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## **THE SINCERE COMPANY, LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0244)**

### **ANNOUNCEMENT**

#### **LOAN FACILITY**

#### **AND**

#### **APPOINTMENT OF A NEW FINANCIAL ADVISER**

#### **IN RELATION TO**

#### **THE PRE-CONDITIONAL VOLUNTARY CASH OFFER**

Reference is made to (i) the joint announcements issued by The Sincere Company, Limited (“**Sincere**”) and Realord Group Holdings Limited dated 15 May 2020, 5 June 2020, 17 June 2020, 17 July 2020, 4 August 2020, 4 September 2020, 6 October 2020, 6 November 2020, 7 December 2020 and 7 January 2021 (the “**Joint Announcements**”); and (ii) the announcements issued by Sincere dated 29 October 2020, 4 February 2021 and 11 February 2021, in relation to, among other matters, the Offer. Unless otherwise defined, terms used in this announcement and defined in the Joint Announcements shall have the same meanings.

## LOAN FACILITY

To repay the HK\$80,000,000 loan advanced to the Company by Realord Finance Limited (“**Realord Finance**”, a wholly owned subsidiary of the Offeror), and to finance the working capital of the Group, Sincere executed a HK\$150,000,000 loan facility agreement with a financial institution that is independent of the Company and of its connected persons on 18 February 2021 (the “**Facility**”). The Facility was entered into in the ordinary course of business of Sincere, is secured by unencumbered assets of Sincere and is repayable 18 months after drawdown, or on demand.

On 19 February 2021, Sincere repaid all the outstanding principal and interest of the loan demanded by Realord Finance (with further interest to be repaid on demand), and will use the balance of the Facility for working capital.

## APPOINTMENT OF A NEW FINANCIAL ADVISER

On 11 February 2021, Sincere received an email from Optima Capital Limited (“**Optima Capital**”) notifying Sincere its resignation from its role as Sincere’s financial adviser. On 19 February 2021, the board of directors of Sincere (“**Sincere Board**”) received a letter from Optima Capital to terminate its engagement with Sincere with effect from 22 February 2021. According to the letter, Optima Capital considered that in view of the potential conflict from events arising by the cancellation of the deed of gift by Win Dynamic, Optima Capital is inadvisable to continue to advise Sincere.

On 23 February 2021, Pelican Financial Limited was appointed as the financial adviser for Sincere in respect of the Offer.

## WARNINGS:

**The making of the Offer by the Offeror is subject to the Pre-Conditions being satisfied or, if permitted, waived (as the case may be) by the Offeror. Accordingly, the SinCo Shareholders and prospective investors are advised to exercise caution when dealing in the securities of Sincere. Persons who are in doubt as to the action they should take should consult their professional advisers.**

By order of the Board  
**The Sincere Company, Limited**  
**Philip K H Ma**  
*Chairman & CEO*

Hong Kong, 25 February 2021

*As at the date of this announcement, the executive director of Sincere is Mr. Philip K H Ma, the non-executive director of Sincere is Mr. Charles M W Chan, and the independent non-executive directors of Sincere are Mr. King Wing Ma, Mr. Eric K K Lo, Mr. Peter Tan and Mr. Anders W L Lau.*

*The directors of Sincere jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.*