



SINCAP GROUP

SINCAP GROUP LIMITED

(UEN. No.: 201005161G)

(Incorporated in the Republic of Singapore on 10 March 2010)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT an Extraordinary General Meeting of Sincap Group Limited (the "Company") will be held at Sapphire 3, Social Clubhouse Level 2, Orchid Country Club, 1 Orchid Club Road, Singapore 769162 on 25 April 2014 at 3.00 p.m. (or as soon thereafter following the conclusion or adjournment of the Annual General Meeting of the Company to be held at 2.00 p.m. on the same day and at the same place), for the purpose of considering and, if thought fit, passing (with or without any modifications) the following Ordinary Resolutions.

All capitalised terms in this Notice which are not defined herein shall have the same meanings ascribed to them in the circular to Shareholders of the Company dated 9 April 2014.

ORDINARY RESOLUTIONS

ORDINARY RESOLUTION 1: THE PROPOSED ADOPTION OF THE SINCAP GROUP EMPLOYEE SHARE OPTION SCHEME 2014

That approval be and is hereby given for the Sincap Group Employee Share Option Scheme 2014 as defined in the Circular, particulars of which are set out in the Circular, and the Committee of the Company be and is hereby authorised to:

- (a) establish and administer the Sincap Group Employee Share Option Scheme 2014;
- (b) modify and/or amend the Sincap Group Employee Share Option Scheme 2014 from time to time provided that such modification(s) and/or amendment(s) are effected in accordance with the provisions of the Sincap Group Employee Share Option Scheme 2014 and to do all such acts and to enter into all such transactions, arrangements and agreements as may be necessary or expedient in order to give full effect to the Sincap Group Employee Share Option Scheme 2014; and
- (c) offer and grant Option(s) in accordance with the rules of the Sincap Group Employee Share Option Scheme 2014 and pursuant to Section 161 of the Companies Act (Chapter 50 of Singapore) to allot and issue from time to time such number of Shares in the capital of the Company as may be required to be allotted, issued and/or delivered pursuant to the exercise of the Options that may be granted under the Scheme provided always that the total number of the Shares available under the Scheme shall not exceed 15% of the issued share capital of the Company from time to time; the aggregate number of Shares available to Participants who are Controlling Shareholders of the Company and their Associates shall not exceed 25% of the Shares available under the Scheme and the number of Shares available to each Participant who is a Controlling Shareholder of the Company or his Associates shall not exceed 10% of the Shares available under the Scheme.

ORDINARY RESOLUTION 2: THE PROPOSED GRANT OF AUTHORITY TO OFFER AND GRANT OPTIONS UNDER THE SINCAP GROUP EMPLOYEE SHARE OPTION SCHEME 2014 AT A DISCOUNT

That, subject to and contingent upon the passing of Ordinary Resolution 1, the Committee of the Company be and is hereby authorised to offer and grant Option(s) in accordance with the rules of the Sincap Group Employee Share Option Scheme 2014 with Exercise Price set at a maximum discount of 20% to the Market Price (as defined below), provided that such discount does not exceed the relevant limits set by the SGX-ST.

In this notice, "Market Price" means the price equal to the average of the last dealt prices for a Share, as determined by reference to the daily official list or other publication published by the SGX-ST for five (5) consecutive Market Days immediately preceding the offer date of that Option, rounded up to the nearest one-tenth of a cent in the event of fractional prices.

ORDINARY RESOLUTION 3: PARTICIPATION BY MR FU HAO, A CONTROLLING SHAREHOLDER OF THE COMPANY, TO SUBSCRIBE FOR A MAXIMUM OF UP TO 2,632,500 SHARES UNDER THE SINCAP GROUP EMPLOYEE SHARE OPTION SCHEME 2014

That, subject to and contingent upon the passing of Ordinary Resolution 1, approval be and is hereby given for the participation by Mr Fu Hao, a Controlling Shareholder of the Company, in the Sincap Group Employee Share Option Scheme 2014 in accordance with the rules of the Sincap Group Employee Share Option Scheme 2014.

ORDINARY RESOLUTION 4 – OFFER AND GRANT OF OPTIONS TO SUBSCRIBE FOR A MAXIMUM OF UP TO 2,632,500 SHARES UNDER THE SINCAP GROUP EMPLOYEE SHARE OPTION SCHEME 2014 TO MR FU HAO, A CONTROLLING SHAREHOLDER OF THE COMPANY

That, subject to and contingent upon the passing of Ordinary Resolutions 1, 2 and 3, approval be and is hereby given for the proposed offer and grant to Mr Fu Hao, a Controlling Shareholder of the Company, of Options pursuant to and in accordance with the rules of the Sincap Group Employee Share Option Scheme 2014 on the following terms, and the Directors be and are hereby authorised to issue and allot such Shares upon the exercise of the Options:

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|------------------------------------------------------------|---|--------------------------------------------------------------------------------------------------------------------------------------------------------------------|
| (i) Proposed Date of Grant | : | Within 12 months from the date of the EGM |
| (ii) Number of new Shares comprised in the proposed Option | : | Up to a maximum of 2,632,500 Shares or 10% of the Shares under the Scheme |
| (iii) Exercise Price per new Share | : | At the Market Price on the Date of Grant |
| (iv) Exercise Period | : | The period from the day after the 1 st anniversary of the Date of Grant to the day falling before the 10 th anniversary of the Date of Grant |

BY ORDER OF THE BOARD

Lun Chee Leong
Company Secretary

Singapore
9 April 2014

Notes:

1. A member of the Company entitled to attend and vote at the Meeting of the Company is entitled to appoint one or two proxies to attend and vote instead of him. A proxy need not be a member of the Company.
2. Where a member appoints two proxies, the appointments shall be invalid unless he specifies the proportion of his shareholding (expressed as percentage of the whole) to be represented by each proxy.
3. The instrument appointing a proxy or proxies must be deposited together with the power of attorney (if any) under which it is signed or a notarially certified or office copy thereof must be lodged at the Registered Office of the Company at 7500A Beach Road, #09-322, The Plaza, Singapore 199591, not less than 48 hours before the time appointed for the Extraordinary General Meeting.
4. The instrument appointing a proxy or proxies must be under the hand of the appointor or his attorney duly authorised in writing. Where the instrument appointing a proxy or proxies is executed by a corporation, it must be executed either under its common seal or under the hand of an officer or attorney duly authorised.
5. A corporation which is a member may, by resolution of its directors or other governing body, appoint such person as it thinks fit to act as its representative at the Extraordinary General Meeting, in accordance with Section 179 of the Companies Act, Chapter 50 of Singapore.

This notice has been prepared by the Company and its contents have been reviewed by the Company's sponsor ("Sponsor"), Canaccord Genuity Singapore Pte. Ltd., 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 notice.

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 Ms Karen Soh, Managing Director, Corporate Finance, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854-6160.