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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0244)

RECEIPT OF A REQUISITION FOR CONVENING A GENERAL MEETING

This announcement is made by The Sincere Company, Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to the Inside Information Provisions under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong) and Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”).

On 25 May 2021, the Company received a letter (the “**Requisition Letter**”) from Realord Group Holdings Limited requesting the board of directors (the “**Board**”) of the Company to convene a general meeting of the Company pursuant to articles 52, 82, 84, 85 and 101 of the articles of associations of the Company and section 566 of the Companies Ordinance (Chapter 622 of the Laws of Hong Kong) for considering and, if thought fit, passing the following resolutions:

- “(1) **THAT** insofar as Dr. Lin Xiaohui (林曉輝博士) has not been appointed as a director of the Company before the general meeting of the Company (the “**GM**”) requested to be convened and held by Realord Group Holding Limited (“**Realord**”), or (as the case may be) he has been so appointed and is required to retire as director of the Company in accordance with the Articles at the GM, Dr. Lin Xiaohui (林曉輝博士) be and is hereby appointed as an executive director of the Company with effect from the conclusion of the GM;

- (2) **THAT** insofar as Madam Su Jiaohua (蘇嬌華女士) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) she has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Madam Su Jiaohua (蘇嬌華女士) be and is hereby appointed as an executive director of the Company with effect from the conclusion of the GM;
- (3) **THAT** insofar as Dr. Yu Lai (禹來博士) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Dr. Yu Lai (禹來博士) be and is hereby appointed as an executive director of the Company with effect from the conclusion of the GM;
- (4) **THAT** insofar as Mr. Chan Chu Kin (陳曙鍵先生) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Mr. Chan Chu Kin (陳曙鍵先生) be and is hereby appointed as an executive director of the Company with effect from the conclusion of the GM;
- (5) **THAT** insofar as Dr. Tai Tak Fung (戴德豐博士) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Dr. Tai Tak Fung (戴德豐博士) be and is hereby appointed as a non-executive director of the Company with effect from the conclusion of the GM;
- (6) **THAT** insofar as Mr. Yu Leung Fai (余亮暉先生) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Mr. Yu Leung Fai (余亮暉先生) be and is hereby appointed as an independent non-executive director of the Company with effect from the conclusion of the GM;
- (7) **THAT** insofar as Mr. Yuan Baoyu (袁寶玉先生) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Mr. Yuan Baoyu (袁寶玉先生) be and is hereby appointed as an independent non-executive director of the Company with effect from the conclusion of the GM;

- (8) **THAT** insofar as Mr. Chun Hung Simon (鍾振雄先生) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Mr. Chun Hung Simon (鍾振雄先生) be and is hereby appointed as an independent non-executive director of the Company with effect from the conclusion of the GM;
- (9) **THAT** the board of directors of the Company (the “**Board**”) by and is hereby authorised to fix the remuneration of the directors of the Company;
- (10) **THAT** Mr. Ma King Huen Philip (馬景煊先生) be and is hereby removed as an executive director, the chairman and the chief executive officer (and any other office (where applicable)) of the Company with effect from the later of (a) the conclusion of the GM, or (b) the earliest time when such removal is permitted under The Codes on Takeovers and Merges and Share Buy-backs (the “**Takeovers Code**”) (where applicable);
- (11) **THAT** Mr. Chan Man Wai Charles (陳文衛先生) be and is hereby removed as a non-executive director of the Company with effect from the later of (a) the conclusion of the GM, or (b) the earliest time when such removal is permitted under the Takeovers Code (where applicable);
- (12) **THAT** Mr. Ma King Wing (馬景榮先生) be and is hereby removed as an independent non-executive director of the Company with effect from the later of (a) the conclusion of the GM, or (b) the earliest time when such removal is permitted under the Takeovers Code (where applicable);
- (13) **THAT** (where applicable) any other person(s), other than the persons whose names are set out in paragraphs (1) to (8) and (10) to (12), that may be appointed as an executive director/non-executive director/independent non-executive director of the Company (as the case may be) since 25 May 2021 (including such date for the avoidance of doubt) and up to immediately before the GM, be and is/are hereby removed with effect from the later of (a) the conclusion of the GM, or (b) the earliest time when such removal is permitted under the Takeovers Code (where applicable).”

The Board will extend the fullest cooperation and convene the general meeting pursuant to Rule 31.5 of the Hong Kong Code on Takeovers and Mergers.

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

Hong Kong, 26 May 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.