

PROXY FORM

SINCAP GROUP LIMITED

("Company")
(Incorporated in the Republic of Singapore)
Company Registration No. 201005161G

EXTRAORDINARY GENERAL MEETING

PROXY FORM

IMPORTANT

- The Extraordinary General Meeting of the Company ("EGM") is being convened and will be held physically at 10 Anson Road, #31-06 International Plaza, Singapore 079903 on Thursday, 11 September 2025 at 10:00 a.m. (Singapore time). The Notice of EGM, Proxy Form, Request Form and the Circular will be sent to members by electronic means via publication on the SGXNet at <https://www.sgx.com/securities/company-announcements>. Printed copies of the Notice of EGM, Proxy Form and Request Form (to request for a copy of the Circular) will also be sent by post to members.
- Please read the notes overleaf before completing this Proxy Form.
- This Proxy Form is not valid for use and shall be ineffective for all intents and purposes if used or purported to be used by Central Provident Fund ("CPF") and Supplementary Retirement Scheme ("SRS") investors. CPF and SRS Investors (i) may vote at the EGM if they are appointed as proxies by their respective CPF agent banks or SRS operators, and should contact their respective CPF agent banks or SRS operators if they have any queries regarding their appointment as proxies; and(ii) may appoint the Chairman of the EGM as proxy to vote on their behalf at the EGM, in which case they should approach their respective CPF agent banks or SRS operators to submit their votes by Tuesday, 2 September 2025 at 6:00 p.m. (Singapore time).

*I/We, _____ (name), *NRIC/Passport number/Company registration number _____
of _____ (address)
being *a member/members of SINCAP GROUP LIMITED (the "Company"), hereby appoint:

Name	Email Address	NRIC/Passport No.	Proportion of Shareholding	
			No. of Shares	%

*and/or

Name	Email Address	NRIC/Passport No.	Proportion of Shareholding	
			No. of Shares	%

or failing the person, or either or both of the persons referred to above, the Chairman of the EGM, as my/our* proxy to attend and vote for me/us and on my/our* behalf, by poll, at the EGM of the Company to be held physically at 10 Anson Road, #31-06 International Plaza, Singapore 079903 on Thursday, 11 September 2025 at 10:00 a.m. (Singapore time) and at any adjournment thereof.

I/We* direct my/our* proxy/proxies* to vote for, against or to abstain from voting in respect of the resolutions to be proposed at the EGM as indicated hereunder. If no specific direction as to voting is given or in the event of any other matter arising at the EGM and/or at any adjournment thereof, the *proxy/proxies may vote or abstain from voting at his/her discretion.

Please indicate your vote "For", "Against" or "Abstain" with an "X" within the boxes provided below. Alternatively, please indicate the number of votes as appropriate. If you indicate an "X" within the "Abstain" box for a particular resolution, you are directing your proxy(ies) not to vote on that resolution and your votes will not be counted in computing the required majority on a poll.

No.	Resolution	For ⁽¹⁾	Against ⁽¹⁾	Abstain ⁽¹⁾
1.	Ordinary Resolution 1: Proposed Acquisition			
2.	Ordinary Resolution 2: Proposed Issue of Consideration Shares			
3.	Ordinary Resolution 3: Proposed Whitewash Resolution			
4.	Ordinary Resolution 4: Proposed Issue of Mr Chu's Settlement Shares			
5.	Ordinary Resolution 5: Proposed Issue of IDs Settlement Shares to Mr Lee Fang Wen			
6.	Ordinary Resolution 6: Proposed Issue of IDs Settlement Shares to Mr Tay Boon Zhuan			
7.	Ordinary Resolution 7: Proposed Issue of Consultant Settlement Shares to Ms Ng Siew Thung			
8.	Ordinary Resolution 8: Proposed Issue of SAC Capital Shares			
9.	Ordinary Resolution 9: Proposed Issue of New Placement Shares			
10.	Ordinary Resolution 10: Proposed Convertible Bond Issue			
11.	Ordinary Resolution 11: Proposed Change of Core Business			
12.	Ordinary Resolution 12: Appointment of Mr Shen Wende as a Proposed New Director			
13.	Ordinary Resolution 13: Appointment of Mr Tang Yeng Yuen as a Proposed New Director			
14.	Ordinary Resolution 14: Appointment of Mr Jackson Tay Eng Kiat as a Proposed New Director			
15.	Ordinary Resolution 15: Appointment of Ms Ng Li-May, Vanessa as a Proposed New Director			
16.	Ordinary Resolution 16: The Proposed IPT General Mandate			
17.	Ordinary Resolution 17: Proposed New Share Issue Mandate			
18.	Ordinary Resolution 18: Proposed Change of Independent Auditor from Foo Kon Tan LLP to Forvis Mazars LLP			
19.	Special Resolution: Proposed Change of Name			

Dated this _____ day of _____ 2025

Total Number of Shares in:	No. of Shares
(i) CDP Register	
(ii) Register of Members	
Total	

Signature(s) of Member(s) or
Common Seal of Corporate Member

IMPORTANT: PLEASE READ NOTES OVERLEAF.

* Delete where inapplicable

PROXY FORM

Notes:

1. Please insert the total number of Shares held by you. If you have Shares entered against your name in the Depository Register (as defined in section 81SF of the Securities and Futures Act 2001 of Singapore), you should insert that number of Shares. If you have Shares registered in your name in the Register of Members of the Company, you should insert that number of Shares. If you have Shares entered against your name in the Depository Register and Shares registered in your name in the Register of Members, you should insert the aggregate number of Shares entered against your name in the Depository Register and registered in your name in the Register of Members. If no number is inserted, the instrument appointing a proxy or proxies shall be deemed to relate to all the Shares held by you.
2. Persons who holds shares through Relevant Intermediaries (as defined below) and who wish to participate in the EGM by (a) observing the EGM proceedings in person, (b) submitting questions in advance or at the EGM, and/or (c) appointing the Chairman of the EGM (or any other person other than 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.
3. The duly executed proxy form appointing the Chairman of the EGM (or any other person other than the Chairman of the EGM) as proxy to vote on their behalf at the EGM must be submitted in hard copy form or electronically via email:
 - (a) if submitted by post, to be deposited at 33 Ubi Avenue 3, The Vertex #02-22, Singapore 408868; or
 - (b) if submitted electronically, via email to the Company at ir@sincapgroup.com,in either case, not less than 72 hours before the time appointed for the holding of the EGM, i.e. no later than Monday, 8 September 2025 at 10:00 a.m. (Singapore time).
4. A Shareholder who wishes to submit an instrument of proxy must complete and sign the proxy form, before submitting it by post to the address provided above, or before scanning and sending it by email to the email address provided above. Shareholders are encouraged to submit a completed proxy form electronically via email.
5. 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 appointor 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(ies), failing which the instrument may be treated as invalid.**
6. 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.

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 Central Provident Fund Board holds those shares in the capacity of an intermediary pursuant to or in accordance with that subsidiary legislation.

PERSONAL DATA PRIVACY

By submitting an instrument appointing a proxy or proxies, the shareholder accepts and agrees to the personal data privacy terms set out in the Notice of EGM dated 20 August 2025.

GENERAL

The Company shall be entitled to reject a proxy form which is incomplete, improperly completed, illegible or where the true intentions of the appointor are not ascertainable from the instructions of the appointor specified on the proxy form. In addition, in the case of shares entered in the Depository Register, the Company may reject any instrument appointing the Chairman of the EGM (or any other person other than the Chairman of the EGM) as proxy lodged if the shareholder being the appointor, is not shown to have shares entered against his name in the Depository Register as at 72 hours before the time appointed for holding the EGM, as certified by The Central Depository (Pte) Limited to the Company.

A Depositor shall not be regarded as a member of the Company entitled to attend the EGM and to speak and vote thereat unless his name appears on the Depository Register 72 hours before the time fixed for holding the EGM.