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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 0244)

FORM OF PROXY FOR THE ANNUAL GENERAL MEETING TO BE HELD ON 6 AUGUST 2021 ("AGM") (AND AT ANY ADJOURNMENT THEREOF)

I/We (Note 1)

of _____
being the registered holder(s) of _____ ordinary shares (Note 2)
in the share capital of the Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** (Note 3) or _____
of _____
as my/our proxy to attend the AGM to be held at Capital Financial Press Limited, Suite 2418, Jardine House, 1 Connaught Place, Hong Kong, on Friday, 6 August 2021 at 11:00 a.m. (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the following resolutions as set out in the notice convening the AGM as indicated below (Note 4) and, if no such indication is given, as my/our proxy thinks fit.

AS ORDINARY RESOLUTIONS		FOR ^d	AGAINST ^d
1.	To receive the audited financial statements and the reports of the directors of the Company and independent auditor of the Company for the year ended 28 February 2021.		
2.	To re-appoint Ernst & Young as the independent auditor of the Company and to authorise the board of directors of the Company to fix their remuneration.		
3.	To give a general mandate to the directors of the Company to purchase shares not exceeding 10% of the existing number of shares of the Company in issue.		
4.	To give a general mandate to the directors of the Company to issue, allot and deal with additional shares not exceeding 20% of the existing number of shares of the Company in issue.		
5.	To extend the general mandate granted to the directors of the Company to issue shares of the Company by the number of shares repurchased by the Company.		

Dated this _____ day of _____ 2021.

Signature: _____

Notes:

- Full name(s) as shown in the register of members of the Company and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s) to which this form of proxy relates. 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).
- If any proxy other than the chairman of the AGM is preferred, please strike out "the chairman of the meeting" and insert the name and address of the proxy desired in the space provided in **BLOCK CAPITALS**. You may appoint one or more proxies to attend the AGM. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON(S) WHO SIGN(S) IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PLEASE TICK THE APPROPRIATE BOX MARKED "AGAINST".** Failure to tick the relevant box(es) will entitle your proxy to cast your vote(s) in respect of the relevant proposed resolution(s) at his discretion. Your proxy will also be entitled to vote at his discretion on any proposed resolution properly put to the AGM other than those referred to in the notice convening the AGM.
- Abstention votes shall **NOT** be counted towards the results of the proposed resolutions.
- 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 together with its company chop.
- Where there are joint registered holders of any share, this form of proxy may be signed by any joint holder of such share, and any one of such joint holders may vote at the AGM, either personally or by proxy, in respect of such share as if he were solely entitled thereto; but if more than one of such joint holders are present at the AGM personally or by proxy, that one of such joint holders so present whose name stands first on the register of members of the Company in respect of such share shall alone be entitled to vote in respect thereof.
- To be valid, the **ORIGINAL** of this form of proxy duly completed and signed, together with the power of attorney (if any) or other authority (if any) under which it is signed or a 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 AGM or at any adjourned meeting (as the case may be).
- A member of the Company entitled to attend and vote at the AGM may appoint another person as his proxy and vote in his stead. The proxy need not be a member of the Company but must attend the Meeting in person to represent you. A member who is the holder of two or more shares may appoint more than one proxy to attend on the same occasion.
- Completion and delivery of this form of proxy will not preclude you from attending and voting at the AGM or at any adjourned meeting (as the case may be) if you so wish.
- In order to prevent the spread of COVID-19 pandemic and to safeguard the health and safety of our members, the Company will implement the following precautionary measures at the AGM:**
 - compulsory body temperature checks and health declarations
 - compulsory wearing of surgical face masks
 - no provision of refreshments and corporate gifts
 - appropriate distancing and spacing in line with the guidance from the Hong Kong Government will be maintained and as such, the Company may limit the number of attendees at the AGM as may be necessary to avoid over-crowding
 - all attending members of the Company, proxies and other attendees are required to submit at the entrance of the AGM venue a completed declaration form confirming their names and contact details, and be asked whether (a) they have travelled to, or to the best of their knowledge had close contact with any person who has recently travelled to, areas outside of Hong Kong at any time in the preceding 14 days of the AGM; and (b) they are subject to any compulsory quarantine prescribed by the Hong Kong Government. Any person who responds affirmatively to any one of the above questions will be denied entry into the AGM venue or be required to leave the AGM venue
- In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages members of the Company **NOT** to attend the AGM in person, and advises our members to appoint the chairman of the AGM as their proxy to vote according to their indicated voting instructions as an alternative to attending the AGM in person.
- Subject to the development of the COVID-19 pandemic, the Company may implement further changes and precautionary measures and may issue further announcement on such measures as appropriate.

PERSONAL INFORMATION COLLECTION STATEMENT

"Personal Data" in this statement has the same meaning as "personal data" defined in the Personal Data (Privacy) Ordinance, Chapter 486 of the Laws of Hong Kong ("PDPO"), which include your and your proxy's name and address. Your supply of the Personal Data is on a voluntary basis and for the purpose of processing your instructions as stated in this form of proxy (the "Purposes"). If you fail to supply sufficient information, the Company may not be able to process your instructions. The Company may disclose or transfer the Personal Data to our subsidiaries, our share registrar, our agent and/or third party service provider who provides administrative, computer and other services to the Company for use in connection with the Purposes and to such parties who are authorised by law to request the information or are otherwise relevant for the Purposes and need to receive the information. The Personal Data will be retained for such period as may be necessary to fulfil the Purposes (including for verification and record purposes). Request for access to and/or correction of the Personal Data can be made in accordance with the provisions of the PDPO and any such request should be in writing and sent to the Privacy Compliance Officer of Tricor Tengis Limited at the above address.