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**PLACING OF EXISTING SHARES OF  
THE SINCERE COMPANY, LIMITED BY  
REALORD GROUP HOLDINGS LIMITED**

**Placing Agent of Realord Group Holdings Limited**



This announcement is jointly issued by Realord Group Holdings Limited (the “**Offeror**”) and The Sincere Company, Limited (“**Sincere**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the “**Listing Rules**”) and the Inside Information Provisions (as defined in the Listing Rules) under Part XIVA of the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong).

Reference is made to (i) the offer document dated 5 May 2021 (the “**Offer Document**”) issued by the Offeror; (ii) the response document dated 20 May 2021 (the “**Response Document**”) issued by Sincere; (iii) the announcement dated 3 June 2021 (the “**Close of Offer Announcement**”) issued by the Offeror in relation to, among other things, the results of the Offer and the public float of the SinCo Shares; and (iv) the announcement dated 29 June 2021 (the “**Waiver Announcement**”) issued by Sincere in relation to the grant of a waiver from strict compliance with the minimum public float requirement in the Listing Rules. Unless otherwise defined, all capitalised terms used herein shall have the same meanings as those defined in the Offer Document, the Response Document, the Close of Offer Announcement and the Waiver Announcement.

## PLACING OF EXISTING SHARES

As disclosed in the Waiver Announcement, as at the date of the close of the Offer, 269,267,198 SinCo Shares, representing approximately 20.49% of the existing issued share capital of Sincere, were held by the public (as defined in the Listing Rules), which was less than the minimum public float requirement of 25% of the existing issued share capital of Sincere as required under Rule 8.08(1)(a) of the Listing Rules. Accordingly, the minimum public float requirement of Sincere was not satisfied. In order to restore the public float to 25%, the Offeror would have to dispose at least 59,223,442 SinCo Shares to public SinCo Shareholders.

After trading hours on 27 July 2021, the Offeror entered into a placing agreement (the “**Placing Agreement**”) with Realord Asia Pacific Securities Limited, a non-wholly owned subsidiary of the Offeror (the “**Placing Agent**”), pursuant to which the Placing Agent shall act as an agent of the Offeror to procure, on a best effort basis, not less than six places to purchase up to a maximum 59,224,000 SinCo Shares (the “**Placing Shares**”) held by the Offeror at a placing price of HK\$0.59 per Placing Share (the “**Placing**”).

The 59,224,000 Placing Shares represent approximately 4.51% of the total number of issued SinCo Shares. As at the date of this joint announcement, the Offeror holds 1,044,695,362 SinCo Shares, representing approximately 79.51% of the total number of issued SinCo Shares. Assuming 59,224,000 Placing Shares are fully placed out, upon completion of the Placing, the number of SinCo Shares held by the Offeror will decrease from 1,044,695,362 SinCo Shares to 985,471,362 SinCo Shares, representing a decrease of shareholding from approximately 79.51% to approximately 75.00% of the total number of issued SinCo Shares. Completion of the Placing shall take place on 30 July 2021 or such other earlier date as agreed between the Placing Agent and the Offeror and a further announcement will be made upon completion of the Placing.

The following is a summary of the shareholding structure of Sincere as at the date of this joint announcement and immediately upon completion of the Placing (assuming 59,224,000 Placing Shares are fully placed out):

	<b>As at the date of this joint announcement</b>		<b>Immediately upon completion of the Placing (assuming 59,224,000 Placing Shares are fully placed out)</b>	
	<i>No. of SinCo Shares</i>	<i>Approximate %</i>	<i>No. of SinCo Shares</i>	<i>Approximate %</i>
The Offeror	1,044,695,362	79.51	985,471,362	75.00
Other public SinCo Shareholders	269,267,198	20.49	328,491,198	25.00
<b>Total</b>	<b>1,313,962,560</b>	<b>100.00</b>	<b>1,313,962,560</b>	<b>100.00</b>

## **PLACEES**

Pursuant to the Placing Agreement, the Placing Agent undertakes that it shall use all reasonable endeavours to ensure that (i) the placees are not core connected persons of Sincere nor parties acting in concert with the Offeror and will be members of the public (within the meaning of Rule 8.24 of the Listing Rules); (ii) none of the placees and their respective associates (as defined in the Listing Rules) will become a substantial shareholder (as defined in the Listing Rules) of Sincere as a result of the Placing; and (iii) none of the placees will be financed directly or indirectly by any core connected person of Sincere; or is accustomed to take instructions from any core connected person of Sincere in relation to the acquisition of the Placing Shares.

## **MINIMUM PUBLIC FLOAT**

Assuming 59,224,000 Placing Shares are fully placed out, following completion of the Placing, 328,491,198 SinCo Shares will be held by the public, representing approximately 25.00% of the existing issued share capital of Sincere. Accordingly, the public float of Sincere will be restored to the minimum public float requirement of 25% of the issued share capital of Sincere as required under Rule 8.08(1)(a) of the Listing Rules. Further announcement(s) will be made regarding the restoration of the public float of Sincere as and when appropriate pursuant to the Listing Rules.

By order of the board of  
**Realord Group Holdings Limited**  
**Lin Xiaohui**  
*Chairman*

By order of the board of  
**The Sincere Company, Limited**  
**Lin Xiaohui**  
*Chairman*

Hong Kong, 27 July 2021

*As at the date of this joint announcement, the executive directors of the Offeror are Dr. Lin Xiaohui, Madam Su Jiaohua and Mr. Lin Xiaodong and the independent non-executive directors of the Offeror are Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue.*

*As at the date of this joint announcement, the executive directors of Sincere are Dr. Lin Xiaohui, Madam Su Jiaohua, Dr. Yu Lai and Mr. Chan Chu Kin, the non-executive director of Sincere is Dr. Tai Tak Fung and the independent non-executive directors of Sincere are Mr. Yu Leung Fai, Mr. Yuan Baoyu and Mr. Chung Chun Hung Simon.*