

SINCAP GROUP LIMITED

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

- **RESIGNATION OF EXECUTIVE DIRECTOR; AND**
 - **APPOINTMENT OF NON-EXECUTIVE DIRECTOR**
-

The board of directors (the “**Board**”) of Sincap Group Limited (the “**Company**”) wishes to announce that in connection with its policy of leadership renewal, Mr Fu Hao will be retiring as executive director and Mr Tan Seow Kheng will be appointed as non-executive director, both with effect from 11 July 2014.

The Board wishes to express its sincere gratitude to Mr Fu Hao for his invaluable contributions to the Company during the tenure of his office and for his guidance and leadership to the Board throughout his years of service, which has contributed to the success of the Company and its business.

Mr Tan Seow Kheng joins the Board as a non-executive director, and represents Mr Ng Han Meng who is one of the substantial shareholders of the Company. Given the proposed diversification of the business of the Company into property development and property investment, Mr Tan Seow Kheng's prior experience in such businesses would strengthen the Board's expertise in this new business.

In consequence thereof, the composition of the Board will be as follows:

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|----|-------------------|---|----------------------------|
| 1. | Mr Ng Hong Whee | - | Executive Chairman and CEO |
| 2. | Mr Tan Seow Kheng | - | Non-Executive Director |
| 3. | Mr Yong Chor Ken | - | Lead Independent Director |
| 4. | Mr Lin Song | - | Independent Director |
| 5. | Mr Sha Zhenquan | - | Independent Director |
| 6. | Mr Tay Wee Kwang | - | Independent Director |

The composition of the Audit and Risk Committee, Nominating Committee, and Remuneration Committee remains unchanged.

The particulars of Mr Fu Hao's cessation of service as executive director of the Company and Mr Tan Seow Kheng's appointment of service as non-executive director of the Company as required under Rule 704(6) of the Listing Manual (Section B: Rules of Catalyst) of the Singapore Exchange Securities Trading Limited (the “**SGX-ST**”) will be set out in separate announcements.

BY ORDER OF THE BOARD

LUN CHEE LEONG
Company Secretary

11 July 2014

*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 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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