
THIS CIRCULAR IS IMPORTANT AND REQUIRES YOUR IMMEDIATE ATTENTION

If you are in any doubt about this circular or as to the action to be taken, you should consult your stockbroker, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold all your shares in The Sincere Company, Limited (the “**Company**”), you should at once hand this circular and the accompanying form of proxy to the purchaser or to the bank, stockbroker or other agent through whom the sale was effected for transmission to the purchaser.

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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0244)

SHAREHOLDER’S REQUISITION

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

A notice convening a general meeting (the “**EGM**”) 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 Monday, 5 July 2021 at 10:00 a.m. is set out on pages EGM-1 to EGM-4 of this circular. If you are not able to attend the meeting, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s Registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong, as soon as possible and in any event not less than 48 hours before the time appointed for holding of the meeting or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting in person at the meeting or any adjournment thereof should you so wish.

PRECAUTIONARY MEASURES FOR THE EGM

In light of the COVID-19 pandemic, precautionary measures will be taken at the EGM, including but not limited to:

1. Compulsory body temperature checks and health declarations
2. Compulsory wearing of surgical face mask at all times; and
3. No serving of food or drink.

Please refer to page ii of this circular for the details. The Company reserves the right to deny entry into or require any person to leave the EGM venue if such person refuses to comply with any precautionary measures.

8 June 2021

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PRECAUTIONARY MEASURES FOR THE EGM

In view of the ongoing COVID-19 epidemic and recent requirements for prevention and control of its spread (as per guidelines issued by the Hong Kong government at <https://www.chp.gov.hk/en/features/102742.html>), the Company will implement necessary preventive measures at the EGM to protect attending Shareholders, proxy and other attendees from the risk of infection, including:

- (i) Compulsory body temperature check will be conducted on every Shareholder, proxy and other attendees at the entrance of the EGM venue. Any person with a body temperature of over 37.5 degrees Celsius may be denied entry into the EGM venue or be required to leave the EGM venue;
- (ii) Attendees are required to prepare his/her own surgical face masks and wear the same inside the EGM venue at all times; and
- (iii) No food and drinks will be served.

To the extent permitted under law, the Company reserves the right to deny entry into the EGM venue or require any person to leave the EGM venue in order to ensure the safety of the attendees at the EGM.

In the interest of all attendees' health and safety, the Company wishes to advise all Shareholders that physical attendance in person at the EGM 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 EGM as their proxy to vote on the relevant resolutions at the EGM instead of attending the EGM in person.

The proxy form, which can also be downloaded from the Company's website (<http://www.sincere.com.hk>), is enclosed to this circular. If you are not a registered Shareholder (i.e., if your Shares are held via banks, brokers, custodians or Hong Kong Securities Clearing Company Limited), you should consult directly with your banks or brokers or custodians (as the case may be) to assist you in the appointment of proxy.

DEFINITIONS

In this circular, unless the context otherwise requires, the following expressions have the following meanings:

“Articles”	the articles of association of the Company
“Board”	the board of Directors
“CO”	Companies Ordinance (Chapter 622 of the laws of Hong Kong)
“Company”	The Sincere Company, Limited (HK Stock Code: 244), a company incorporated in Hong Kong with limited liability whose shares are listed on the Stock Exchange
“Directors”	directors of the Company
“EGM”	the extraordinary general meeting 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 Monday, 5 July 2021 at 10:00 a.m., notice of which is set out on pages EGM-1 to EGM-4 of this circular
“Group”	the Company and its subsidiaries
“Hong Kong”	the Hong Kong Special Administrative Region of the PRC
“Listing Rules”	The Rules Governing the Listing of Securities on the Stock Exchange
“LPD”	Monday, 7 June 2021, being the latest practicable date for ascertaining relevant information to be included in this circular
“Offer”	the voluntary conditional cash general offer by Realord Asia Pacific Securities Limited for and on behalf of Realord to acquire all of the issued Shares in accordance with the terms and conditions set out in the Offer Document
“Offer Document”	the offer document dated 5 May 2021 despatched by the Realord to the Shareholders containing, inter alia, the details of the Offer
“Requisition”	a letter dated 25 May 2021 from Realord to the Company, requesting the Board to convene a general meeting of the Company for the purpose of considering and, if thought fit, passing the Resolutions (as defined hereinafter in the Letter of the Board)

DEFINITIONS

“Realord” or “Offeror”	Realord Group Holdings Limited, a company incorporated in Bermuda with limited liability and the shares of which are listed on the Main Board of the Stock Exchange (stock code: 1196), and substantial shareholder of the Company, as defined in the Listing Rules
“Response Document”	the response document dated 20 May 2021 in respect of the Offer issued by the Company in accordance with the Code on Takeovers and Mergers
“Share(s)”	ordinary share(s) in the issued share capital of the Company
“Shareholder(s)”	holder(s) of the Share(s)
“Stock Exchange”	The Stock Exchange of Hong Kong Limited
“%”	per cent.

If there is any inconsistency in this circular between the Chinese and English versions, then English version shall prevail.

LETTER FROM THE BOARD

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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0244)

Executive Director:

Mr. Philip K H Ma (*Chairman & CEO*)

Independent Non-Executive Directors:

Mr. King Wing Ma

Mr. Eric K K Lo

Mr. Peter Tan

Mr. Anders W L Lau

Registered Office:

24th Floor

Leighton Centre

77 Leighton Road

Hong Kong

8 June 2021

Dear Sir or Madam,

SHAREHOLDER'S REQUISITION

AND

NOTICE OF EXTRAORDINARY GENERAL MEETING

1. INTRODUCTION

Reference is made to the announcement of the Company dated 26 May 2021 in relation to the Requisition from Realord. The purpose of this circular is to provide Shareholders with (i) the information in relation to the Requisition; (ii) recommendations, if any, from the Board in relation to the Requisition; and (iii) the notice of the EGM.

2. THE REQUISITION

On 25 May 2021, the Company received the Requisition from Realord. Based on the records kept by Tricor Tengis Limited, the Company's Registrar, as at the date of the Requisition, Realord held 933,862,124 Shares in the Company, representing approximately 71.1% of the total issued issue capital of the Company. Pursuant to the Requisition, Realord requested the Board to convene a general meeting for the purpose of considering and, if thought fit, passing the following resolutions (the "**Resolutions**") as ordinary resolutions of the Company:

LETTER FROM THE BOARD

- “(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;

LETTER FROM THE BOARD

- (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).”

LETTER FROM THE BOARD

Pursuant to section 566 of the CO, the Board is required to call a GM if the Company has received requests to do so from members of the Company representing at least 5% of the total voting rights of all the members having a right to vote of general meetings of the Company.

Pursuant to section 567 of the CO, directors required under section 566 of the CO to call such meeting within 21 days after the date on which they become subject to the requirement and such meeting must be held on a date not more than 28 days after the date of the notice of the GM.

3. INTENDED RESIGNATION OF DIRECTORS

As disclosed by the Company on page 14 of the Response Document, as at 17 May 2021, (i) Mr. Eric K K Lo, Mr. Peter Tan, Mr. Charles M W Chan and Mr. Anders W L Lau, intend to resign upon or after the Final Closing Date, as defined in the Response Document; and (ii) Mr. Philip K H Ma and Mr. King Wing Ma intend to remain on the Board.

Mr. Eric K K Lo, Mr. Peter Tan and Mr. Anders W L Lau subsequently decided not to resign for the time being, pending an orderly change in management and in the Board. None of them have committed to remain on the Board for any specific period and each may resign at any time.

As at the LPD, (i) Mr. Charles M W Chan had resigned as Director effective from 4 June 2021; and (ii) Mr. Philip K H Ma and Mr. King Wing Ma had tendered their resignations as Director which shall be effective from Thursday, 1 July 2021. Apart from this, the Company has not received any resignations from the other Directors as at the LPD.

Having considered the contents and details of the Requisition and the above, the Board has resolved to convene a general meeting pursuant to the Requisition for the consideration, and if thought fit, the passing of the Resolutions as stated in the Requisition. Due to the abovementioned resignations of certain directors, paragraphs (10) to (12) of the Resolutions would no longer be applicable at the date of the EGM.

4. PROPOSED APPOINTMENTS OF DIRECTORS

To summarise the contents of the Requisition in relation to the appointment of directors, Realord requested for the (i) appointment of Dr. Lin Xiaohui (林曉輝博士), Madam Su Jiaohua (蘇嬌華女士), Dr. Yu Lai (禹來博士) and Mr. Chan Chu Kin (陳曙鍵先生) as executive directors of the Company; (ii) appointment of Dr. Tai Tak Fung (戴德豐博士) as non-executive director of the Company; (iii) appointment of Mr. Yu Leung Fai (余亮暉先生), Mr. Yuan Baoyu (袁寶玉先生) and Mr. Chung Chun Hung Simon (鍾振雄先生) as independent non-executive directors of the Company.

Pursuant to Rule 13.74 of the Listing Rules, the details of the directors proposed to be appointed are set out in Appendix I to this circular.

LETTER FROM THE BOARD

5. POSSIBLE FINANCIAL SUPPORT FROM REALORD

The Board noted that under the paragraph headed “Intention of the Offeror on the SinCo Group” on page 21 of the Offer Document, it was stated “the Offeror will provide necessary financial support to the SinCo Group after it taking over control and management of Sincere”.

6. GENERAL MEETING

A notice convening the EGM 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 Monday, 5 July 2021 at 10:00 a.m. (the “**Notice**”) is set out in this circular.

According to Rule 13.39(4) of the Listing Rules, any vote of shareholders at a general meeting must be taken by poll. Therefore, all the resolutions put to the vote at the EGM will be taken by way of poll.

Proxy form for use at the EGM, which can also be downloaded from the Company’s website (<http://www.irasia.com/listco/hk/sincere/index.htm>), is enclosed with this circular. To be valid, the proxy form must be completed in accordance with the instructions printed thereon and deposited together with the power of attorney or other authority (if any) under which it is signed or a notorially certified copy of that power of attorney or authority at the Company’s 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 meeting or any adjournment thereof. Completion and delivery of the form of proxy will not prevent you from attending and voting at the EGM.

7. NO RECOMMENDATION FROM THE BOARD

Shareholders should note that the details of the proposed directors as set out in Appendix I to this circular have been reproduced from and are solely based on the information provided to the Company in the Requisition. The Board has not verified the particulars of the proposed Directors as stated in Appendix I and no recommendation has been made by the Board with regard to their proposed appointments. Further, the Board is not in a position to comment on whether there is any matter regarding their proposed appointments that needs to be brought to the attention of the Shareholders pursuant to the Listing Rules.

Your attention is also drawn to the information set out in the appendix to this circular. You are recommended to read carefully the information set out in the appendix before voting on the Resolutions.

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

The following are the particulars of the directors, provided to the Company in the Requisition, proposed to be appointed at the EGM:

Executive directors**Dr. Lin Xiaohui (林曉輝博士)**

Dr. Lin Xiaohui (“**Dr. Lin**”), aged 47, is currently the chairman and an executive director of Realord. He obtained a post-graduate diploma in business administration from the Society of Business Practitioners in December 2013, a Master degree of business administration from the City University (formerly known as the City University College of Science and Technology) in September 2014 and a Honorary Doctorate degree of Business Administration from the SABI University in August 2015. Since 2005, Dr. Lin has held management positions in a number of private companies in which he has shareholding interests, and these companies are mainly engaged in real estate, electronics, logistics and financial investment in Shenzhen. Dr. Lin is a member of the Committee of Shenzhen City of the Chinese People’s Political Consultative Conference and a member of the Committee of Futian District, Shenzhen City of the Chinese People’s Political Consultative Conference. Dr. Lin is the spouse of Madam Su Jiaohua (“**Madam Su**”).

Madam Su Jiaohua (蘇嬌華女士)

Madam Su Jiaohua (“**Madam Su**”), aged 48, is currently an executive director and the chief executive officer of Realord. She obtained the advanced diploma in business studies from Ashford College of Management & Technology Singapore (formerly known as AMGT Management School) in September 2012. Since 2005, Madam Su has held management positions in a number of private companies in which she has shareholding interests, and these companies are mainly engaged in real estate, electronics, logistics and financial investment in Shenzhen. Madam Su also served as a member of the People’s Congress of Futian District, Shenzhen City, and a member of the People’s Congress of Shenzhen City. Madam Su is the spouse of Dr. Lin.

Dr. Yu Lai (禹來博士)

Dr. Yu Lai (“**Dr. Yu**”), aged 66, obtained a master degree and a doctorate degree in business management from Sun Yat-sen Business School in July 1990 and June 2001, respectively. Dr. Yu is currently the chairman of Realord Commercial Group Limited* (偉祿商業集團有限公司). Dr. Yu has over 18 years of experience in business management and has held management positions in a number of companies. From May 2003 to May 2006, Dr. Yu worked with Guangdong Investment Limited (a company listed on the main board of the Stock Exchange (stock code: 270)) in a number of positions within the group, namely (i) the director and deputy general manager of the company; and (ii) the chairman and director of Guangdong Teemall (holdings) Limited* (廣東天河城(集團)股份有限公司). From June 2006 to December 2010, Dr. Yu worked in Shenzhen CITIC Commercial Management Co., Ltd* (深圳市中信商業管理有限公司) and served in various position within the group, including the chairman of Shenzhen CITIC City Plaza Investment Co., Ltd.* (深圳市中信城市廣場投資有限公司) and the deputy general manager of Sino Hope (H.K.) Limited. From April 2007 to January 2008, Dr. Yu was the deputy general manager of CITIC Shenzhen (Group) Company* (中信深圳(集團)公司) and from January 2008 to December 2010, Dr. Yu was appointed as the vice president of CITIC Real Estate Co., Ltd (中信房地產股份有限公司). Dr. Yu then worked with Horoy Holdings Limited from January 2011 to August 2013, with his last held position as the president of the company. In September 2013, Dr. Yu joined Guangdong JianJi Group (廣東堅基集團) and served in a number of positions within the group, namely (i) the president of the group; (ii) the general manager of Guangdong JianJi Commercial Operation Management Company* (廣東堅基商業運營管理公司); and (iii) the general manager of Heyuan JianJi Performing Arts Company Limited* (河源市堅基演藝有限公司).

Mr. Chan Chu Kin (陳曙鍵先生)

Mr. Chan Chu Kin (“**Mr. Chan**”), aged 42, obtained a bachelor’s degree in commerce from the University of New South Wales in December 2001. Mr. Chan has over 18 years of experience in accounting and finance. Prior to joining Realord in 2017, Mr. Chan had been employed by three international audit firms. During the period from 2007 to 2008, he worked in Ernst & Young as senior accountant. During the period from 2008 to 2011, he worked in JBPA & Company (formerly known as Grant Thornton), which was subsequently merged with BDO Limited in 2011. Since then till 2012, Mr. Chan served in BDO Limited, with his last held position as audit manager. During the period from 2013 to 2016, he worked in Grant Thornton Hong Kong Limited, with his last held position as senior audit manager. He is currently the chief financial officer and company secretary of Realord. Mr. Chan is also a member of the Certified Practising Accountant of Australia and a fellow member of the Hong Kong Institute of Certified Public Accountants.

Non-executive directors**Dr. Tai Tak Fung, Stephen (戴德豐博士)**

Dr. the Honourable Tai Tak Fung, Stephen (“Dr. Tai”), GBM, GBS, SBS, JP, Phd (honoris causa), aged 73, is currently the founder, executive director and chairman of Four Seas Mercantile Holdings Limited (Stock Code: 374) and the non-executive director of Hong Kong Food Investment Holdings Limited (Stock Code: 60) both companies of which are listed on the Main Board of the Stock Exchange. Dr. Tai has been awarded the Grand Bauhinia Medal, Gold Bauhinia Star, Silver Bauhinia Star and Justice of the Peace by the Government of the Hong Kong Special Administrative Region. He also served as a member of the National Committee of the Chinese People’s Political Consultative Conference (“CPPCC”) from 2003 to 2018, during which he was a standing committee member of the CPPCC from 2008 to 2018. He is currently a standing committee member of the Guangdong Provincial Committee of the CPPCC. Dr. Tai was awarded the Order of the Rising Sun, Gold and Silver Rays by the Government of Japan in 2017 and prior to receiving the said award, Dr. Tai was also awarded The Minister of Agriculture, Forestry and Fisheries Award in recognition of his contribution towards the promotion of Japanese food products. He is currently serving several public office, including the president of the Hong Kong Foodstuffs Association and special advisor to China National Food Industry Association. He had also received a number of awards including Industrialist of the Year Award conferred by Federation of Hong Kong Industries.

Independent non-executive directors**Mr. Yu Leung Fai (余亮暉先生)**

Mr. Yu Leung Fai (“Mr. Yu”), aged 44, obtained a bachelor’s degree in commerce from University of Toronto, Canada in June 2000 and a bachelor’s degree in law from University of London, United Kingdom in August 2005. Mr. Yu has over 19 years of experience in corporate services field. He first started his career as an auditor of Deloitte Touche Tohmatsu. Since 2001, Mr. Yu joined Fung, Yu & Co. CPA Limited and is currently the company’s managing partner. Mr. Yu has also been the company secretary of Beijing Media Corporation Limited (Stock Code: 1000), Yuanda China Holdings Limited (Stock Code: 2789) and Sany Heavy Equipment International Holdings Company Limited (Stock Code: 631), and the independent non-executive director of Realord and Dowway Holdings Limited (Stock Code: 8403), all of which are listed companies in Hong Kong, since 2010, 2012, 2017, 2014 and 2019, respectively. Mr. Yu is also a member of the American Institute of Certified Public Accountants, Certified Practicing Accountants of Australia and the Hong Kong Institute of Certified Public Accountants.

Mr. Yuan Baoyu (袁寶玉先生)

Mr. Yuan Baoyu (“**Mr. Yuan**”), aged 71, obtained a bachelor degree in administrative management from Guaugdong Social Science University in December 1990. Mr. Yuan served in the Shenzhen Local Taxation Bureau and Shenzhen Municipal Office of the State Administration of Taxation (the “SMOSAT”) for 25 years. In May 1984, he first served as the deputy chief of the fourth branch of the Shenzhen Local Taxation Bureau. Mr. Yuan was subsequently transferred to the Shekou Branch of the Shenzhen Local Taxation Bureau* (深圳市稅務局蛇口分局) and was appointed as the director of the second division of the Taxation Office in August 1985 and the chief of the second management section in March 1989. From September 1994 to September 1995, Mr. Yuan was appointed as the deputy director of the Shatoujiao Branch of the Shenzhen Local Taxation Bureau* (深圳市稅務局沙頭角分局). Mr. Yuan then served as the deputy director and director of the Luohu Branch of the SMOSAT* (深圳市國家稅務局羅湖分局) in September 1995. In March 2000, he was appointed as the director and the secretary of the party committee of the Bao’an Branch of the SMOSAT* (深圳市寶安區國家稅務局). In December 2005 and September 2008, Mr. Yuan was further appointed as the director of the import and export tax management office of the SMOSAT* (深圳市國稅局進出口稅收管理處) and the deputy inspector of the SMOSAT, respectively.

Mr. Chung Chun Hung Simon (鍾振雄先生)

Mr. Chung Chun Hung Simon (“**Mr. Chung**”), aged 50, obtained a bachelor degree in mathematics from the University of Waterloo, Canada in May 1993 and a master degree of science in investment management from The Hong Kong University of Science and Technology in November 2001. Mr. Chung was a licensed person registered with the SFC to carry out type 1 (dealing in securities) and type 2 (dealing in futures contracts) regulated activities under the SFO from July 2005 to May 2017 and has over 20 years of securities brokerage and dealing experience in the financial services industry. He worked in Core Pacific-Yamaichi International (H.K.) Limited from February 2000 to June 2005, with his last held position as assistant sales director, primarily responsible for dealing in securities and futures contracts. From June 2005 to May 2017, Mr. Chung was the investment representative of KGI Hong Kong Limited (a company principally engaged in the provision of investment products and services, wealth management and person investment services), primarily responsible for dealing in securities and future contracts. In June 2012, he cofounded Speedy Finance Limited, a company principally engaged in money lending business in Hong Kong and has been its director since then. Mr. Chung has also been the honorary treasurer of Hong Kong General Chamber of Property Finance (formerly known as the Hong Kong Property Finance Association) since January 2016 and has been the honorary president of the CityU Industrial and Business Leaders Circle.

** For identification purpose only*

NOTICE OF EGM

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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0244)

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;

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- (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);

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- (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.

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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.