

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

**MATTERS CONCERNING IRREGULARITIES IN RESPECT OF CERTAIN TRANSACTIONS
UNDERTAKEN BY AN AUSTRALIAN SUBSIDIARY OF THE COMPANY
- UPDATES**

The board of directors (the “**Board**”) of Sincap Group Limited (the “**Company**”, and together with its subsidiaries, the “**Group**”) refers to the Company’s announcement on 21 May 2015 (“**Announcement**”) in relation to a series of transactions (the “**Transactions**”) undertaken by SCL Murray Pty Ltd (“**SCL Murray**”), a wholly-owned subsidiary of the Company through Sincap Land (Aus) Pty Ltd and Sincap Australia Pte Ltd.

Unless otherwise defined, capitalised terms used herein shall bear the same meaning as ascribed to them in the Announcement.

The Board wishes to announce that the Company and SCL Murray had entered into a settlement agreement (“**Settlement Agreement**”) with Mr Damon Ferguson, Mr Chad Ferguson and Mr Antony Hatt (collectively referred to as the “**Richardson 1 Directors**”) as well as Mr Tan Wei Loon (also known as Mr Lawrence Tan), duly signed by all parties by 4 September 2015. The salient terms of the Settlement Agreement include the following:-

- (A) The Richardson 1 Directors are to make all requisite payments to SCL Murray amounting to the sum of the Reliance Loan (including the principal amount of the loan, together with all accrued interests and penalties (if any)) by 31 October 2015, so as to enable SCL Murray to make full repayment of the Reliance Loan and be released from all obligations under the Loan Agreement (including the discharge of the mortgage over the Property) (“**Discharge**”).
- (B) Within three (3) business days of the Discharge, SCL Murray shall issue a letter of discharge to Richardson 1 in respect of the Richardson Loan, and parties would be released from their obligations under the Finance Agreement; and the Richardson 1 Directors and Mr Lawrence Tan shall resign as directors of SCL Murray.
- (C) The Company shall, by 31 December 2015, notify the Richardson 1 Directors whether the Company intends to continue with the proposed development of the Property (the “**Proposed Project**”). In the event the Proposed Project is not proceeded with, (i) the Richardson 1 Directors shall bear approximately half of all expenses incurred or to be incurred by SCL Murray for the Proposed Project (in respect of service providers engaged by SCL Murray); and (ii) such sums owing by SCL Murray to a company related to the Richardson 1 Directors in respect of the development of the Proposed Project, shall be waived.

The Company will provide further updates to shareholders relating to the completion of the Settlement Agreement as well as the financial impact on the Company and the Group, on or immediately after 31 October 2015.

In the meantime, shareholders of the Company are advised to exercise caution when dealing in the shares of the Company (“Shares”), and to refrain from taking any action in respect of their Shares which may be prejudicial to their interests. In the event of any doubt, shareholders of the Company should consult their stockbrokers, bank managers, solicitors, accountants or other professional advisers.

By Order of the Board

CHU MING KIN
Chairman and CEO

8 September 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. Alice Ng, Director and Head of Continuing Sponsorship, Canaccord Genuity Singapore Pte. Ltd., at 77 Robinson Road #21-02 Singapore 068896, telephone (65) 6854 6160.