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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0244)

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 7 AUGUST 2020 (“AGM”)

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of the above-named Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____
of _____

as my/our proxy to attend at the Annual General Meeting (and at any adjournment thereof) of the said Company to be held at The Pacific Room, 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong, on Friday, 7 August 2020 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below ^(Note 4).

AS ORDINARY RESOLUTIONS		FOR	AGAINST
1.	To receive and adopt the audited financial statements and the Reports of the Directors and Independent Auditor of the Company for the year ended 29 February 2020.		
2.	(a) To re-elect Mr Ma King Wing as Independent Non-Executive Director of the Company.		
	(b) To re-elect Mr Lo Kai Kin Eric as Independent Non-Executive Director of the Company.		
	(c) To re-elect Mr Peter Tan as Independent Non-Executive Director of the Company.		
	(d) To re-elect Mr Lau Wai Leung Anders as Independent Non-Executive Director of the Company.		
	(e) To authorise the Board of Directors to fix the Directors' remuneration.		
3.	To re-appoint Ernst & Young as Independent Auditor and to authorise the Board of Directors to fix their remuneration.		
4.	To give a general mandate to the Directors to purchase shares not exceeding 10% of the existing number of shares in issue.		
5.	To give a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the existing number of shares in issue.		
6.	To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Dated this _____ day of _____ 2020. Signature: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out “The chairman of the meeting” here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.
- In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of shareholders, the Company will implement the following precautionary measures at the AGM:**
 - compulsory body temperature checks and health declarations
 - compulsory wearing of surgical face masks
 - no provision of refreshments and corporate gifts
 - appropriate distancing and spacing in line with the guidance from the Hong Kong Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding
 - all attending shareholders, proxies and other attendees are required to submit at the entrance of the AGM venue a completed declaration form confirming their names and contact details, and be asked whether (a) they have travelled to, or to their best of knowledge had close contact with any person who has recently travelled to, areas outside of Hong Kong at any time in the preceding 14 days of the AGM; and (b) they are subject to any compulsory quarantine prescribed by the Hong Kong Government. Any person who responds affirmatively to any one of the above questions will be denied entry into the AGM venue or be required to leave the AGM venue
- In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the AGM in person, and advises shareholders to appoint the Chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
- Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.