

Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Realord Group Holdings Limited.



ANNOUNCEMENT

(1) CLOSE OF THE VOLUNTARY CONDITIONAL CASH OFFER BY



偉祿亞太證券
REALORD ASIA PACIFIC SECURITIES

ON BEHALF OF

**REALORD GROUP HOLDINGS LIMITED
TO ACQUIRE ALL OF THE ISSUED SHARES OF
THE SINCERE COMPANY, LIMITED;**

(2) RESULTS OF THE OFFER;

AND

(3) PUBLIC FLOAT

Financial Adviser to the Offeror
ALTUS CAPITAL LIMITED

CLOSE OF THE OFFER

The Offeror announces that the Offer closed at 4:00 p.m. on Thursday, 3 June 2021, being the Final Closing Date, and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 3 June 2021, being the latest time and date for acceptance of the Offer, the Offeror had received valid acceptances in respect of a total of 1,044,695,362 SinCo Shares under the Offer, representing approximately 79.51% of the entire issued share capital of Sincere as at the date of this announcement.

SHAREHOLDING STRUCTURE OF SINCERE

Immediately before the commencement the Offer Period, the Offeror and parties acting in concert with it did not own, control or have direction over any SinCo Shares or rights over any SinCo Shares. Immediately after the close of the Offer, taking into account the valid acceptances in respect of 1,044,695,362 SinCo Shares under the Offer and subject to the due registration by the Registrar of the transfer of the SinCo Shares in favour of the Offeror, the Offeror and parties acting in concert with it would hold an aggregate of 1,044,695,362 SinCo Shares, representing approximately 79.51% of the entire issued share capital of Sincere as at the date of this announcement.

PUBLIC FLOAT OF THE SINCO SHARES

Immediately after the close of the Offer, subject to the due registration by the Registrar of the transfer of the SinCo Shares in respect of which valid acceptances were received, 269,267,198 SinCo Shares, representing approximately 20.49% of the existing issued share capital of Sincere, are held by the public (as defined in the Listing Rules), which was less than the minimum public float requirement of 25% of the existing issued share capital of Sincere as required under Rule 8.08(1)(a) of the Listing Rules. Accordingly, as at the date of this announcement, Sincere is not able to satisfy the minimum public float requirement under the Listing Rules. An application will be made to the Stock Exchange for a temporary waiver to Sincere from the strict compliance with the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules. The Offeror will take appropriate steps to restore the minimum public float of Sincere as required under the Listing Rules as early as practicable.

Reference is made to (i) the offer document dated 5 May 2021 (the “**Offer Document**”) issued by Realord Group Holdings Limited (the “**Offeror**”); (ii) the announcement issued by the Offeror dated 7 May 2021 in relation to the Offer becoming unconditional in all respects; and (iii) the response document dated 20 May 2021 (the “**Response Document**”) issued by The Sincere Company, Limited (“**Sincere**”).

Unless otherwise defined, capitalised terms used in this announcement shall have the same meanings as those set out in the Offer Document and the Response Document.

CLOSE OF THE OFFER

The Offeror announces that the Offer closed at 4:00 p.m. on Thursday, 3 June 2021, being the Final Closing Date, and was not revised or extended by the Offeror.

RESULTS OF THE OFFER

As at 4:00 p.m. on Thursday, 3 June 2021, being the latest time and date for acceptance of the Offer, the Offeror had received valid acceptances in respect of a total of 1,044,695,362 SinCo Shares under the Offer, representing approximately 79.51% of the entire issued share capital of Sincere as at the date of this announcement.

SETTLEMENT OF THE OFFER

Payment (after deducting the ad valorem stamp duty payable by the accepting SinCo Shareholders) in cash in respect of acceptances of the Offer had been or will be (as the case may be) made by ordinary post at their own risk as soon as possible but in any event within seven (7) Business Days following the date of (i) the receipt of duly completed acceptances by the Receiving Agent to render each acceptance of the Offer complete and valid; or (ii) the Offer has become or is declared unconditional in all respects, whichever is later.

The latest date for posting of remittances for the amounts due in respect of valid acceptances received under the Offer is Tuesday, 15 June 2021.

SHAREHOLDING STRUCTURE OF SINCERE

Immediately before the commencement of the Offer Period, the Offeror and parties acting in concert with it did not own, control or have direction over any SinCo Shares or rights over any SinCo Shares. Immediately after the close of the Offer, taking into account the valid acceptances in respect of 1,044,695,362 SinCo Shares under the Offer and subject to the due registration by the Registrar of the transfer of the SinCo Shares in favour of the Offeror, the Offeror and parties acting in concert with it would hold an aggregate of 1,044,695,362 SinCo Shares, representing approximately 79.51% of the entire issued share capital of Sincere as at the date of this announcement.

Save as disclosed above, none of the Offeror and parties acting in concert with it (i) held, controlled or directed any SinCo Shares or rights over SinCo Shares before the commencement of the Offer Period; nor (ii) has acquired or agreed to acquire any SinCo Shares or other securities of Sincere or rights over any SinCo Shares during the Offer Period. The Offeror and parties acting in concert with it have not borrowed or lent any SinCo Shares or relevant securities (as defined in Note 4 to Rule 22 of the Takeovers Code) of Sincere during the Offer Period.

Set out below is the shareholding structure of Sincere (i) immediately before the commencement of the Offer Period on 15 May 2020; and (ii) immediately after the close of the Offer and as at the date of this announcement (assuming due registration by the Registrar of the transfer of the SinCo Shares in respect of which valid acceptances were received):

	Immediately before the commencement of the Offer Period		Immediately after the close of the Offer and as at the date of this announcement	
	<i>No. of SinCo Shares</i>	<i>Approximate %</i>	<i>No. of SinCo Shares</i>	<i>Approximate %</i>
The Offeror	–	–	1,044,695,362	79.51
Win Dynamic	662,525,276	50.42	–	–
Sincere LA	183,136,032	13.94	–	–
Sincere II	75,608,064	5.75	–	–
Perfumery	1,699,104	0.13	–	–
Other SinCo Shareholders	390,994,084	29.76	269,267,198	20.49
Total	1,313,962,560	100.00	1,313,962,560	100.00

PUBLIC FLOAT OF THE SINCO SHARES

Immediately after the close of the Offer, subject to the due registration by the Registrar of the transfer of the SinCo Shares in respect of which valid acceptances were received, 269,267,198 SinCo Shares, representing approximately 20.49% of the existing issued share capital of Sincere, are held by the public (as defined in the Listing Rules), which was less than the minimum public float requirement of 25% of the existing issued share capital of Sincere as required under Rule 8.08(1)(a) of the Listing Rules. Accordingly, as at the date of this announcement, Sincere is not able to satisfy the minimum public float requirement under the Listing Rules. An application will be made to the Stock Exchange for a temporary waiver to Sincere from the strict compliance with the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules. The Offeror will take appropriate steps to restore the minimum public float of Sincere as required under the Listing Rules as early as practicable. Further announcement(s) will be made regarding the restoration of the public float as and when appropriate.

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

Hong Kong, 3 June 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.