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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0244)

NOTICE OF EXTRAORDINARY GENERAL MEETING

NOTICE IS HEREBY GIVEN THAT the Extraordinary General Meeting of shareholders of the Company will be held at Crowne Plaza Hong Kong Causeway Bay, Club@28 VIP Lounge 2, 28/F, 8 Leighton Road, Causeway Bay, Hong Kong on Monday, 5 July 2021 at 10:00 a.m for considering and, if thought fit, pass with or without amendments, each of the following resolutions as an ordinary resolution:

- “(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. 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 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).”

By order of the Board
Ada S P CHEUNG
Company Secretary

Hong Kong, 8 June 2021

Notes:

1. 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 EGM.
2. For determining the entitlement to attend and vote at the Extraordinary General Meeting to be held on Monday, 5 July 2021, the register of members of the Company will be closed from Tuesday, 29 June 2021 to Monday, 5 July 2021, both days inclusive, during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Extraordinary General Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's Branch share registrar in Hong Kong Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Monday, 28 June 2021.
3. A member entitled to attend and vote at the meeting is entitled to appoint one or more proxies to attend and vote instead of him. A proxy need not be a member of the Company.

4. The instrument appointing a proxy and the power of attorney or other authority, if any, under which it is signed, or a notarially certified copy of such power or authority, must be lodged with the Company's Share Registrars, Tricor Tengis Limited, Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the meeting or any adjournment thereof. Completion and return of a proxy form will not preclude a member from attending the meeting and voting in person.
5. In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of shareholders, the Company will implement the following precautionary measures at the Extraordinary General Meeting:
 - a. compulsory body temperature checks
 - b. compulsory wearing of surgical face masks
 - c. no serving of food and drinks
6. In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the Extraordinary General Meeting is not necessary for the purpose of exercising voting rights. As an alternative, by using proxy forms with voting instructions duly completed, Shareholders may appoint the Chairman of the Extraordinary General Meeting as their proxy to vote on the relevant resolutions at the Extraordinary General Meeting instead of attending the Extraordinary General Meeting in person.
7. Subject to the development of COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.
8. As at the date of this notice, the Executive director of the Company is Mr Philip K H Ma and the Independent Non-Executive Directors are Mr King Wing Ma, Mr Eric K K Lo, Mr Peter Tan and Mr Anders W L Lau.