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If you are in any doubt as to any aspect of this circular or as to the action to be taken, you should consult a stockbroker or other registered dealer in securities, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred all your shares in The Sincere Company, Limited, you should at once hand this circular to the purchaser or the transferee to the bank, licensed securities dealer or other agent through whom the sale or transfer was effected for transmission to the purchaser or the transferee.

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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 0244)

PROPOSED GRANTING OF GENERAL MANDATES TO REPURCHASE SHARES AND TO ISSUE NEW SHARES AND NOTICE OF ANNUAL GENERAL MEETING

A notice convening the annual general meeting (the “**Annual General Meeting**”) of The Sincere Company, Limited 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. is set out on pages 11 to 14 of this circular.

Whether or not you are able to attend and vote in person at the Annual General Meeting, you are requested to complete and sign the accompanying form of proxy in accordance with the instructions printed thereon and return it to the Company’s share registrar and transfer office, 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 the Annual General Meeting and/or any adjournment thereof (as the case may be). Completion and return of the form of proxy will not preclude you from attending and voting in person at the Annual General Meeting and/or at any adjournment thereof (as the case may be) should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

PRECAUTIONARY MEASURES FOR THE ANNUAL GENERAL MEETING

The health of our Shareholders, staff and stakeholders is of paramount importance to us. In view of the ongoing Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the Annual General Meeting to protect the attending Shareholders, staff and stakeholders from the risk of infection:

- i. Compulsory body temperature checks will be conducted for every Shareholder, proxy or other attendee at the entrance of the meeting venue. Any person with a body temperature of over 37.4 degrees Celsius may be denied entry into the meeting venue or be required to leave the meeting venue.
- ii. The Company encourages each attendee to wear a surgical face mask throughout the Annual General Meeting and inside the meeting venue, and to maintain a safe distance between seats.
- iii. No refreshment will be served, and there will be no corporate gift.

In addition, the Company reminds all Shareholders that physical attendance in person at the Annual General Meeting is not necessary for the purpose of exercising voting rights. Shareholders may appoint the chairman of the Annual General Meeting as their proxy to vote on the relevant resolution(s) at the Annual General Meeting instead of attending the Annual General Meeting in person, by completing and return the proxy form attached to this document. If any Shareholder chooses not to attend the Annual General Meeting in person but has any question about any resolution or about the Company, or has any matter for communication with the Board, he/she is welcome to send such question or matter in writing to our registered office. If any Shareholder has any question relating to the Annual General Meeting, please contact the Company’s share registrar and transfer office as follows:

Email: is-enquires@hk.tricorglobal.com
Tel: (852) 2980 1333
Fax: (852) 2810 8185

14 July 2021

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DEFINITIONS

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

| | |
|---------------------------|---|
| “Annual General Meeting” | the annual general meeting of the Company to be convened and 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. to consider and, if thought fit, approve, among other things, the proposed grant of the Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate |
| “Articles of Association” | the articles of association of the Company, as amended, supplemented and otherwise modified from time to time |
| “associate(s)” | has the meaning ascribed to this term under the Listing Rules |
| “Board” | the board of Directors |
| “Company” | The Sincere Company, Limited, a company incorporated in Hong Kong with limited liability and the issued Shares of which are listed on the main board of the Stock Exchange |
| “Companies Ordinance” | the Companies Ordinance (Chapter 622 of the laws of Hong Kong) |
| “core connected person” | has the meaning ascribed to it under the Listing Rules |
| “Directors” | the directors of the Company |
| “Hong Kong” | the Hong Kong Special Administrative Region of the People’s Republic of China |
| “Issuance Mandate” | the general mandate proposed to be granted to the Directors at the Annual General Meeting to issue further new Shares not exceeding 20% of the total number of issued Shares as at the date of the Annual General Meeting and any additional Shares repurchased by the Company pursuant to the Repurchase Mandate granted to the Directors as at the date of the Annual General Meeting |
| “Latest Practicable Date” | 9 July 2021, being the latest practicable date prior to the printing of this circular for the purpose of ascertaining certain information contained in this circular |
| “Listing Rules” | the Rules Governing the Listing of Securities on the Stock Exchange |

DEFINITIONS

| | |
|----------------------|---|
| “Repurchase Mandate” | the general repurchase mandate proposed to be granted to the Directors at the Annual General Meeting to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the Annual General Meeting |
| “Share(s)” | ordinary shares 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 |
| “Takeovers Code” | the Codes on Takeovers and Mergers and Share Buy-backs |
| “HK\$” | Hong Kong dollars, the lawful currency of Hong Kong |
| “%” | per cent. |

LETTER FROM THE BOARD

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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 0244)

Executive Directors:

Lin Xiaohui (Chairman)
Su Jiaohui (Chief Executive Officer)
Yu Lai
Chan Chu Kin

Registered Office:

24th Floor
Leighton Centre
77 Leighton Road
Hong Kong

Non-Executive Director:

Tai Tak Fung

Independent Non-Executive Directors:

Lo Kai Kin Eric
Peter Tan
Lau Wai Leung Anders
Yu Leung Fai
Yuan Baoyu
Chung Chun Hung Simon

14 July 2021

To the shareholders,

Dear Sir or Madam,

**PROPOSED GRANTING OF GENERAL MANDATES
TO REPURCHASE SHARES
AND TO ISSUE NEW SHARES
AND
NOTICE OF ANNUAL GENERAL MEETING**

1. INTRODUCTION

The purpose of this circular is to provide you with information relating to the ordinary resolutions to be proposed at the Company's forthcoming Annual General Meeting to be held on Friday, 6 August 2021 at 11:00 a.m. including among other things, granting of the Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate to the Directors and to give you Notice of the Annual General Meeting.

LETTER FROM THE BOARD

In accordance with the Listing Rules, this circular also serves as the explanatory statement to provide you with the requisite information reasonably necessary to enable you to make an informed decision on whether to vote for or against the resolution on the granting of the Repurchase Mandate.

2. RESOLUTIONS TO BE PROPOSED AT THE ANNUAL GENERAL MEETING

The ordinary resolution no. 3 to be proposed at the Annual General Meeting relates to the granting of the Repurchase Mandate.

The ordinary resolution no. 4 to be proposed at the Annual General Meeting relates to the granting of the Issuance Mandate.

The ordinary resolution no. 5 to be proposed at the Annual General Meeting relates to the extension of the Issuance Mandate by adding to it the number of Shares purchased under the Repurchase Mandate, if any.

3. ISSUANCE MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on Friday, 7 August 2020, a general mandate was granted to the Directors to exercise all powers of the Company (i) to allot, issue and otherwise deal with additional Shares of the Company up to 20% of the total number of issued Shares as at that date (the “**Existing Issuance Mandate**”); and (ii) to repurchase Shares up to 10% of the total number of issued Shares as at that date (the “**Existing Repurchase Mandate**”). The Existing Issuance Mandate and the Existing Repurchase Mandate will lapse at the conclusion of the Annual General Meeting.

At the Annual General Meeting, separate ordinary resolutions will be proposed:

- (a) to grant the Issuance Mandate to the Directors to exercise all powers of the Company to allot, issue and otherwise deal with any additional Shares not exceeding 20% of the total number of issued Shares as at the date of passing the resolution. The Issuance Mandate will end on the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of Hong Kong; or (iii) the date upon which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company. As at the Latest Practicable Date, the number of Shares in issue was 1,313,962,560. Assuming no further Shares will be issued before the date of passing such resolution, the Directors will be authorised to allot and issue up to 262,792,512 new Shares under the Issuances Mandate;
- (b) to grant the Repurchase Mandate to the Directors to exercise all powers of the Company to repurchase issued Shares subject to the criteria set out in this circular. Under the Repurchase Mandate, the maximum number of Shares that the Company may repurchase shall not exceed 10% of the total number of issued Shares as at the date of passing the resolution. As at the Latest Practicable Date, the number of Shares in issue was 1,313,962,560. Subject to the passing of the proposed ordinary resolution no. 3, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 131,396,256 Shares, being 10% of the total number of issued Shares as at the date of passing of the resolution in relation thereto. The Repurchase Mandate, if granted, will end on the earliest of (i) the conclusion of the next

LETTER FROM THE BOARD

annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of Hong Kong; or (iii) the date upon which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company; and

- (c) subject to the passing of the aforesaid ordinary resolutions for approving the Issuance Mandate and the Repurchase Mandate, to extend the Issuance Mandate to include the total number of issued Shares repurchased by the Company under the Repurchase Mandate, provided that such extended amount shall not exceed 10% of the total number of issued Shares in use as at the date of passing the resolution for approving the Issuance Mandate.

Explanatory statement on the Repurchase Mandate

Reasons for Share Buyback

Although the Directors have no present intention of repurchasing any Shares, they believe that the flexibility afforded by the Repurchase Mandate would be beneficial to the Company and its Shareholders. Trading conditions on the Stock Exchange have sometimes been volatile in recent years. At any time in the future when Shares are trading at a discount to their underlying value, the ability of the Company to repurchase Shares will be beneficial to those Shareholders who retain their investment in the Company since their percentage interest in the assets of the Company would increase in proportion to the number of Shares repurchased by the Company and thereby resulting in an increase in net assets and/or earnings per share of the Company.

Such repurchases will only be made when the Directors believe that such repurchases will benefit the Company and its Shareholders.

Share Capital

A maximum of 10% of the total number of Shares in issue as at the date of passing of the relevant resolution may be repurchased on the Stock Exchange.

As at the Latest Practicable Date, the total number of Shares in issue was 1,313,962,560 Shares.

Subject to the passing of the ordinary resolution no. 3, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 131,396,256 Shares on the basis that no further Shares will be issued or repurchased prior to the date of the Annual General Meeting. The Repurchase Mandate, if granted, will be effective until whichever is the earliest of (i) the conclusion of the next annual general meeting of the Company, (ii) the date by which the next annual general meeting of the Company is required to be held by the Articles of Association or any applicable laws of Hong Kong; or (iii) the date upon which such authority is revoked, varied or renewed by an ordinary resolution of the Shareholders at a general meeting of the Company.

LETTER FROM THE BOARD

Funding of Repurchases

The Directors propose that repurchases of Shares under the Repurchase Mandate in these circumstances would be financed by the Company's internal resources.

Repurchases must be funded out of funds legally available for the purpose in accordance with the Articles of Association, the Companies Ordinance, the Listing Rules and any other applicable laws, as the case may be.

There might be material adverse impact on the working capital or gearing position of the Company (as compared with the position disclosed in the audited accounts contained in the Annual Report for the year ended 28 February 2021) in the event that the Repurchase Mandate was to be carried out in full at any time during the proposed repurchase period. However, the Directors do not propose to exercise the Repurchase Mandate to such extent as would, in the circumstances, have a material adverse effect on the working capital requirements of the Company or the gearing levels which in the opinion of the Directors are from time to time inappropriate for the Company. The number of Shares to be repurchased on any occasion and the price and other terms upon which the same are purchased will be decided by the Directors at the relevant time having regard to the circumstances then pertaining.

LETTER FROM THE BOARD

Share Prices

The highest and lowest prices at which the Shares have been traded on the Stock Exchange during each of the previous 12 months up to the Latest Practicable Date were as follows:

| | Shares | |
|--|-----------------|----------------|
| | Highest HK\$ | Lowest HK\$ |
| 2020: | | |
| June | 0.385 | 0.370 |
| July | 0.390 | 0.380 |
| August | 0.390 | 0.380 |
| September | 0.380 | 0.360 |
| October | 0.360 | 0.255 |
| November | 0.350 | 0.320 |
| December | 0.400 | 0.345 |
| 2021: | | |
| January | 0.355 | 0.325 |
| February | 0.340 | 0.260 |
| March | 0.270 | 0.230 |
| April | 0.540 | 0.240 |
| May | 0.445 | 0.390 |
| June (<i>Note</i>) | N/A | N/A |
| July (up to the Latest Practicable Date) (<i>Note</i>) | 0.680 | 0.490 |

Note:

Trading in the Shares on the Stock Exchange was suspended from 9:00 a.m. on 1 June 2021 to 9:00 a.m. on 2 July 2021.

Share Purchases Made by the Company

No purchases of Shares have been made by the Company in the six months preceding the Latest Practicable Date (whether on the Stock Exchange or otherwise).

Undertaking of the Directors

The Directors have undertaken to the Stock Exchange to exercise the powers of the Company to make purchases under the Repurchase Mandate in accordance with the Listing Rules, the Articles of Association and the Companies Ordinance.

LETTER FROM THE BOARD

Effect of exercising the Repurchase Mandate

If as a result of a share repurchase by the Company, a substantial Shareholder's proportionate interest in the voting rights of the Company increases, such increase will be treated as an acquisition for the purpose of Rule 32 of the Takeovers Code. Accordingly, a Shareholder or group of Shareholders acting in concert (as defined in the Takeovers Code), could obtain or consolidate control of the Company or become obliged to make a mandatory offer in accordance with Rule 26 and Rule 32 of the Takeovers Code for all Shares not already owned by such Shareholder or group of Shareholders. Save as aforesaid, the Directors are not aware of any such consequence which may arise under the Takeovers Code if the Repurchase Mandate is exercised.

As at the Latest Practicable Date, Realord Group Holdings Limited, the controlling Shareholder of the Company, held 1,044,695,362 Shares, representing approximately 79.51% of the entire issued share capital of the Company. Accordingly, the minimum public float requirement under Rule 8.08(1)(a) of the Listing Rules was not satisfied. In view of the above, the Company has applied to the Stock Exchange for a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules for the period from 3 June 2021 to 31 July 2021 (the "**Waiver Period**"). On 28 June 2021, the Stock Exchange has granted the Company a temporary waiver from strict compliance with Rule 8.08(1)(a) of the Listing Rules during the Waiver Period. The Stock Exchange may withdraw or change the waiver if the Company's situation changes. On the basis of 1,313,962,560 Shares in issue, if the Repurchase Mandate is exercised in full, the percentage interest in the Company of Dr. Lin Xiaohui would increase to approximately 88.34% of the then issued share capital of the Company. Such increase may result in the number of Shares in the hands of the public continued to fall below the prescribed minimum percentage of 25% after the Waiver Period.

As at the Latest Practicable Date, the Directors have no intention to exercise the Repurchase Mandate to such an extent that will result in a requirement of the above Shareholder, or any other persons to make a general offer under the Takeovers Code or the number of Shares in the hands of the public continued to fall below the prescribed minimum percentage of 25% after the Waiver Period.

Disclosure of Interests

None of the Directors, or, to the best of their knowledge having made all reasonable enquires, any of their associates presently intends to sell Shares to the Company under the Repurchase Mandate in the event that the granting of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

The Company has not been notified by any core connected persons of the Company that they have a present intention to sell any Shares or that they have undertaken not to sell any Shares held by them to the Company in the event that the granting of the Repurchase Mandate is approved by the Shareholders at the Annual General Meeting.

LETTER FROM THE BOARD

4. ANNUAL GENERAL MEETING

A notice convening the Annual General Meeting to be held on Friday, 6 August 2021 at Capital Financial Press Limited, Suite 2418, Jardine House, 1 Connaught Place, Hong Kong (the “**Notice**”) is set out in Appendix I to 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 except where the chairman of the meeting, in good faith, decides to allow a resolution which relates purely to a procedural or administrative matter to be voted on by a show of hands. Therefore, all the resolutions put to the vote at the Annual General Meeting will be taken by way of poll. The Company will announce the results of the poll in the manner prescribed under Rule 13.39(5) of the Listing Rules.

Proxy form for use at the Annual General Meeting is enclosed with this circular. Such proxy form is also published on the websites of the Stock Exchange (www.hkexnews.hk) and the Company (irasia.com/listco/hk/sincere/index.htm). 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 notarially certified copy of that power of attorney or authority at the share registrar and transfer office of the Company, 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 Annual General Meeting or any adjournment thereof (as the case may be). Completion and delivery of the form of proxy will not prevent you from attending and voting in person at the Annual General Meeting or any adjournment thereof (as the case may be) should you so wish. If you attend and vote at the Annual General Meeting, the authority of your proxy will be revoked.

5. CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders’ entitlement to attend and vote at the Annual General Meeting, the register of members of the Company will be closed from Monday, 2 August 2021 to Friday, 6 August 2021, both days inclusive, during which period no transfer of Shares will be registered. In order to determine the identity of Shareholders who are entitled to attend and vote at the Annual General Meeting, all Share transfers accompanied by the relevant Share certificates must be lodged with the share registrar and transfer office of the Company, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen’s Road East, Hong Kong not later than 4:30 p.m. on Friday, 30 July 2021 (Hong Kong time).

6. RESPONSIBILITY STATEMENT

This circular, for which the Directors collectively and individually accept full responsibility, includes particulars given in compliance with the Listing Rules for the purpose of giving information with regard to the Company. The Directors, having made all reasonable enquiries, confirm that to the best of their knowledge and belief the information contained in this circular is accurate and complete in all material respects and not misleading or deceptive, and there are no other matters the omission of which would make any statement herein or this circular misleading.

LETTER FROM THE BOARD

7. RECOMMENDATION

The Directors consider that the ordinary resolutions in relation to the granting of the Issuance Mandate (including the extended Issuance Mandate) and the Repurchase Mandate as set out in the Notice are in the best interests of the Company and its Shareholders as a whole and accordingly recommend that all Shareholders should vote in favour of the proposed resolutions at the Annual General Meeting.

8. MISCELLANEOUS

Pursuant to Article 93 of the Articles of Association, every Director shall retire from office by rotation at the second annual general meeting held after his last re-election by the members in a general meeting, or by such other manner of rotation as may be required by the Listing Rules or other codes, rules and regulations as may be prescribed by the applicable regulatory authority from time to time.

Each of Mr. Lo Lai Kin Eric, Mr. Peter Tan and Mr. Lau Wai Leung Anders has retired by rotation and re-elected as Directors at the annual general meeting of the Company held on Friday, 7 August 2020. In addition, each of Dr. Lin Xiaohui, Madam Su Jiaohua, Dr. Yu Lai, Mr. Chan Chu Kin, Dr. Tai Tak Fung, Mr. Yu Leung Fai, Mr. Yuan Baoyu and Mr. Chung Chun Hung Simon has retired by rotation and re-elected as Directors at the general meeting of the Company held on Monday, 5 July 2021. For further details, please refer to the poll results announcements of the Company dated 7 August 2020 and 5 July 2021, respectively. As a result, no Director is required to retire from office by rotation at the forthcoming Annual General Meeting.

Your attention is drawn to the additional information set out in the Appendix to this circular. The English text of this circular shall prevail over the Chinese text, where applicable.

Yours faithfully
For and on behalf of the Board of
The Sincere Company, Limited
Lin Xiaohui
Chairman and Executive Director

**THE SINCERE COMPANY, LIMITED***(Incorporated in Hong Kong with limited liability)***(Stock code: 0244)**

NOTICE IS HEREBY GIVEN THAT the Annual General Meeting (the “AGM”) of The Sincere Company, Limited (the “Company”) will 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. for the following purposes:

1. To receive and consider the audited financial statements and the reports of the directors of the Company (the “**Directors**”) and independent auditor of the Company for the year ended 28 February 2021.
2. To re-appoint Ernst & Young as independent auditor and to authorise the board of Directors to fix their remuneration.
3. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (b) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to purchase its shares (the “**Shares**”) be and is hereby generally and unconditionally approved;
- (b) the total number of Shares to be purchased pursuant to the approval in paragraph (a) above shall not exceed 10% of the total number of Shares in issue as at the date of the passing of this resolution; and
- (c) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s Articles of Association or any applicable laws of Hong Kong to be held; or
 - (iii) the revocation or variation of the authority given under this Resolution by an ordinary resolution of the shareholders of the Company at a general meeting.”

4. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, the exercise by the Directors during the Relevant Period of all the powers of the Company to allot, issue and deal with additional Shares and to make or grant offers, agreements and options which might require the exercise of such powers be and is hereby generally and unconditionally approved;
- (b) the approval in paragraph (a) above shall authorise the Directors during the Relevant Period to make or grant offers, agreements and options which might require the exercise of such powers at any time during or after the Relevant Period;
- (c) the total number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to an option or otherwise) and issued by the Directors pursuant to paragraph (a) above, otherwise than pursuant to: (i) a Rights Issue; or (ii) any scrip dividend or similar arrangement providing for the allotment of Shares in lieu of the whole or part of a dividend on Shares of the Company in accordance with the Articles of Association of the Company; or (iii) the exercise of subscription rights under the Share Option Scheme of the Company should not exceed 20% of the total number of Shares in issue on the date of this resolution and the said approval shall be limited accordingly; and
- (d) for the purpose of this resolution, “Relevant Period” means the period from the passing of this resolution until whichever is the earlier of:
 - (i) the conclusion of the next annual general meeting of the Company;
 - (ii) the expiration of the period within which the next annual general meeting of the Company is required by the Company’s Articles of Association or any applicable laws of Hong Kong to be held; or
 - (iii) the revocation or variation of the authority given under this resolution by an ordinary resolution of the shareholders of the Company at a general meeting.

“Rights Issue” means an offer of Shares, or offer or issue of warrants, options or other securities giving rights to subscribe for Shares open for a period fixed by the Directors to holders of Shares on the Register of Members on a fixed record date in proportion to their then holdings of Shares (subject to such exclusions or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlement or having regard to any restrictions and obligations under the laws of, or the requirements of, any recognised regulatory body or any stock exchange in any territory outside Hong Kong).”

5. To consider and, if thought fit, pass with or without amendments, the following resolution as an ordinary resolution:

“**THAT** the general mandate granted to the Directors and for the time being in force to exercise the powers of the Company to allot Shares and to make or grant offers, agreements and options which might require the exercise of such powers, be and is hereby extended by the addition thereto of such number of Shares which may be allotted or agreed conditionally or unconditionally to be allotted by the Directors pursuant to such general mandate of such number of Shares of the Company which has been purchased by the Company since the granting of such general mandate pursuant to the exercise by the Directors of the powers of the Company to purchase such Shares, provided that such number of Shares shall not exceed 10% of the total number of Shares in issue as at the date of this resolution.”

By order of the Board
The Sincere Company, Limited
Lin Xiaohui
Chairman and Executive Director

Hong Kong, 14 July 2021

Notes:

1. For determining the entitlement to attend and vote at the AGM to be held on Friday, 6 August 2021, the register of members of the Company will be closed from Monday, 2 August 2021 to Friday, 6 August, 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 AGM, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar and transfer office, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Friday, 30 July 2021 (Hong Kong time).
2. 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. If more than one proxy is so appointed, the appointment shall specify the number and class of Shares in respect of which each such proxy is so appointed. A proxy need not be a member of the Company but must be present in person at the AGM to represent the Shareholder.
3. 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 registrar and transfer office, Tricor Tengis Limited, at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the AGM or any adjournment thereof. Completion and return of a proxy form will not preclude a member from attending and voting in person at the AGM or any adjournment thereof, should he so wish and in such event, the instrument appointment a proxy shall be deemed to be revoked.
4. Where there are joint registered holders of any Shares, any one of such persons may vote at the AGM or any adjournment thereof (as the case may be), either personally or by proxy, in respect of such Share as if he/she/it were solely entitled thereto, but if more than one of such joint registered holders be present at the AGM personally or by proxy, that one of the said persons 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.
5. In relation to the proposed resolutions no. 3 above, the Directors will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefits of the shareholders.

6. In relation to proposed resolution no.4 above, approval is being sought from the members for a general mandate to authorise allotment of Shares under the Companies Ordinance and the Listing Rules. The Directors have no immediate plan to issue any new Shares under that mandate, if granted.
7. In relation to proposed resolution no.5 above, approval is being sought to increase the number of Shares which the Directors may issue under their general mandate by the number of any Shares repurchased during the Relevant Period.
8. **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 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 shareholders, 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 their best of 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**
9. **In light of the continuing risks posed by the COVID-19 pandemic, the Company strongly encourages shareholders NOT to attend the AGM in person, and advises shareholders 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.**
10. **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.**
11. As at the date of this notice, the executive Directors are Dr. Lin Xiaohui, Madam Su Jiaohua, Dr. Yu Lai and Mr. Chan Chu Kin, the non-executive Director is Dr. Tai Tak Fung and the Independent Non-Executive Directors are Mr Eric K K Lo, Mr Peter Tan, Mr Anders W L Lau, Mr. Yu Leung Fai, Mr. Yuan Baoyu and Mr. Chung Chun Hung Simon.