

SINCAP GROUP LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number: 201005161G)
(the “**Company**”)

**RESPONSE TO SGX-ST QUERIES ON ANNOUNCEMENT RELEASED ON 24 SEPTEMBER 2020
IN RELATION TO THE RESIGNATION OF ID, MR CHIA SOON HIN WILLIAM**

The Board of Directors (the “**Board**”) of Sincap Group Limited (the “**Company**” and together with its subsidiaries, collectively the “**Group**”) is making this announcement in response to the queries raised by the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) on 25 September 2020 (as set out below), in relation to the announcement by the Company on 24 September 2020 on the resignation of the Company’s Independent Director, Mr Chia Soon Hin William (“**Mr Chia**”).

SGX-ST’s Queries:

1. Mr Chia joined the Company on 6 Nov 2019 and is resigning on 30 Sept 2020. In the announcement, the reason for resignation was stated as “to focus and concentrate more time on his personal businesses amid the current business environment”. Considering that Mr Chia had only joined the Company for less than 12 months and the Company’s CFO resigned on 22 April 2020 and FC resigned on 18 Dec 2019, are there any concerns in the Company that should be brought to the shareholders’ attention?
2. How is the Company’s progress in searching for a new CFO? Who is responsible for the financial, internal controls and compliance functions of the Group currently?
3. We wish to highlight to the Company of Catalist Rule 704(7) that requires an issuer to have at least three audit committee members and the issuer should endeavour to fill the vacancy within 2 months, and not later than 3 months.

Company’s Response to Query 1:

The Board, in its interactions with Mr Chia, is satisfied that save as disclosed in the cessation announcement on 24 September 2020, there are no other material reasons for the cessation of Mr Chia as Independent Director of the Company. To the best of the knowledge of the directors and the management of the Company and save as disclosed in the announcement on 24 September 2020, there are no concerns in the Company that should be brought to shareholders’ attention currently. In addition, Mr Chia’s resignation will only be effective on 30 September 2020, which provides the Company with time for the handover of his current duties and responsibilities. His duties as chairman of the audit and risk committee (“**ARC**”) will temporarily be taken over by the Company’s Lead Independent Director, Mr Teng Wai Leung Wilson.

Company’s Response to Query 2:

The Company has been searching for a new Chief Financial Officer (or equivalent). The Board has identified a suitable candidate (which has also been cleared by the ARC) for the role of Group Finance Manager and has today, submitted details on the candidate to its continuing sponsor for review.

The draft appointment letter in respect of the foregoing candidate had been furnished to the Remuneration Committee (“**RC**”). The RC is in the process of reviewing and making recommendations on the suitable remuneration packages for the foregoing candidate. The Company wishes to highlight

that the appointment of the proposed Group Finance Manager is subject to the approval and grant of employment pass by the Ministry of Manpower, as the candidate is not a Singapore citizen or permanent resident. The Company will make the relevant announcement immediately once the appointment of the Group Finance Manager is confirmed and finalised, in accordance with Rule 704(6) of the Catalist Rules.

Currently, the Company has an outsourced accountant who is responsible for the book-keeping and other finance functions. The Company's Chief Operations Officer and Executive Director, Mr. Robby, who is financially trained, is also reviewing and overseeing the financial, accounting, compliance reporting and internal control functions of the Group.

Company's Response to Query 3:

The Company has taken note of the requirements under the Catalist Rules and has begun the process of searching for a suitable candidate to take up the role of ARC chair. The Company will update shareholders accordingly once it has appointed a suitable candidate to the Board to fill the vacancy, in accordance with Rule 704(6) of the Catalist Rules.

BY ORDER OF THE BOARD

Chu Ming Kin
Executive Chairman and Chief Executive Officer
25 September 2020

This announcement has been reviewed by the Company's sponsor, Stamford Corporate Services Pte. Ltd. (the "Sponsor"). It has not been examined or approved by the Singapore Exchange Securities Trading Limited (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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