

**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 and/or voting by proxy at the AGM are set out in the Notice of AGM dated 11 June 2020 which has been uploaded on the SGX website.
3. A shareholder will not be able to attend the AGM in person. If a shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a shareholder (whether individual or corporate) must give specific instructions as to voting, or abstentions from voting, in the form of proxy, failing which the appointment of the Chairman of the Meeting as proxy for that resolution will be treated as invalid.
4. For Supplementary Retirement Scheme investors ("**SRS Investors**") and Central Provident Fund investors ("**CPF Investors**") who wish to appoint the Chairman of the AGM as their proxy, they should approach their SRS Approved Nominees and CPF Agent Banks (as the case may be) to submit their votes at least seven (7) working days before the AGM.
5. By submitting an instrument appointing the Chairman of the Meeting as proxy, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of AGM dated 11 June 2020.
6. Please read the notes overleaf which contain instructions on, inter alia, the appointment of the Chairman of the Meeting as a shareholder's proxy to vote on his/her/ its behalf at the AGM.

I/We\* \_\_\_\_\_ (name) \_\_\_\_\_ (NRIC/Passport No./Company Registration No.) of \_\_\_\_\_ (address) being a member/members of **SINCAP GROUP LIMITED** (the "**Company**") hereby appoint 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 Friday, 26 June 2020 at 10 a.m.

I/We\* direct the Chairman to vote for and against the Ordinary Resolutions to be proposed at the AGM as indicated hereunder.

Please indicate your vote "For" or "Against" 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 the Chairman not to vote on that resolution. Alternatively, please indicate the number of shares that the Chairman is to abstain from voting.

No.	Resolutions Relating To:	For	Against	Abstain
1	Adoption of Directors' Statement and Audited Financial Statements for the financial year ended 31 December 2019 together the Auditors' Report.			
2	Re-election of Mr Robby as a Director of the Company			
3	Re-election of Mr Chia Soon Hin William as a Director of the Company			
4	Approval of the payment of the directors' fees of S\$125,029 in respect of the financial year ended 31 December 2019			
5	Re-appointment of Messrs Baker Tilly TFW LLP as Auditors of the Company and to authorise the Directors to fix their remuneration			
6	Authority to the issue new shares or convertible securities pursuant to Section 161 of the Companies Act, Chapter 50			
7	Authority to issue shares under the Sincap Employee Share Option Scheme 2014.			
8	Renewal of the General Mandate for Interested Person Transactions			

\* Delete whichever not applicable.

Dated this \_\_\_\_\_ day of \_\_\_\_\_ 2020

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

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

**IMPORTANT: PLEASE READ NOTES OVERLEAF**

## 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, Chapter 289 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 shall be deemed to relate to all the Shares held by you.
2. A shareholder will not be able to vote through the live webcast stream and voting is only through submission of proxy form. If a shareholder (whether individual or corporate) wishes to exercise his/her/its voting rights at the AGM, he/she/it must appoint the Chairman of the Meeting as his/her/its proxy to vote on his/her/its behalf at the AGM. In appointing the Chairman of the Meeting as proxy, a shareholder (whether individual or corporate) should give specific instructions as to voting, or abstentions from voting, in the proxy form. In the event no specific instructions are given herein as to voting, or abstentions from voting, the appointment of the Chairman of the AGM as proxy for that resolution will be treated as invalid.
3. An investor who holds shares through Relevant Intermediaries (as defined below) who wish to participate in the AGM by (a) observing the AGM proceedings through live webcast, (b) submitting questions in advance of the AGM, and (c) appointing the Chairman of the AGM 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.
4. The instrument appointing Chairman of the Meeting as proxy, duly executed, must be submitted in hard copy form or electronically via email:
  - (i) If submitted by post, to be deposited at the registered office of the Company at 6 Eu Tong Sen Street, #07-20 Singapore 059817;
  - (ii) If submitted electronically, be submitted via email to the Company at: **agm2020@sincapgroup.com.sg**.not less than forty-eight (48) hours before the time appointed for the holding of the AGM.

**In view of the current COVID-19 situation and the related safe distancing measures which may make it difficult for members to submit completed Proxy Forms by post, members are strongly encouraged to submit completed Proxy Forms electronically via email.**

5. The instrument appointing the Chairman of the Meeting as proxy 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 an instrument appointing Chairman of the Meeting as proxy is signed on behalf of the appointor 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.
6. 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, Chapter 50 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.
7. For SRS Investors and CPF Investors who wish to appoint the Chairman of the AGM as their proxy, they should approach their SRS Approved Nominees and CPF Agent Banks (as the case may be) to submit their votes by 16 June 2020, 10 a.m. at least seven (7) working days before the AGM.

## A "Relevant Intermediary" is:

- (a) a banking corporation licensed under the Banking Act (Chapter 19) 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 (Chapter 289) and who holds shares in that capacity; or
- (c) the Central Provident Fund Board established by the Central Provident Fund Act (Chapter 36), 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

By submitting an instrument appointing the Chairman of the Meeting as proxy to attend, speak and vote at the Meeting and / or any adjournment thereof, a member of the Company 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 as proxy for the AGM 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.

## GENERAL

The Company shall be entitled to reject the instrument appointing the Chairman of the Meeting 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 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 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 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.