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偉祿集團控股有限公司
REALORD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)
(Stock code: 1196)

ANNOUNCEMENT

VOLUNTARY CONDITIONAL CASH OFFER BY



ON BEHALF OF
REALORD GROUP HOLDINGS LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES OF
THE SINCERE COMPANY, LIMITED

OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS

Financial Adviser to the Offeror

ALTUS CAPITAL LIMITED

OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS

As at 4:00 p.m. 7 May 2021, the Offeror had received valid acceptances of the Offer in respect of a total of 922,968,476 SinCo Shares, representing approximately 70.24% of the entire issued share capital of Sincere as at the date of this announcement, which result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of Sincere, as at the date of this announcement.

Accordingly, the condition to the Offer as set out in the Offer Document has been fulfilled, and the Offer has become unconditional in all respects on 7 May 2021.

THE OFFER REMAINS OPEN FOR ACCEPTANCES

Pursuant to Rule 15.1 of the Takeovers Code, where the Response Document are posted after the date on which the Offer Document is posted, the Offer should remain open for acceptance for at least 28 days following the date on which the Offer Document is posted. Accordingly, the Offer will remain open for acceptance until 4:00 p.m. on 3 June 2021, which would be the Final Closing Date of the Offer and will not be extended.

INTRODUCTION

Reference is made to (i) the joint announcement issued by Realord Group Holdings Limited (“**Realord**”) and The Sincere Company, Limited (“**Sincere**”) dated 15 May 2020 (the “**Joint Announcement**”) in relation to, among other matters, the Offer; (ii) the joint announcement issued by Realord and Sincere dated 5 June 2020 in relation to, among others, the delay in despatch of the Composite Document; (iii) the announcement issued by Realord dated 28 April 2021 in relation to, among others, the fulfilment of all the Pre-Conditions and the despatch of the Offer Document; and (iv) the offer document dated 5 May 2021 issued by Realord in relation to the Offer (the “**Offer Document**”), respectively.

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the Offer Document.

OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS

Each of Win Dynamic and the Sincere Companies have, in accordance with the Irrevocable Undertakings, accepted the Offer in respect of an aggregate of 662,525,276 SinCo Shares beneficially held by Win Dynamic, an aggregate of 183,136,032 SinCo Shares beneficially held by Sincere LA, an aggregate of 75,608,064 SinCo Shares beneficially held by Sincere II and an aggregate of 1,699,104 SinCo Shares beneficially held by Perfumery, respectively, representing approximately 50.42%, 13.94%, 5.75% and 0.13% of the SinCo Shares, respectively, in issue as at the date of this announcement.

As at 4:00 p.m. 7 May 2021 including the SinCo Shares tendered pursuant to the Irrevocable Undertakings, the Offeror had received valid acceptances of the Offer in respect of a total of 922,968,476 SinCo Shares, representing approximately 70.24% of the entire issued share capital of Sincere as at the date of this announcement, which would result in the Offeror and parties acting in concert with it holding more than 50% of the voting rights of Sincere i.e. at least 656,981,281 SinCo Shares as at the date of this announcement.

Accordingly, the condition to the Offer as set out in the Offer Document has been fulfilled, and the Offer has become unconditional in all respects on 7 May 2021.

SETTLEMENT OF THE OFFER

Payment (after deducting the accepting SinCo Shareholder's share of stamp duty) in cash in respect of acceptances of the Offer will be made as soon as possible but in any event within seven (7) Business Days following the date of (i) the receipt of duly completed acceptances; or (ii) the Offer has become or is declared unconditional in all respects, whichever is later. Relevant documents of title must be received by the Receiving Agent to render each acceptance of the Offer complete and valid.

No fraction of a cent will be payable and the amount of cash consideration payable to a SinCo Shareholder who accepts the Offer will be rounded up to the nearest cent.

THE OFFER REMAINS OPEN FOR ACCEPTANCES

Pursuant to Rule 15.1 of the Takeovers Code, where the Response Document are posted after the date on which the Offer Document is posted, the Offer should remain open for acceptance for at least 28 days following the date on which the Offer Document is posted. Accordingly, the Offer will remain open for acceptance until 4:00 p.m. on 3 June 2021, which would be the Final Closing Date of the Offer and will not be extended.

The SinCo Shareholders are advised to refer to the Offer Document and the Form of Acceptance for details of the acceptance procedures should they wish to accept the Offer. An announcement of the results of the Offer will be made on 3 June 2021 in accordance with Rule 19.1 of the Takeovers Code.

By order of the board of
Realord Group Holdings Limited
Lin Xiaohui
Chairman

Hong Kong, 7 May 2021

As at the date of this announcement, the executive directors of the Offeror are Dr. Lin Xiaohui, Madam Su Jiaohua and Mr. Lin Xiaodong and the independent non-executive directors of the Offeror are Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue.

The directors of the Offeror 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.