.

- RegCo has yet to receive any waiver application for this. Please provide status update and reasons for the delay.

Company's Response to Query 3:

As the Company has yet to identify a RTO target and has not, at the moment entered into a definitive agreement for a proposed RTO, it is unable to provide concrete timelines for a Catalist Rule 1017(2) extension of time application at this juncture. As stated in the above Company's Response to Query 2, the Company is in the midst of negotiating and finalising commercial terms with the Professional Investor and expects to announce the proposed transaction within the next 2 weeks. The Company has reasonable grounds to believe that the Professional Investor has corporate

experience and business networks which could help the Company initiate feasible corporate turnaround plans. The commercial terms, once finalized, will result in the signing of a heads of agreement which will be binding on the Company and the Professional Investor. Following the entry into such a definitive agreement and with clearer indication on the terms of a proposed RTO (including a proposed timeline and milestones to be met), the Company will submit a Catalist Rule 1017(2) extension of time application to substantiate the grounds for its application.

SGX-ST's Query 4:

Pursuant to Catalist Rule 1017(1)(b), the Company being a "cash company", must provide monthly announcement on valuation of its assets and utilization of cash, and updates on milestones in obtaining a new business.

- The Company has not been making announcement on this, hence not in compliance with Rule 1017(1)(b). Please provide status update and reasons for the delay.

Company's Response to Query 4:

*Together with its Catalist Rule 1017(1)(a) waiver application, the Company will be applying for an extension of time application for further time to comply with Catalist Rule 1017(1)(b) to provide a monthly valuation of its assets and utilization of cash (the "**Monthly Cash Valuation Announcement**") given that the details in the Monthly Cash Valuation Announcement are dependent on the audited financials for FY2021 and the Company will only be able to release Monthly Cash Valuation Announcement via SGXNET upon finalisation of its financial statements for FY2020 and FY2021. In this regard, the Company intends to hold audit planning meeting with the Auditors to discuss the audit process and estimated audit completion timelines as soon as possible after announcing the proposed transaction with the Professional Investor.*

As such, the Company will include the above application for extension of time to make the Monthly Cash Valuation Announcement in its letter of application for waiver in respect of compliance with the escrow account requirement, which the Company will submit to SGX Regco next week.

SGX-ST's Query 5:

Please provide the Company's plans to comply with Catalist Rules 1017(1) and 1017(2).

Company's Response to Query 5:

Please refer to details in the above Company's Response to Query 1, 3 and 4.

SGX-ST's Query 6:

Has the Sponsor been following up with the Company on the above non-compliance of listing rules?

Company's Response to Query 6:

The Company reproduces the Sponsor's response as follows:

"Yes, the Sponsor has continued to follow up with the Company on the above non-compliance of listing rules and has been (a) discussing, reviewing and providing the Company with comments on its draft waiver application letter mentioned in the Company's Responses to Queries 1 and 4 above; and (b) following up and been in discussions with the Company on its discussions with the Professional Investor, and the details of the proposed transaction."

B. Directors' Responsibility Statement

The Directors 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, this announcement constitutes full and true disclosure of all material facts in respect of the Company and its subsidiaries, and the Directors are not aware of any facts the omission of which would make any statement in this announcement misleading.

Where information in the announcement has been extracted from published or otherwise publicly available sources or obtained from a name source, the sole responsibility of the Directors has been to ensure that such information has been accurately and properly extracted from those sources and/or reproduced in this announcement in its proper form and context.

The Board wishes to advise shareholders and potential investors to exercise caution when dealing in the shares of the Company, In the event of any doubt, they should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board
SINCAP GROUP LIMITED

CHU MING KIN
EXECUTIVE CHAIRMAN AND CHIEF EXECUTIVE OFFICER
29 JULY 2022

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"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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 Mr Bernard Lui, Telephone: +65 6389 3000, Email: bernard.lui@morganlewis.com.