

sincere先施

THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0244)

FORM OF PROXY FOR EXTRAORDINARY GENERAL MEETING TO BE HELD ON 5 JULY 2021

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of The Sincere Company, Limited (the “Company”), HEREBY APPOINT THE CHAIRMAN OF THE MEETING ^(Note 3) or _____
of _____

as my/our proxy to attend at the Extraordinary General Meeting (and at any adjournment thereof) of the Company to be held at Crowne Plaza Hong Kong Causeway Bay, Club@28 VIP Lounge 2, 28/F, 8 Leighton Road, Causeway Bay, Hong Kong on 5 July 2021 at 10:00 a.m. and at such Extraordinary General Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) as directed below.

Unless otherwise defined, terms defined in the notice of the Extraordinary General Meeting dated 8 June 2021 and used in this form of proxy shall have the same meanings.

Please make a mark “✓” in the appropriate boxes to indicate how you wish your vote(s) to be cast ^(Note 4).

ORDINARY RESOLUTIONS		FOR	AGAINST
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 Jiahua (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 Jiahua (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;		

ORDINARY RESOLUTIONS		FOR	AGAINST
8.	THAT insofar as Mr. Chung 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. Chung 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 Mergers 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).		

Dated this _____ day of _____ 2021.

Signature: _____

Notes:

- * Due to the resignations of certain directors received by the Company, paragraphs (10) to (12) of the Resolutions are no longer applicable at the date of the Extraordinary General Meeting.
- 1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- 2. Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- 3. If any proxy other than the Chairman is preferred, strike out “The chairman of the meeting” here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Extraordinary General Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE EXTRAORDINARY GENERAL MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
- 4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, TICK THE APPROPRIATE BOX MARKED “FOR”. IF YOU WISH TO VOTE AGAINST THAT RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED “AGAINST”.** Failure to complete one only of the relevant boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Extraordinary General Meeting other than those referred to in the Notice convening the Extraordinary General Meeting.
- 5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- 6. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- 7. To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company’s Share Registrar, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not less than 48 hours before the time appointed for holding the Extraordinary General Meeting
- 8. The proxy need not be a member of the Company but must attend the Extraordinary General Meeting in person to represent you.
- 9. Completion and delivery of the form of proxy will not preclude you from attending and voting at the Extraordinary General Meeting if you so wish.