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*This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of The Sincere Company, Limited.*

**sincere 先施**

**THE SINCERE COMPANY, LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0244)**

**ANNOUNCEMENT**

**UPDATE ON LOAN FACILITY**

**Financial Adviser to the Company**



Reference is made to the joint announcements issued by (i) 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, 7 January 2021; and (ii) the announcements issued by Sincere dated 29 October 2020, 4 February 2021, 11 February 2021, 25 February 2021 and 31 March 2021 in relation to, among other matters, the Offer (collectively, the “**Announcements**”). Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those defined in the Announcements.

**UPDATE ON LOAN FACILITY**

As disclosed in the announcement of Sincere dated 25 February 2021, in order to satisfy the demand of repayment of the HK\$80,000,000 loan advanced to Sincere by Realord Finance, and to finance the working capital of the SinCo Group, Sincere entered into the Facility of HK\$150,000,000 with a financial institution (the “**Lender**”) that is independent of Sincere and of its connected persons on 18 February 2021.

As disclosed in the announcement of Sincere dated 31 March 2021, a prior written consent would need to be obtained from the Lender if there is (in the opinion of the lender) any change in the voting control of Sincere as required under the debenture of the Facility. Sincere has sought the Lender's consent thereof.

On 14 April 2021, the Company was informed by the legal advisers of the Lender of the Facility in a letter that, the Lender shall not grant the said consent/confirmation and such decision shall not be withdrawn and at least not until 30 April 2021. In the said letter, it is also stated that for the avoidance of doubt, the letter does not imply granting of such consent/confirmation after 30 April 2021. As such, failure to obtain the Lender's said consent when there is a change in the voting control of Sincere would constitute an event of default under the debenture of the Facility. Therefore, Pre-Condition (iv) of the Offer as set out in the Offer announcement dated 15 May 2020 could not be satisfied, unless the Facility Consent is waived by the Offeror.

#### **WARNINGS:**

**The making of the Offer by the Offeror will or will not materialise and 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, 16 April 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.*