

SINCAP GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 201005161G)

**RESULTS OF THE ANNUAL GENERAL MEETING
HELD ON 30 APRIL 2015**

Pursuant to Rule 704(15) of Section B: Rules of Catalist of the Listing Manual of the Singapore Exchange Securities Trading Limited (the "**Catalist Rules**"), the board of directors (the "**Board**" or the "**Directors**") of Sincap Group Limited (the "**Company**") wishes to announce that at the Annual General Meeting ("**AGM**") of the Company held on 30 April 2015, the resolutions set out in the Notice of AGM dated 15 April 2015 and put to the meeting, were duly passed by the Company's shareholders on an electronic poll vote, save for Resolutions 4, 5 and 9 as set out in this announcement.

The results of the electronic poll on each of the resolutions put to vote at the AGM are set out below for information:

Resolutions	FOR		AGAINST		Total No. of Valid Votes Cast
	No. of Shares	Percentage %	No. of Shares	Percentage %	
<u>Resolution 1:</u> Directors' Report and Audited Accounts for FY2014 together with the Auditors' Report	207,295,800	100.00%	0	0.00%	207,295,800
<u>Resolution 2:</u> Re-election of Mr. Ng Hong Whee as a Director	186,980,300	90.20%	20,315,500	9.80%	207,295,800
<u>Resolution 3:</u> Re-election of Mr. Tan Seow Kheng as a Director	207,295,800	100.00%	0	0.00%	207,295,800

<u>Resolution 4:</u> Re-election of Mr. Yong Chor Ken as a Director (See Note (A) below)	N.A.	N.A.	N.A.	N.A.	N.A.
<u>Resolution 5:</u> Re-election of Mr. Tay Wee Kwang as a Director (See Note (A) below)	N.A.	N.A.	N.A.	N.A.	N.A.
<u>Resolution 6:</u> Re-election of Mr. Chu Ming Kin as a Director	207,295,800	100.00%	0	0.00%	207,295,800
<u>Resolution 7:</u> Re-election of Mr. Bay Cheow Guan David as a Director (See Note (B) below)	207,295,800	100.00%	0	0.00%	207,295,800
<u>Resolution 8:</u> Directors' fees for FY2014	189,857,600	95.39%	9,185,500	4.61%	199,043,100

<u>Resolution 9:</u> Directors' fees for the financial year ending 31 December 2015, payable quarterly in arrears	17,110,000	8.39%	186,865,800	91.61%	203,975,800
<u>Resolution 10:</u> Re-appointment of Auditors and authority to Directors to fix remuneration	207,295,800	100.00%	0	0.00%	207,295,800
<u>Resolution 11:</u> Authority to allot and issue shares	192,995,800	97.47%	5,000,000	2.53%	197,995,800
<u>Resolution 12:</u> Authority to allot and issue shares under the Sincap Performance Share Plan	171,647,600	84.56%	31,348,200	15.44%	202,995,800

Notes:

- (A) Ordinary Resolutions 4 and 5 relating to the respective re-elections of Mr. Yong Chor Ken ("**Mr. Yong**") and Mr. Tay Wee Kwang ("**Mr Tay**") were not proposed and seconded at the AGM as Mr. Yong and Mr. Tay have withdrawn their respective consents for re-election. The announcements in relation to the retirements of Mr. Yong and Mr. Tay as required under Rule 704(6) of the Catalist Rules will be furnished in separate announcements.

The Board endeavours to fill up the vacancies in the various Board Committees as soon as possible.

- (B) Mr. Bay Cheow Guan David was re-elected at the AGM as a Director and remains as a member of the Audit and Risk Committee, the Remuneration Committee and the Nominating Committee. The Board considers Mr. Bay Cheow Guan David to be independent for the purpose of Rule 704(7) of the Catalist Rules.

Messrs. Lee & Lee acted as scrutineer for the poll at the AGM.

By Order of the Board

Lun Chee Leong
Company Secretary
30 April 2015

*This announcement has been prepared by the Company and its contents have been reviewed by the Company's sponsor (the "**Sponsor**"), Canaccord Genuity Singapore Pte. Ltd., for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited (the "**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 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 Ms. Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.