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

NOTICE IS HEREBY GIVEN that an extraordinary general meeting ("**EGM**") of Sincap Group Limited (the "**Company**") will be held by way of electronic means on Friday, 30 June 2023 at 11:30 a.m. (Singapore time) for the purpose of considering and, if thought fit, passing, with or without amendments, the following ordinary resolution:

*Unless otherwise defined, all capitalised terms used herein shall bear the same meanings as ascribed to them in the circular to shareholders of the Company dated 14 June 2023 (the "**Circular**").*

ORDINARY RESOLUTION: THE PROPOSED CHANGE OF AUDITOR

Resolved that, approval be and is hereby given for:

(1) Foo Kon Tan LLP ("**FKT**"), having consented to act, be and are hereby appointed as auditor of the Company in place of Baker Tilly TFW LLP, with effect from the date of approval of Shareholders of this resolution and to hold office until the conclusion of the next annual general meeting of the Company, at a remuneration and on such terms to be agreed between the Directors of the Company and FKT; and

(2) the Directors of the Company and each of them be and are hereby authorised to complete and to do all such things and acts (including, without limitation, executing all such documents as may be required) as they or he may consider necessary or appropriate to give effect to this resolution, with such modifications thereto (if any) as they or he may think fit in the interests of the Company.

BY ORDER OF THE BOARD

Chu Ming Kin
Executive Chairman and Chief Executive Officer
Singapore, 14 June 2023

IMPORTANT:

HOLDING OF THE EXTRAORDINARY GENERAL MEETING ("EGM") THROUGH ELECTRONIC MEANS

(1) Participation in the EGM via live webcast

The EGM will be held by way of 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.

The following steps will be taken:

(a) the Company will provide for the EGM to be shown by live webcast, by way of (i) audio and video feed, or (ii) audio feed only, as shareholders may elect at their discretion ("**Live Webcast**"). Shareholders and their proxies will not be able to attend the EGM in person;

(b) all shareholders, including investors who hold shares through Relevant Intermediaries (as defined below) ("**Investors**") (including Central Provident Fund ("**CPF**") and Supplementary Retirement Scheme ("**SRS**") (collectively, the "**CPF/SRS investors**")), who wish to participate in the EGM via Live Webcast must register their details including full name, NRIC/Passport/Company Registration No., mobile number, email and address on the Company's EGM pre-registration website at https://forms.gle/5yN1edogGUFLqjvaA by Tuesday, 27 June 2023 at 11:30 a.m. ("**Registration Deadline**"), for the Company to verify their status as shareholders. In particular, members who hold shares through Relevant Intermediaries (as defined below) and SRS Investors (as defined below) should refer to paragraph 3 below for more details on how to participate in the EGM;

(c) verified shareholders will receive an email by Wednesday, 28 June 2023 at 11:30 a.m., containing instructions to access the Live Webcast. Shareholders must not forward the link or their log-in details to third persons who are not shareholders and who are not entitled to attend the EGM proceedings;

(d) shareholders who do not receive an email by Wednesday, 28 June 2023 at 11:30 a.m., but have registered before the Registration Deadline should email to: ir@sincapgroup.com for assistance;

(e) shareholders who have any questions in relation to the resolution set out in the Notice of EGM, shall send their queries to the Company in advance, by Thursday, 22 June 2023 at 11:30 a.m., on the questions portal at https://forms.gle/6Mk64UephPdyUiuE7. The Company will endeavour to address all substantial and relevant questions received from Shareholders prior to the EGM by publishing the responses to such questions on SGXNet at the URL: https://www.sgx.com/securities/company-announcements before 11:30 a.m. on 25 June 2023 (being 48 hours prior to the last date and time for lodgement of Proxy Form) (the "**Pre-Meeting Reply**"). The Company will address those substantial and relevant questions which have not already been addressed in the Pre-Meeting Reply, as well as those received live at the EGM. Where substantially similar questions are received, the Company will consolidate such questions and consequently not all questions may be individually addressed; and

(f) Shareholders will also be able to ask questions during the Live Webcast through real-time electronic communication during the EGM. Shareholders who wish to ask questions live at the EGM must pre-register at https://forms.gle/5yN1edogGUFLqjvaA by Tuesday, 27 June 2023 at 11:30 a.m. Unique access details for asking questions live at the EGM will be provided to shareholders (or their proxy or proxies, as the case may be) who registered for and are verified to attend the EGM. The Company will endeavour to address all substantial and relevant questions (determined by the Company in its sole discretion) during the EGM. The Company will publish the minutes of the EGM (including its responses to substantial and relevant questions received from Shareholders which were addressed during the EGM) on SGX website within one (1) month after the date of the EGM by 31 July 2023.

(2) Live voting and voting by proxy

Shareholders and proxies may cast their votes in real time for each resolution tabled at the EGM via the Live Webcast. Unique access details for live voting will be provided to shareholders (or their proxy or proxies, as the case may be) who registered for and are verified to attend the EGM. Alternatively, shareholders may appoint the Chairman of the EGM as his/her/its proxy to vote on his/her/its behalf at the EGM. If no specific instructions as to voting is given, the appointment of the Chairman of the EGM (or any person other than the Chairman) as proxy for that resolution will be treated as invalid.

The accompanying proxy form for the EGM may be accessed from the SGX website at https://www.sgx.com/securities/company-announcements.

The duly executed proxy form appointing Chairman of the EGM (or any other person other than the Chairman) as proxy to vote on their shareholder's behalf at the EGM must be submitted in hard copy form or electronically via email:

(a) if submitted by post, to be deposited at its registered office at 10 Anson Road, #11-03 International Plaza, Singapore 079903; or

(b) if submitted electronically, be submitted via email to the Company at ir@sincapgroup.com,

in either case, not less than seventy-two (72) hours before the time appointed for the holding of the EGM and/or adjournment thereof.

A proxy need not be a member of the Company.

In appointing the Chairman of the EGM as proxy, a shareholder must give specific instructions as to voting, or abstentions from voting, in the proxy form, failing which the appointment of the Chairman of the EGM as proxy for that resolution will be treated as invalid. **Any incomplete proxy form will be rejected by the Company.**

The proxy form 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 a proxy form is signed on behalf of the appointer 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.

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 EGM, in accordance with its Constitution and Section 179 of the Companies Act 1967 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.

(3) Members holding shares through a Relevant Intermediary

Members who hold shares through Relevant Intermediaries (as defined below), including CPF and SRS Investors, and who wish to participate in the EGM by (a) observing the EGM proceedings through Live Webcast, (b) submitting questions in advance of (or live at) the EGM, and (c) appointing the Chairman of the EGM as proxy to attend, speak and vote on their behalf at the EGM, should contact the Relevant Intermediary through which they hold such shares as soon as possible to make the necessary arrangements. CPF and SRS Investors who wish to appoint the Chairman of the EGM as their proxy should approach their respective CPF agent banks or SRS operators to submit their votes by Monday, 19 June 2023 at 11:30 a.m., at least seven (7) working days before the EGM.

A "Relevant Intermediary" is:

(a) a banking corporation licensed under the Banking Act 1970 of Singapore 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 2001 of Singapore and who holds shares in that capacity; or

(c) the Central Provident Fund Board established by the Central Provident Fund Act 1953 of Singapore, 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

"Personal data" in this Notice of EGM has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting (a) details for the registration to observe or participate in the proceeding of the EGM via the Live Webcast, (b) an instrument appointing the Chairman of the EGM (or any other person other than the Chairman) as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, or (c) any questions in accordance with this Notice of EGM, a member of the Company (i) 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 (or any other person other than the Chairman) as proxy for the EGM, processing the registration for purpose of granting access to members (or their appointed proxy/proxies) to observe and participate in the proceedings of the EGM, addressing relevant and substantial questions from members received before the EGM and if necessary, following-up with the relevant members in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents or service providers) 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 or service providers), 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 or service providers) 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.

Photographic, sound and/or video recordings at the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purpose.