

SINCAP GROUP LIMITED

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

- (1) CHANGES IN THE COMPOSITION OF THE BOARD**
 - (2) RECONSTITUTION OF THE AUDIT AND RISK, NOMINATING AND REMUNERATION COMMITTEES**
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The board of directors (the "**Board**") of Sincap Group Limited (the "**Company**") wishes to announce the following with effect from 23 May 2014:

1. Mr. Yong Chor Ken and Mr. Tay Wee Kwang have been appointed as Independent Directors of the Company; and
2. The particulars of Mr. Yong Chor Ken and Mr. Tay Wee Kwang as required under Rule 704(6) of the Listing Manual (Section B: Rules of Catalist) of the Singapore Exchange Securities Trading Limited (the "**SGX-ST**") will be set out in separate announcements.

In consequent of the above appointments, with effect from 23 May 2014, the Board and its Committees had been reconstituted and comprise the following members:

Board of Directors

- | | | | |
|----|-------------------|---|----------------------------|
| 1. | Mr. Ng Hong Whee | - | Executive Chairman and CEO |
| 2. | Mr. Fu Hao | - | Executive Director |
| 3. | Mr. Yap Kian Peng | - | Lead Independent Director |
| 4. | Mr. Lin Song | - | Independent Director |
| 5. | Mr. Sha Zhenquan | - | Independent Director |
| 6. | Mr. Yong Chor Ken | - | Independent Director |
| 7. | Mr. Tay Wee Kwang | - | Independent Director |

Audit and Risk Committee

- | | | | |
|----|-------------------|---|----------|
| 1. | Mr. Yap Kian Peng | - | Chairman |
| 2. | Mr. Lin Song | - | Member |
| 3. | Mr. Sha Zhenquan | - | Member |
| 4. | Mr. Yong Chor Ken | - | Member |
| 5. | Mr. Tay Wee Kwang | - | Member |

Nominating Committee

- | | | | |
|----|-------------------|---|----------|
| 1. | Mr. Sha Zhenquan | - | Chairman |
| 2. | Mr. Yap Kian Peng | - | Member |
| 3. | Mr. Lin Song | - | Member |
| 4. | Mr. Yong Chor Ken | - | Member |
| 5. | Mr. Tay Wee Kwang | - | Member |

Remuneration Committee:

- | | | | |
|----|-------------------|---|----------|
| 1. | Mr. Lin Song | - | Chairman |
| 2. | Mr. Yap Kian Peng | - | Member |
| 3. | Mr. Sha Zhenquan | - | Member |
| 4. | Mr. Yong Chor Ken | - | Member |
| 5. | Mr. Tay Wee Kwang | - | Member |

BY ORDER OF THE BOARD

LUN CHEE LEONG
Company Secretary

23 May 2014

*This announcement 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 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.

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