

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

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**THE PROPOSED RENOUNCEABLE NON-UNDERWRITTEN RIGHTS ISSUE OF UP TO 2,603,350,000 RIGHTS SHARES ON THE BASIS OF FIVE (5) RIGHTS SHARES FOR EVERY ONE (1) EXISTING SHARE HELD BY SHAREHOLDERS AS AT THE BOOKS CLOSURE DATE, FRACTIONAL ENTITLEMENTS TO BE DISREGARDED**

**- LODGEMENT AND DESPATCH OF THE OFFER INFORMATION STATEMENT AND ITS ACCOMPANYING DOCUMENTS**

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**1. INTRODUCTION**

The Board of Directors (the “**Board**”) of Sincap Group Limited (the “**Company**”) refers to the Company’s circular dated 31 January 2017 (the “**Circular**”) in relation to the Company’s proposed renounceable non-underwritten rights issue of up to 2,603,350,000 new ordinary shares in the capital of the Company (“**Rights Shares**”), on the basis of five (5) Rights Shares for every one (1) existing ordinary share in the capital of the Company held as at the books closure date to be determined, fractional entitlements to be disregarded, as well as the Company’s previous announcements dated 5 December 2016, 24 January 2017 and 24 February 2017 (the “**Previous Announcements**”).

Unless otherwise defined, all capitalised terms and references used herein shall bear the same meaning ascribed to them in the Circular and the Previous Announcements.

**2. LODGEMENT AND DESPATCH OF THE OFFER INFORMATION STATEMENT AND ITS ACCOMPANYING DOCUMENTS**

The Board wishes to announce that the offer information statement dated 7 March 2017 (the “**Offer Information Statement**”) has been lodged with the Singapore Exchange Securities Trading Limited (“**SGX-ST**”) acting as agent for and on behalf of the Monetary Authority of Singapore (the “**Authority**”) on 7 March 2017.

Copies of the Offer Information Statement, together with a copy of the Application Form for Rights Shares and Excess Rights Shares (the “**ARE**”) and the Provisional Allotment Letter (the “**PAL**”), as the case may be, will be despatched by the Company to the Entitled Shareholders on or around 9 March 2017. For practical reasons and in order to avoid any violation of the securities legislation applicable in jurisdictions other than Singapore, the Rights Issue is only made in Singapore and the Offer Information Statement and its accompanying documents will not be despatched to Foreign Shareholders or into any jurisdiction outside Singapore. Accordingly, Foreign Shareholders will not be entitled to participate in the Rights Issue.

**3. ACCEPTANCES OF PROVISIONAL ALLOTMENTS OF RIGHTS SHARES AND (IF APPLICABLE) APPLICATION FOR EXCESS RIGHTS SHARES**

Acceptances of provisional allotments of Rights Shares and (if applicable) applications for excess Rights Shares under the Rights Issue may only be made:

- (i) in the case of Entitled Depositors, on the ARE or by way of an Electronic Application through an ATM of the Participating Banks; or
- (ii) in the case of Entitled Scripholders, on the PAL.

More information on the procedures for, and terms and conditions applicable to, acceptance, renunciation, splitting and/or sale of the provisional allotments of Rights Shares and for the application for excess Rights Shares, including the different modes of acceptances or applications and payments are set out in the Offer Information Statement, the Application Form for Rights Shares (the “**ARS**”), the ARE and the PAL.

**4. TRADING PERIOD FOR THE PROVISIONAL ALLOTMENTS OF RIGHTS SHARES**

The trading period for the provisional allotments of Rights Shares (the “nil-paid” rights”) on Catalist commences from 9.00 a.m. on 9 March 2017 and ends at 5.00 p.m. on 17 March 2017. Entitled Depositors who sell their “nil-paid” rights during this period do not need to forward the ARE to the purchasers of the provisional allotments of Rights Shares (the “Purchasers”) as arrangements will be made by CDP for separate copies of the Offer Information Statement and the ARS to be issued to the Purchasers. Purchasers should note that CDP will, for and on behalf of the Company, send the Offer Information Statement and the ARS, **BY ORDINARY POST AND AT THE PURCHASERS’ OWN RISK**, to their respective Singapore addresses as maintained in the records of CDP.

The Offer Information Statement and its accompanying documents will not be despatched to Purchasers whose registered addresses with CDP are outside of Singapore (the “Foreign Purchasers”). Foreign Purchasers who wish to accept the provisional allotments of Rights Shares credited to their Securities Accounts should make the necessary arrangements with their Depository Agents or stockbrokers in Singapore. The Company reserves the right to reject any acceptance of the Rights Shares and/or any application for excess Rights Shares where it believes, or has any reason to believe, that such acceptance or application may violate the applicable legislation of any jurisdiction.

## 5. COLLECTION OF THE OFFER INFORMATION STATEMENT

Entitled Shareholders who do not receive the Offer Information Statement and its accompanying documents on or around 9 March 2017 may, for the period up to 5.00 p.m. on 23 March 2017 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company), obtain copies of the same from CDP or the Share Registrar, as the case may be, at the following addresses:

### **CDP (in the case of Entitled Depositors)**

#### **The Central Depository (Pte) Limited**

9 North Buona Vista Drive  
#01-19/20 The Metropolis  
Singapore 138588

### **Share Registrar (in the case of Entitled Shareholders)**

#### **RHT Corporate Advisory Pte. Ltd.**

9 Raffles Place  
#29-01 Republic Plaza Tower 1  
Singapore 048619

Purchasers who do not receive the ARS and the Offer Information Statement may also obtain copies of the same from CDP (at the address stated above) for the period up to 5.00 p.m. on 15 December 2016 (or such other time(s) and/or date(s) as may be announced from time to time by or on behalf of the Company).

## 6. EXPECTED TIMETABLE OF KEY EVENTS

Entitled Shareholders should take note of the following important dates and times in respect of the Rights Issue:

Lodgement of the Offer Information Statement with the SGX-ST, acting as agent on behalf of the Authority:	7 March 2017
Despatch of the Offer Information Statement, ARE and PAL (as the case may be) to Entitled Shareholders :	9 March 2017
Commencement of trading of “nil-paid” rights :	9 March 2017 from 9.00 a.m.
Last date and time for splitting and trading of “nil-paid” rights :	17 March 2017 at 5.00 p.m.
Last date and time for acceptance of and payment for Rights Shares :	23 March 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating

	Banks)
Last date and time for acceptance of and payment for Rights Shares by renounees:	23 March 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Last date and time for application and payment for excess Rights Shares:	23 March 2017 at 5.00 p.m. (9.30 p.m. for Electronic Applications via ATM of Participating Banks)
Expected date for issue of Rights Shares :	29 March 2017
Expected date for crediting of Rights Shares :	31 March 2017
Expected date for refund of unsuccessful or invalid applications (if made through CDP)	31 March 2017
Expected date for the listing and commencement of trading of Rights Shares:	31 March 2017 from 9.00 a.m.

The above timetable is indicative only and is subject to change. As at the date of this announcement, the Company does not expect the timetable to be modified. However, the Company may, with the approval of SGX-ST, the Sponsor and/or CDP, modify the timetable subject to any limitations under any applicable law. In that event, the Company will publicly announce any change to the above timetable through an SGXNET announcement to be posted on the SGX-ST's website at <http://www.sgx.com>.

This announcement is qualified in its entirety by, and should be read in conjunction with, the full text of the Offer Information Statement lodged with the SGX-ST acting as agent on behalf of the Authority.

BY ORDER OF THE BOARD  
**SINCAP GROUP LIMITED**

**Chu Ming Kin**

Executive Chairman and Chief Executive Officer  
7 March 2017

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*This announcement has been prepared by the Company and its contents have been reviewed by the Company's Sponsor, Stamford Corporate Services Pte. Ltd. (the "Sponsor"), for compliance with the relevant rules of the Singapore Exchange Securities Trading Limited ("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. The Sponsor and the SGX-ST assume 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 Mr. Bernard Lui, Telephone: +65 63893000, Email: [bernard.lui@morganlewis.com](mailto:bernard.lui@morganlewis.com).*