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## JOINT ANNOUNCEMENT

- (i) COMPLETION OF PLACING OF EXISTING SHARES OF  
THE SINCERE COMPANY, LIMITED BY  
REALORD GROUP HOLDINGS LIMITED;  
AND  
(ii) RESTORATION OF PUBLIC FLOAT OF  
THE SINCERE COMPANY, 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; (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; and (v) the joint announcement dated 27 July 2021 (the “**Placing Announcement**”) issued by the Offeror and Sincere in relation to the placing of existing SinCo Shares by the Offeror. 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, the Waiver Announcement and the Placing Announcement.

## **COMPLETION OF THE PLACING**

Pursuant to the Placing Agreement entered into by the Offeror and the Placing Agent after trading hours on 27 July 2021, a total of 59,224,000 Placing Shares, representing approximately 4.51% of the total number of issued SinCo Shares were placed to not less than six placees at the placing price of HK\$0.59 per Placing Share. Completion of the Placing took place on 30 July 2021 and following the completion, the number of SinCo Shares held by the Offeror decreased 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.

To the best knowledge, information and belief of the Offeror and Sincere, having made all reasonable enquiry, (i) the placees are not core connected persons (as defined in the Listing Rules) of Sincere nor parties acting in concert (as defined in the Takeovers Code) with the Offeror and are 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) has become a substantial shareholder (as defined in the Listing Rules) of Sincere as a result of the Placing; and (iii) none of the placees is 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.

## **RESTORATION OF PUBLIC FLOAT OF SINCERE**

Immediately upon completion of the Placing, a total of 328,491,198 SinCo Shares, representing approximately 25.00% of the total number of issued SinCo Shares, are held by the public. As such, the public float of Sincere has been restored to at least 25% of the total number of issued SinCo Shares in compliance with Rule 8.08(1)(a) of the Listing Rules.

The following is a summary of the shareholding structure of Sincere immediately before and upon completion of the Placing:

|   | <b>Immediately before<br/>completion of the Placing</b> |                          | <b>Immediately upon<br/>completion of the Placing</b> |                          |
|---|---|--------------------------|---|--------------------------|
|   | <i>No. of<br/>SinCo Shares</i>                          | <i>Approximate<br/>%</i> | <i>No. of<br/>SinCo Shares</i>                        | <i>Approximate<br/>%</i> |
| The Offeror<br>Public SinCo<br>Shareholders | 1,044,695,362   | 79.51                    | 985,471,362   | 75.00                    |
|   | <u>269,267,198</u>                                      | <u>20.49</u>             | <u>328,491,198</u>                                    | <u>25.00</u>             |
| <b>Total</b>                                | <b><u>1,313,962,560</u></b>                             | <b><u>100.00</u></b>     | <b><u>1,313,962,560</u></b>                           | <b><u>100.00</u></b>     |

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, 30 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.*