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香港交易及結算所有限公司、香港聯合交易所有限公司及香港中央結算有限公司對本接納表格之內容概不負責，對其準確性或完整性亦不發表任何聲明，並明確表示，概不就因本接納表格全部或任何部分內容而產生或因依賴該等內容而引致之任何損失承擔任何責任。

Unless the context otherwise requires, terms used in this Form of Acceptance shall bear the same meanings as those defined in the accompanying offer document dated 5 May 2021 (the "Offer Document") issued by Realord Group Holdings Limited as the offeror (the "Offeror").

除文義另有所指外，本接納表格所用詞彙與偉祿集團控股有限公司作為要約人（「要約人」）刊發日期為二零二一年五月五日之隨附要約文件（「要約文件」）所界定者具有相同涵義。

FORM OF ACCEPTANCE AND TRANSFER FOR USE IF YOU WANT TO ACCEPT THE OFFER.

閣下如欲接納要約，請使用本接納及過戶表格。

sincere先施

THE SINCERE COMPANY, LIMITED

先施有限公司

(Incorporated in Hong Kong with limited liability)

(於香港註冊成立之有限公司)

(Stock code: 0244)

(股份代號：0244)

**FORM OF ACCEPTANCE AND TRANSFER
OF SINCO SHARE(S) IN THE ISSUED SHARE CAPITAL OF
THE SINCERE COMPANY, LIMITED (STOCK CODE: 244)**

先施有限公司(股份代號：244)

已發行股本中之先施股份接納及過戶表格

To be completed in full 每項均須填妥

Receiving Agent:

Union Registrars Limited (the "Receiving Agent")
Suites 3301-04, 33/F, Two Chinachem Exchange Square,
338 King's Road, North Point, Hong Kong

接收代理：

聯合證券登記有限公司（「接收代理」）
香港北角英皇道338號華懋交易廣場2期33樓3301-04室

FOR THE CONSIDERATION stated below, the SinCo Shareholder(s) named below does/do hereby transfer(s) to the "Transferee" named below the SinCo Shares, held by the SinCo Shareholder(s) specified below subject to the terms and conditions contained herein and in the Offer Document. 下述先施股東謹此按下列代價，根據要約文件載列之條款及條件，向下述「承讓人」轉讓以下註明之先施股東持有之先施股份。		
Number of SinCo Shares to be transferred (Note) 將予轉讓之先施股份數目 (附註)	FIGURES 數目	WORDS 大寫
Share certificate number(s) 股票號碼		
SinCo Shareholder(s) name(s) and address(es) in full 先施股東全名及地址 (EITHER TYPE-WRITTEN OR WRITTEN IN BLOCK LETTERS) (請用打字機或正楷填寫)	Family name(s)/Company name(s) 姓氏/公司名稱	Forename(s) 名字
	Registered address 登記地址	Telephone number 電話號碼
CONSIDERATION 代價	HK\$0.3935 in cash for each SinCo Share 每股先施股份現金0.3935港元	
TRANSFEREE 承讓人	Name 名稱： Correspondence address: 通訊地址：	Realord Group Holdings Limited 偉祿集團控股有限公司 Suites 2403-2410, 24/F, Jardine House, 1 Connaught Place Central, Hong Kong 香港中環康樂廣場1號怡和大廈24樓2403-2410室

Signed by or for and on behalf of the SinCo Shareholder(s) in the presence of:
先施股東或其代表在下列見證人見證下簽署：

ALL JOINT SINCO SHAREHOLDERS MUST SIGN HERE
所有聯名先施股東均須於本欄簽署

Signature of witness 見證人簽署

Name of witness 見證人姓名

Address of witness 見證人地址

Occupation of witness 見證人職業

Signature(s) of SinCo Shareholder(s)/
Company chop, if applicable
先施股東簽署/公司印章(如適用)

Date of submission of this Form of Acceptance
提交本接納表格之日期

Do not complete 請勿填寫本欄

Signed by or on behalf of the Transferee in the presence of:
承讓人或其代表在下列見證人見證下簽署：
Signature of witness 見證人簽署

For and on behalf of
代表
Realord Group Holdings Limited
偉祿集團控股有限公司

Name of witness 見證人姓名

Address of witness 見證人地址

Occupation of witness 見證人職業

Signature of Transferee or its duly authorized agent(s)
承讓人或其正式授權代理簽署

Date of Transfer
轉讓日期

Note: Insert the total number of SinCo Shares for which the Offer is accepted. If no number is inserted or a number inserted is greater or smaller than those represented by share certificate(s) tendered for acceptance and you have signed this form, this form will be returned to you for correction and resubmission. Any corrected form must be resubmitted and received by the Receiving Agent no later than 4:00 p.m. on the Closing Date.

附註：請填上接納要約涉及之先施股份總數。倘並無填上數目或所填數目大於或小于接納要約之實物股份，而閣下已簽署本表格，則本表格將退回予閣下進行修改及重新遞交。任何經更正之表格必須於截止日期下午四時正前重新提交並送達接收代理。

THIS FORM OF ACCEPTANCE IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION. If you are in doubt as to any aspect of this Form of Acceptance or as to the action to be taken, you should consult a licensed securities dealer, registered institution in securities, bank manager, solicitor, professional accountant, or other professional adviser.

If you have sold or transferred all your SinCo Share(s), you should at once hand this Form of Acceptance and the Offer Document to the purchaser(s) or transferee(s), licensed securities dealer or registered institution in securities or other agent through whom the sale or transfer was effected for transmission to the purchaser(s) or transferee(s).

Realord Asia Pacific Securities Limited ("**Realord Asia Pacific**") is making the Offer for and on behalf of the Offeror. The making of the Offer to the Overseas SinCo Shareholders may be prohibited or affected by the laws and regulations of the relevant jurisdictions in which they are resident. Overseas SinCo Shareholders should obtain appropriate legal advice regarding the implications of the Offer in the relevant jurisdictions and keep themselves informed about and observe any applicable legal or regulatory requirements. It is the responsibility of each Overseas SinCo Shareholder who wishes to accept the Offer to satisfy themselves as to the full observance of the laws and regulations of all relevant jurisdictions in connection with the acceptance of the Offer (including but not limited to the obtaining of any governmental, exchange control or other consents and any registration or filing which may be required and the compliance with all other necessary formalities, regulatory and/or legal requirements and the payment of any transfer or other taxes due from that accepting SinCo Shareholder). Acceptance of the Offer by you will be deemed to constitute a warranty by you that you are permitted under all applicable laws and regulations to receive and accept the Offer, and any revision thereof, and such acceptance shall be valid and binding in accordance with all applicable laws and regulations. You are recommended to seek professional advice on deciding whether or not to accept the Offer.

This Form of Acceptance should be read in conjunction with the accompanying Offer Document.

HOW TO COMPLETE THIS FORM OF ACCEPTANCE

SinCo Shareholders are advised to read this Form of Acceptance in conjunction with the Offer Document before completing this Form of Acceptance. To accept the Offer, you should complete and sign this Form of Acceptance overleaf and forward this Form of Acceptance, together with the relevant SinCo Share certificate(s) (the "**SinCo Share certificate(s)**") and/or transfer receipt(s) and/or any other document(s) of title (and/or any indemnity or indemnities required in respect thereof) by post or by hand, to the Receiving Agent, at Suites 3301-04, 33/F, Two Chinachem Exchange Square, 338 King's Road, North Point, Hong Kong in an envelope, marked "**The Sincere Company, Limited – Offer**" as soon as possible but in any event so as to reach the Receiving Agent no later than 4:00 p.m. on Thursday, 3 June 2021 (Hong Kong time) or such later time and/or date as the Offeror may determine and announce with the consent of the Executive in accordance with the Takeovers Code. The provisions contained in Appendix I to the Offer Document are incorporated into and form part of this Form of Acceptance.

FORM OF ACCEPTANCE AND TRANSFER IN RESPECT OF THE OFFER

To: The Offeror and Realord Asia Pacific Securities Limited

1. My/Our execution of this Form of Acceptance overleaf (whether or not such form is dated) shall be binding on my/our successors and assigns, and shall constitute:
 - (a) (i) my/our irrevocable acceptance of the Offer made by Realord Asia Pacific for and on behalf of the Offeror, as contained in the Offer Document, for the consideration and on and subject to the terms and conditions therein and herein mentioned, in respect of the number of SinCo Shares specified in this form, including any revision or extension of the terms of the Offer in accordance with the Takeovers Code, where the consideration being offered under any revised Offer does not represent a reduction in the value of the Offer in its original or extended any previously revised form(s); and (ii) an instruction and authority to each of the Offeror, Realord Asia Pacific, the Receiving Agent and/or any of their respective agent(s) or such person(s) as any of them may direct to complete, amend and execute any document on my/our behalf and to do any other act that may be necessary or expedient for the purposes of vesting in the Offeror, or such person or persons as it may direct, the SinCo Shares comprised in my/our acceptance of the Offer (as may be so revised or extended) under this Form of Acceptance;
 - (b) my/our irrevocable instruction and authority to each of the Offeror, Realord Asia Pacific and/or any of their respective agent(s) to collect from Sincere or the Receiving Agent on my/our behalf the SinCo Share certificate(s) in respect of the SinCo Shares due to be issued to me/us in accordance with, and against surrender of, the enclosed transfer receipt(s) and/or other document(s) of title (if any) (and/or any indemnity or indemnities required in respect thereof), which has/have been duly signed by me/us and to deliver the same to the Receiving Agent and to authorise and instruct the Receiving Agent to hold such SinCo Share certificate(s) and subject to the terms and conditions of the Offer, as if it was/they were SinCo Share certificate(s) delivered to them together with this Form of Acceptance;
 - (c) my/our irrevocable instruction and authority to each of the Offeror and Realord Asia Pacific and the Receiving Agent or any of their respective agent(s) to send a cheque crossed "Not negotiable – account payee only" drawn in my/our favour for the cash consideration to which I/we shall have become entitled under the terms of the Offer (less seller's ad valorem stamp duty payable by me/us in connection with my/our acceptance of the Offer), by ordinary post at my/our risk to the person named at the address stated below or, if no name and address is stated below, to me or the first-named of us (in the case of joint registered SinCo Shareholders) at the registered address shown in the register of members of Sincere as soon as possible but in any event within 7 Business Days following the later of the date on which the Offer becomes or is declared unconditional in all respects and the date of receipt of this completed Form of Acceptance and all the relevant documents by the Receiving Agent to render such acceptance complete and valid from me/us accepting the Offer;
(Note: Insert name and address of the person to whom the cheque is to be sent if different from the registered SinCo Shareholder or the first-named of joint registered SinCo Shareholders.)
Name: (in BLOCK LETTERS).....
Address: (in BLOCK LETTERS).....
 - (d) my/our irrevocable instruction and authority to each of the Offeror and Realord Asia Pacific or such person or persons as either of them may direct for the purpose, on my/our behalf, to make, execute and deliver the contract note as required by Section 19(1) of the Stamp Duty Ordinance (Chapter 117 of the Laws of Hong Kong) to be made and executed by me/us as the seller(s) of the SinCo Shares to be sold by me/us under the Offer and to cause the same to be stamped and to cause an endorsement to be made on this Form of Acceptance in accordance with the provisions of that Ordinance and to make, execute and deliver any other document or instrument in a form specified by the Stock Exchange as may be necessary to effect valid transfer of such SinCo Shares under the articles of association of Sincere and to make endorsement on it under that Ordinance;
 - (e) my/our undertaking to execute such further documents and to do such acts and things by way of further assurance as may be necessary or desirable to transfer my/our SinCo Shares to the Offeror or such person or persons as it may direct free from all liens, equities, options, charges, adverse interest, third party rights or encumbrances whatsoever and together with all rights accruing or attaching thereto, including, without limitation, the right to receive dividends and other distributions declared, made or paid on or after the Closing Date, in respect of the SinCo Shares tendered pursuant to the Offer;
 - (f) my/our agreement to ratify each and every act or thing which may be done or effected by the Offeror or Realord Asia Pacific or any of their respective agent(s) or such person or persons as any of them may direct in the exercise of any of the authorities contained herein; and
 - (g) my/our agreement that the Offer is, and all acceptances will be, governed by and construed in accordance with the laws of Hong Kong and the courts of Hong Kong shall have exclusive jurisdiction to settle any dispute which may arise in connection with the Offer.
2. I/We understand that acceptance of the Offer by me/us will be deemed to constitute a warranty by me/us that all SinCo Shares sold by me/us under the Offer are sold free from all liens, equities, options, charges, adverse interest, third party rights or encumbrances whatsoever and together with all rights attaching or accruing thereto, including, without limitation, the right to receive dividends and/or other distributions declared, made or paid on or after the Closing Date.
3. I/We hereby warrant and represent to you that I/we am/are the registered holder(s) of the SinCo Shares specified in this Form of Acceptance and I/we have the full right, power and authority to sell and pass the title and ownership of my/our SinCo Shares to the Offeror absolutely by way of acceptance of the Offer.
4. In the event that my/our acceptance is not valid, or is treated as invalid, in accordance with the terms of the Offer, all instructions, authorisations and undertakings contained in paragraph 1 above shall cease in which event, I/we authorise and request you to return to me/us my/our SinCo Share certificate(s), and/or transfer receipt(s) and/or any other document(s) of title (and/or any satisfactory indemnity or indemnities required in respect thereof), together with this Form of Acceptance duly cancelled, by ordinary post at my/our own risk to the person named in paragraph 1(c) above or, if no name and address is stated, to me or the first-named of us (in the case of joint registered SinCo Shareholders) at the registered address shown in the register of members of Sincere.
Note: When you have sent one or more transfer receipt(s) and in the meantime the relevant SinCo Share certificate(s) has/have been collected by the Offeror, Realord Asia Pacific, or any of their respective agent(s) from Sincere or the Receiving Agent on your behalf upon your acceptance of the Offer, you will be returned such SinCo Share certificate(s) in lieu of the transfer receipt(s).
5. I/We warrant to the Offeror, Realord Asia Pacific and Sincere that I/we have satisfied the laws of the jurisdiction where my/our address is stated in the register of members of Sincere in connection with my/our acceptance of the Offer, including the obtaining of any governmental, exchange control or other consent and any registration or filing which may be required in compliance with all necessary formalities, legal and/or regulatory requirements.
6. I/We warrant to the Offeror, Realord Asia Pacific and Sincere that I/we shall be fully responsible for payment of any transfer or other taxes and duties payable by me/us in respect of the jurisdiction where my/our address is located as set out in the register of members of Sincere.
7. I/We understand that no acknowledgement of receipt of any Form of Acceptance, SinCo Share certificate(s) and/or transfer receipt(s) and/or any other document(s) of title (and/or any indemnity or indemnities required in respect thereof) will be given. I/We further understand that all documents will be sent by ordinary post at my/our own risk.
8. I/We acknowledge that my/our SinCo Shares sold to the Offeror by way of acceptance of the Offer will be registered under the name of the Offeror or its nominee.
9. I/We acknowledge that, save as expressly provided in the Offer Document, all the acceptance, instructions, authorisation and undertakings hereby given shall be irrevocable and unconditional.

PERSONAL DATA

Personal Information Collection Statement

The main provisions of the Personal Data (Privacy) Ordinance (Chapter 486 of the Laws of Hong Kong) (the “**Ordinance**”) came into effect in Hong Kong on 20 December 1996. This personal information collection statement informs you of the policies and practices of the Offeror, Realord Asia Pacific, Sincere and the Receiving Agent in relation to personal data and the Ordinance.

1. Reasons for the collection of your personal data

To accept the Offer for your SinCo Share(s), you must provide the personal data requested. Failure to supply the requested data may result in the processing of your acceptance being rejected or delayed. It is important that you inform the Offeror, Realord Asia Pacific, Sincere and/or the Receiving Agent immediately of any inaccuracies in the data supplied.

2. Purposes

The personal data which you provide in this Form of Acceptance may be used, held and/or stored (by whatever means) for the following purposes:

- processing of your acceptance and verification or compliance with the terms and application procedures set out in this Form of Acceptance and the Offer Document;
- registering transfers of the SinCo Share(s) out of your name(s);
- maintaining or updating the relevant register of holders of the SinCo Share(s);
- conducting or assisting to conduct signature verifications, and any other verification or exchange of information;
- establishing your entitlements under the Offer;
- distributing communications from the Offeror or its agent(s) such as its financial adviser and the Receiving Agent;
- compiling statistical information and Sincere’s shareholders profile;
- making disclosures as required by laws, rules or regulations (whether statutory or otherwise);
- disclosing relevant information to facilitate claims or entitlements;
- any other purpose in connection with the business of the Offeror, Sincere and/or the Receiving Agent; and
- any other incidental or associated purposes relating to the above and/or to enable the Offeror and/or Realord Asia Pacific and/or Sincere and/or the Receiving Agent to discharge their obligations to the SinCo Shareholders and/or regulators and other purpose to which the SinCo Shareholders may from time to time agree to or be informed of.

3. Transfer of personal data

The personal data provided in this Form of Acceptance will be kept confidential but the Offeror and/or Realord Asia Pacific and/or Sincere and/or the Receiving Agent may, to the extent necessary for achieving the purposes above or any of them, make such enquiries as they consider necessary to confirm the accuracy of the personal data and, in particular, they may disclose, obtain, transfer (whether within or outside Hong Kong) such personal data to, from or with any and all of the following persons and entities:

- the Offeror, its agent(s), such as its financial adviser and the Receiving Agent;
- any agents, contractors or third party service providers who offer administrative, telecommunications, computer, payment or other services to the Offeror and/or Realord Asia Pacific and/or Sincere and/or the Receiving Agent, in connection with the operation of their business;
- the Stock Exchange, the SFC and any other regulatory or governmental bodies;
- any other persons or institutions with which you have or propose to have dealings, such as bankers, solicitors, accountants or licensed securities dealers; and
- any other persons or institutions whom the Offeror, Realord Asia Pacific, Sincere or the Receiving Agent considers disclosure or transfer to be necessary or desirable in the circumstances.

4. Retention of personal data

The Offeror and/or Realord Asia Pacific and/or Sincere and/or the Receiving Agent will keep the personal data provided in this Form of Acceptance for as long as necessary to fulfil the purposes for which the personal data were collected. Personal data which are no longer required will be destroyed or dealt with in accordance with the Ordinance.

5. Access to and correction of personal data

The Ordinance provides you with rights to ascertain whether the Offeror, Realord Asia Pacific, Sincere or the Receiving Agent holds your personal data, to obtain a copy of those data, and to correct any data that is incorrect. In accordance with the Ordinance, the Offeror, Realord Asia Pacific, Sincere and the Receiving Agent have the right to charge a reasonable fee for the processing of any data access requests. All requests for access to data or correction of data or for information regarding policies and practices and the kinds of data held should be addressed to the Offeror, Realord Asia Pacific, Sincere and the Receiving Agent (as the case may be).

BY SIGNING THIS FORM OF ACCEPTANCE, YOU AGREE TO ALL OF THE ABOVE.

個人資料

收集個人資料聲明

香港法例第486章個人資料(私隱)條例(「該條例」)之主要條文已於一九九六年十二月二十日在香港生效。本收集個人資料聲明旨在知會閣下有關要約人、偉祿亞太、先施及接收代理有關個人資料及該條例之政策及慣例。

1. 收集閣下個人資料之原因

如閣下就本身之先施股份接納要約，閣下須提供所需個人資料。倘閣下未能提供所需資料，則可能導致閣下之接納不獲受理或有所延誤。倘閣下提供之資料有任何不準確之處，閣下務須立刻通知要約人、偉祿亞太、先施及接收代理。

2. 用途

閣下於本接納表格提供之個人資料可能會就下列用途加以運用、持有及/或保存(以任何方式)：

- 處理閣下之接納及核實或遵循本接納表格及要約文件載列之條款及申請手續；
- 登記以閣下名義轉讓先施股份；
- 保存或更新有關先施股份持有人名冊；
- 核實或協助核實簽名，以及進行任何其他資料核實或交換；
- 確定閣下根據要約有權取得的配額；
- 自要約人或其代理(例如財務顧問及接收代理)收取通訊；
- 編製統計資料及先施股東資料；
- 按法例、規則或規例(不論為法定或其他規定)作出披露；
- 披露有關資料以便索償或享有配額；
- 有關要約人或先施或接收代理業務之任何其他用途；及
- 有關上文所述任何其他附帶或關連用途及/或以便要約人及/或偉祿亞太及/或先施及/或接收代理履行彼等對先施股東及/或監管機構的責任及先施股東可能不時同意或獲悉之其他用途。

3. 轉交個人資料

本接納表格提供之個人資料將作為機密資料妥當保存，惟要約人及/或偉祿亞太及/或先施及/或接收代理為達致上述或其中任何用途，可能作出其認為必需之查詢，以確認個人資料之準確性，尤其可向或自下列任何及所有人士及實體披露、獲取或轉交(無論在香港境內外)該等個人資料：

- 要約人或其代理，例如其財務顧問及接收代理；
- 向要約人及/或偉祿亞太及/或先施及/或接收代理就彼等業務經營提供行政、電訊、電腦、付款或其他服務之任何代理、承包商或第三方服務供應商；
- 聯交所、證監會及任何監管或政府機構；
- 與閣下進行交易或建議進行交易之任何其他人士或機構，例如往來銀行、律師、會計師或持牌證券交易商；及
- 要約人、偉祿亞太、先施或接收代理認為在有關情況下向其披露或轉交屬必要或適當之任何其他人士或機構。

4. 保留個人資料

要約人及/或偉祿亞太及/或先施及/或接收代理將按收集個人資料之用途需要保留本接納表格內提供之個人資料。無需保留之個人資料將會根據該條例銷毀或處理。

5. 存取及更正個人資料

根據該條例之規定，閣下有權確認要約人、偉祿亞太、先施或接收代理是否持有閣下之個人資料，並索取該資料副本，以及更正任何不正確資料。依據該條例之規定，要約人、偉祿亞太、先施及接收代理可就索取任何資料之要求收取合理手續費。存取資料或更正資料或索取有關政策及慣例資料以及所持資料類別之所有要求，須提交要約人、偉祿亞太、先施及接收代理(視情況而定)。

閣下一經簽署本接納表格，即表示同意上述所有條款。