



SINCAP GROUP

## SINCAP GROUP LIMITED

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

### NOTICE OF EXTRAORDINARY GENERAL MEETING

All capitalised terms in this Notice of Extraordinary General Meeting not defined herein have the same meanings ascribed to them in the Company's circular dated 12 April 2018.

**NOTICE IS HEREBY GIVEN** that an Extraordinary General Meeting of Sincap Group Limited (the "Company") will be held on 27 April 2018 at 10:00 a.m. (or as soon thereafter following the conclusion of the annual general meeting of the Company to be held at 9:30 a.m. on the same day and at the same place) at 60 Benoi Road, #03-02 EMS Building, Boardroom, Singapore 629906, to consider and, if thought fit, passing (with or without modifications), the following resolutions:

#### 1. ORDINARY RESOLUTION

##### – THE PROPOSED EXPANSION OF THE GROUP'S PROPERTY BUSINESS TO INCLUDE THE PROPERTY MANAGEMENT BUSINESS

That:

- (a) approval be and is hereby granted for the Company to expand the scope of the Group's business to include the Property Management Business; and
- (b) the Directors be and are hereby authorised to do any and all such acts (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the Property Management Business.

#### 2. ORDINARY RESOLUTION

##### – THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS TO INCLUDE THE LOGISTICS BUSINESS

That:

- (a) approval be and is hereby granted for the Company to expand the scope of the Group's business to include the Logistics Business; and
- (b) the Directors be and are hereby authorised to do any and all such acts (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the Logistics Business.

#### 3. ORDINARY RESOLUTION

##### – THE PROPOSED DIVERSIFICATION OF THE GROUP'S BUSINESS TO INCLUDE THE TECHNOLOGY BUSINESS

That:

- (a) approval be and is hereby granted for the Company to expand the scope of the Group's business to include the Technology Business; and
- (b) the Directors be and are hereby authorised to do any and all such acts (including executing all such documents as may be required) as they may, in their absolute discretion deem fit, expedient or necessary to give effect to the Technology Business.

#### 4. ORDINARY RESOLUTION

##### – THE PROPOSED ADOPTION OF A GENERAL MANDATE FOR INTERESTED PERSON TRANSACTIONS

That:

- (a) approval be and is hereby given, for the purposes of Chapter 9 of the Catalyst Rules as may be amended, supplemented or modified from time to time ("Chapter 9"), for the Company, its subsidiaries and its associated companies which are entities at risk as defined under Chapter 9, to enter into any of the transactions falling within the types of interested person transactions described in the Section 4.3 of the Company's circular to Shareholders dated 12 April 2018 (the "Circular"), with any person who falls within the classes of interested persons described in Section 4.3 of the Circular, provided that such transactions are made on normal commercial terms and are not prejudicial to the interests of the Company and its minority shareholders and are in accordance with the review procedures for interested person transactions as set out in Sections 4.5 and 4.6 of the Circular (the "IPT General Mandate");
- (b) the IPT General Mandate shall, unless revoked or varied by the Company in a general meeting, continue in force until the date that the next Annual General Meeting of the Company is held or is required by law to be held, whichever is the earlier;
- (c) the audit and risk committee of the Company be and is hereby authorised to take such action as it deems proper in respect of such procedures and/or to modify or implement such procedures as may be necessary to take into consideration any amendment to Chapter 9 which may be prescribed by the SGX-ST from time to time; and
- (d) the Independent Directors for the purpose of the IPT General Mandate be and are authorised to complete and do all such acts and things (including, without limitation, executing all such documents as may be required) as they may consider expedient or necessary in the interests of the Company to give effect to the IPT General Mandate and/or this Resolution.

#### By Order of the Board

Chu Ming Kin  
Executive Chairman and Chief Executive Officer  
12 April 2018

#### Notes:

1. (a) A member who is not a relevant intermediary is entitled to appoint one or two proxies to attend, speak and vote in his/her stead at the Extraordinary General Meeting (the "Meeting"). Where such member's proxy form appoints more than one proxy, the proportion of the shareholding concerned to be represented by each proxy shall be specified in the proxy form.
- (b) A member who is a relevant intermediary is entitled to appoint more than two proxies to attend, speak and vote at the Meeting, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such member. Where such member's proxy form appoints more than two proxies, the appointments shall be invalid unless the member specifies the number of Shares in relation to which each proxy has been appointed.

"Relevant intermediary" has the meaning ascribed to it in Section 181 of the Companies Act, Chapter 50 of Singapore.

2. If the appointor is a corporation, the instrument appointing a proxy must be executed under seal or the hand of its duly authorised officer or attorney.
3. The instrument appointing a proxy or proxies must be deposited at the registered office of the Company at 6 Mohamed Sultan Road, #03-01, Singapore 238956 not less than forty-eight (48) hours before the time appointed for holding the Meeting and any adjournment thereof.
4. By attending the Meeting and/or any adjournment thereof or submitting an instrument appointing a proxy(ies) and/or representative(s) to attend, speak and vote at the Meeting and/or any adjournment thereof, a Member (i) consents to the collection, use and disclosure of the Member's personal data by the Company (or its agents) for the purpose of the processing and administration by the Company (or its agents) of proxies and representatives appointed for the Meeting (including any adjournment thereof) and the preparation and compilation of the attendance lists, minutes and other documents relating to the Meeting (including any adjournment thereof), and in order for the Company (or its agents) 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), 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) 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.

This notice has 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 notice has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this notice including the correctness of any of the statements or opinions made or reports contained in this notice.

The contact person for the Sponsor is Mr. Bernard Lui, Telephone: +65 63893000, Email: bernard.lui@morganlewis.com.