

PROPOSED PLACEMENT OF UP TO 450,250,000 NEW ORDINARY SHARES IN THE CAPITAL OF THE COMPANY- 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 announcements dated 30 August 2017 and 8 February 2018 in relation to the Company’s proposed placement (the “**Proposed Placement**”) of up to 450,250,000 new ordinary shares of the Company (the “**Placement Shares**”). Unless otherwise defined, all capitalized terms and references used herein shall bear the same meaning ascribed to them in the Company’s announcement dated 30 August 2017.
- 1.2. The Company has recently on 4 April 2018, through its sponsor, Stamford Corporate Services Pte. Ltd., submitted an application to the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) for the listing and quotation of the Placement Shares on Catalist. The delay in the abovementioned application was due to the time taken in investigating and resolving the issues surrounding the letter received from the management and employees’ union of Shandong Luneng Taishan Mining Co., Ltd. and the letter of demand from Fu Hao as previously announced.

2. LISTING AND QUOTATION NOTICE

- 2.1 The Board wishes to announce that the Company has on 12 April 2018 obtained the listing and quotation notice from the SGX-ST (the “**LQN**”) for the listing and quotation of up to 450,250,000 Placement Shares at an issue price of not less than S\$0.018 per Placement Share to each Placee.
- 2.2 The LQN is not to be taken as an indication of the merits of the Proposed Placement, the Placement Shares, the Company, its subsidiaries and their securities.

3. INTEREST OF DIRECTORS AND SUBSTANTIAL SHAREHOLDERS

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

4. RESPONSIBILITY STATEMENT

- 4.1 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.

5. TRADING CAUTION

- 5.1 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 Placement 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 Limited

Chu Ming Kin
Executive Chairman and Chief Executive Officer

12 April 2018

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 SGXST 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.

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