NOTICE OF EXTRAORDINARY GENERAL MEETING

SINCAP GROUP LIMITED

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

NOTICE IS HEREBY GIVEN that an Extraordinary General Meeting ("**EGM**") of **SINCAP GROUP LIMITED** (the "**Company**") will be held at Raffles Marina, Chartroom, Level 2, 10 Tuas West Drive, Singapore 638404 on Thursday, 17 April 2025 at 9:30 a.m., for the purpose of considering and, if thought fit, passing (with or without modifications) the Ordinary Resolutions set out below.

*All capitalised terms in this Notice of EGM shall, unless otherwise defined in this Notice of EGM, bear the respective meanings given to them in the circular to Shareholders dated 2 April 2025 ("**Circular**") issued by the Company.*

This Notice of EGM, the Circular and the accompanying Proxy Form have been made available on SGXNET at https://www.sgx.com/securities/company-announcements. Printed copies of this Notice of EGM and the accompanying Proxy Form have been despatched to Shareholders. A printed copy of the Circular will NOT be despatched to Shareholders.

Shareholders should note that Ordinary Resolutions 1, 2 and 3 as set out in this Notice of EGM are inter-conditional upon the passing of one another. This means that if any of Ordinary Resolutions 1, 2 or 3 is not approved, none of the Ordinary Resolutions would be passed.

ORDINARY RESOLUTION 1: PROPOSED SUBSCRIPTION

That subject to and contingent upon the passing of Ordinary Resolutions 2 and 3:

(a) pursuant to section 161 of the Companies Act and Rules 805(1) and 811 of the Catalist Rules, authority be and is hereby given to the Directors to allot and issue to the Professional Investor 25,515,000 Subscription Shares at the Subscription Price of S$0.0294 for each Subscription Share for an aggregate Subscription Price of S$750,000 upon and subject to the terms and conditions of the Subscription Agreement, the issue and allotment thereof not being in reliance upon the general share issue mandate obtained from Shareholders at the Company's annual general meeting held on 30 April 2024; and

(b) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, expedient or desirable to give effect to the transactions contemplated in this Ordinary Resolution 1 and/or otherwise in connection with the Proposed Subscription, including without limitation, to negotiate, sign, execute and deliver all documents (if required) and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 2: PROPOSED TRANSFER OF CONTROLLING INTEREST

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 3:

(a) pursuant to Rule 803 of the Catalist Rules, approval be and is hereby given for the Proposed Transfer of Controlling Interest to the Professional Investor upon the allotment and issue of the Subscription Shares pursuant to the Subscription Agreement; and

(b) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, expedient or desirable to give effect to the transactions contemplated in this Ordinary Resolution 2 and/or otherwise in connection with the Proposed Transfer of Controlling Interest, including without limitation, to negotiate, sign, execute and deliver all documents (if required) and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

ORDINARY RESOLUTION 3: SHARE CONSOLIDATION

That subject to and contingent upon the passing of Ordinary Resolutions 1 and 2, approval be and is hereby given:

(a) for the proposed consolidation of every two-hundred (200) existing Shares held by Shareholders as at the Record Date to be determined by the Directors into one (1) Consolidated Share in the manner set out in the Circular, fractional entitlements to be disregarded, and the number of Consolidated Shares which each Shareholder is entitled to resulting from the Share Consolidation, based on their holdings of existing Shares as at the Record Date, shall be rounded down to the nearest whole Consolidated Share;

(b) any fraction of a Consolidated Share which may arise from the Share Consolidation pursuant to paragraph (a) above shall be disregarded, and all fractions of Consolidated Shares to which holders of the existing Shares would otherwise be entitled to shall be aggregated and dealt with in such manner as the Directors may, in their absolute discretion, deem fit in the interests of the Company, including but not limited to (i) disregarding the fractional entitlements, or (ii) aggregating and selling the same and retaining the net proceeds for the benefit of the Company or on such other basis as they may, in their absolute discretion, deem appropriate;

(c) the Directors be and are hereby authorised to fix the Record Date and the Effective Date at such time and on such date as they deem appropriate in their absolute discretion; and

(d) the Directors and each of them be and are hereby authorised to complete, take such steps and to do all such acts and things as they may consider necessary, desirable or expedient to give effect to the transactions contemplated in this Ordinary Resolution 3 and/or the Share Consolidation, including without limitation, to negotiate, sign, execute and deliver all documents (if required) and, to the extent that any of the foregoing have been done, that they be and are hereby approved, confirmed and ratified.

BY ORDER OF THE BOARD

SINCAP GROUP LIMITED
Chu Ming Kin
Executive Chairman and Chief Executive Officer

2 April 2025

NOTICE OF EXTRAORDINARY GENERAL MEETING

Important Notes:

Participation in the EGM

1. The members of the Company are invited to physically attend the Extraordinary General Meeting ("**EGM**"). There will not be an option for Shareholders to participate virtually.

2. The Circular, the Notice of EGM and the accompanying Proxy Form have been published on SGXNet at URL https://www.sgx.com/securities/company-announcements. Printed copies of the Notice of EGM, the accompanying Proxy Form and the Request Form will be despatched to Shareholders. Printed copies of the Circular will not be despatched to Shareholders. A Shareholder who wishes to request a printed copy of the Circular may do so by completing and returning the Request Form to the Company by Wednesday, 9 April 2025 at 6:00 p.m. (Singapore time).

3. A Shareholder who is not a Relevant Intermediary (as defined below) is entitled to appoint not more than two (2) proxies to attend, speak and vote at the EGM. Where such Shareholder's Proxy Form appoints more than one (1) proxy, the proportion of his/her/its shareholding concerned to be represented by each proxy shall be specified in the Proxy Form. If no proportion is specified, the Company shall be entitled to treat the first named proxy as representing the entire shareholding and any second named proxy as an alternate to the first named or at the Company's discretion to treat the Proxy Form as invalid.

4. A Shareholder who is a Relevant Intermediary (as defined below) is entitled to appoint more than two (2) proxies to attend, speak and vote at the EGM, but each proxy must be appointed to exercise the rights attached to a different Share or Shares held by such Shareholder. Where such Shareholder's Proxy Form appoints more than two (2) proxies, the number and class of Shares in relation to which each proxy has been appointed shall be specified in the Proxy Form.

5. 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 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.

Questions at the EGM and submission prior to the EGM

6. Shareholders and duly-appointed proxy or proxies will be able to ask questions relating to the resolutions to be tabled for approval at the EGM. The Company will endeavour to respond to and address substantial and relevant questions as far as reasonably practicable during the EGM. Where there are substantially similar questions, the Company will consolidate such questions and consequently not all questions may be individually addressed.

7. Alternatively, Shareholders may submit questions relating to the resolutions to be tabled for approval at the EGM, in advance of the EGM either via:

   (a) electronic mail to: ir@sincapgroup.com; or

   (b) the questions portal at the URL: https://forms.gle/WHs2Bq8AVbCiGAYZ7

   Shareholders submitting questions are requested to state (i) his/her/its full name as it appears on his/her/its CDP/CPF/SRS share records, (ii) contact number, (iii) NRIC/Passport/UEN number and (iv) the manner in which he/she/it holds his/her/its Shares in the Company (e.g. via CDP, CPF or SRS) for verification purposes.

8. Shareholders are encouraged to submit their questions via one of the foregoing means on or before Wednesday, 9 April 2025 at 6:00 p.m. (Singapore time), as this will allow the Company sufficient time to address and respond to these questions on or before Friday, 11 April 2025 at 6:00 p.m. (Singapore time) (at least 48 hours prior to the closing date and time for the lodgment of proxy form).

9. Where substantial and relevant questions submitted by Shareholders are unable to be addressed prior to the EGM, including any questions received by the Company after Wednesday, 9 April 2025 at 6:00 p.m. (Singapore time), the Company will address them during the EGM. Please note that individual responses will not be sent to Shareholders. The minutes of the EGM will be published on SGXNet and the Company's website at https://www.sgx.com/securities/company-announcements within one (1) month after the date of the EGM.

Appointment of Proxies

10. A Shareholder (whether individual or corporate) may vote in person at the EGM or appoint proxy(ies) (including the Chairman of the Meeting) to attend, speak and vote on his/her/its behalf at the EGM in accordance with the instructions on the proxy form. The proxy form may be accessed on SGXNet at the URL https://www.sgx.com/securities/company-announcements.

11. Duly completed proxy forms must be submitted in the following manner:

    (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 holding the EGM, i.e. no later than Monday, 14 April 2025 at 9:30 a.m. (Singapore time).

12. 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.

13. An investor holding shares through the Central Provident Fund Investment Scheme ("**CPF Investor**") and/or the Supplementary Retirement Scheme ("**SRS Investor**") (as may be applicable) 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 bank or SRS operator if they have any queries regarding their appointment as proxies. CPF or SRS investors who wish to appoint the Chairman of the EGM as proxy to vote on their behalf should approach their respective CPF agent bank or SRS operator at least seven (7) working days before the EGM (i.e. by Tuesday, 8 April 2025 at 6:00 p.m. (Singapore time)), in order to allow sufficient time for their respective CPF agent bank or SRS operator to submit the proxy form.

14. 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 appointer 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, failing which the instrument may be treated as invalid.

15. 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, 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.

PERSONAL DATA PRIVACY

"**Personal data**" in this Notice of EGM has the meaning ascribed to it pursuant to the Personal Data Protection Act 2012 of Singapore, which includes your name, address and NRIC/Passport number. By submitting (*a*) details for the registration to observe or participate in the proceeding of the EGM, or (*b*) an instrument appointing the Chairman of the EGM (or any person other than the Chairman) as proxy to attend, speak and vote at the EGM and/or any adjournment thereof, (*c*) any questions prior to the EGM in accordance with this Notice of EGM, a member of the Company (*i*) consents to the collection, use and disclosure of the member's personal data by the Company (or its agents or service providers) for the purpose of the processing, administration and analysis by the Company (or its agents or service providers) of the appointment of the Chairman (or any person other than the Chairman) as proxy for the EGM, processing the registration for purpose of granting access to members (or their appointed proxies) to observe and participate in the proceedings of the EGM, addressing relevant and substantial questions from members received before the EGM and if necessary, following-up with the relevant member(s) in relation to such questions, and the preparation and compilation of the attendance lists, minutes and other documents relating to the EGM, and in order for the Company (or its agents or service providers) to comply with any applicable laws, listing rules, regulations and/or guidelines (collectively, the "**Use of Data Purposes**"), (*ii*) warrants that where the member discloses the personal data of the member's proxy(ies) and/or representative(s) to the Company (or its agents or service providers), the member has obtained the prior consent of such proxy(ies) and/or representative(s) for the collection, use and disclosure by the Company (or its agents or service providers) of the personal data of such proxy(ies) and/or representative(s) for the Use of Data Purposes, and (*iii*) agrees that the member will indemnify the Company in respect of any penalties, liabilities, claims, demands, losses and damages as a result of the member's breach of warranty.

Photographic, sound and/or video recordings at the EGM may be made by the Company for record keeping and to ensure the accuracy of the minutes prepared of the EGM. Accordingly, the personal data of a member of the Company (such as his name, his presence at the EGM and any questions he may raise or motions he propose/second) may be recorded by the Company for such purposes.

This Notice of EGM has been prepared by the Company and its contents have been reviewed by the Sponsor, SAC Capital Private Limited. This Notice of EGM has not been examined or approved by the SGX-ST and the SGX-ST assumes no responsibility for the contents of this Notice of EGM, including the correctness of any of the statements or opinions made or reports contained in this Notice of EGM. The contact person for the Sponsor is Ms Charmian Lim, Telephone: +65 6232 3210, 1 Robinson Road, #21-01 AIA Tower, Singapore 048542.