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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 your licensed securities dealer, bank manager, solicitor, professional accountant or other professional adviser.

If you have sold or transferred 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 the transferee or 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)

- (1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

A notice convening the annual general meeting of the Company to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 9 June 2022 at 11:00 a.m. or at any adjournment thereof is set out on pages 20 to 25 of this circular. A form of proxy for use at the annual general meeting is enclosed with this circular. Such form of proxy is also published on the website of The Stock Exchange of Hong Kong Limited at www.hkex.com.hk.

Precautionary measures to be taken at the AGM for better protection of the safety and health of the Shareholders and other participants at the meeting in light of COVID-19 are set out at on pages 3 and 4 of this circular. In view of the current COVID-19 situation and the changing government regulations on social distancing measures in Hong Kong, **the Company strongly encourages Shareholders to exercise their right to vote at the AGM by appointing the chairman of the AGM** (who is expected to be an independent non-executive Director) or any independent non-executive Directors as their proxy and to return their forms of proxy by the time specified above, instead of attending the AGM in person.

Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy, in accordance with the instructions printed thereon and deposit the same at the share registrar of the Company, 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 the holding of the AGM (i.e. no later than Tuesday, 7 June 2022 at 11:00 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending and voting at the AGM or any adjournment thereof should you so wish and in such event, the form of proxy shall be deemed to be revoked.

29 April 2022

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DEFINITIONS

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

“AGM”	the annual general meeting of the Company to be convened and held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 9 June 2022 at 11:00 a.m. to consider and, if thought fit, approve, among other things, the proposed grant of the General Mandate and the Repurchase Mandate
“Articles of Association”	the articles of association of the Company, as amended, supplemented or 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 Laws of Hong Kong)
“connected person”	has the same meaning ascribed to it under the Listing Rules
“Current General Mandate”	the general mandate approved at the annual general meeting of the Company held on 6 August 2021 authorising the Directors to issue further new Shares not exceeding 20% of the issued share capital of the Company as at the date of granting of the general mandate
“Current Repurchase Mandate”	the repurchase mandate approved at the annual general meeting of the Company held on 6 August 2021 authorising the Directors to repurchase up to 10% of the issued share capital of the Company as at the date of granting of the repurchase mandate
“Directors”	the directors of the Company
“General Mandate”	the general mandate proposed to be granted to the Directors at the AGM to issue further new Shares not exceeding 20% of the total number of issued Shares as at the date of the AGM and any additional Shares repurchased by the Company pursuant to the Repurchase Mandate granted to the Directors as at the date of the AGM
“Group”	the Company and all of its subsidiaries

DEFINITIONS

“Hong Kong”	the Hong Kong Special Administrative Region of the People’s Republic of China
“Latest Practicable Date”	22 April 2022, 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
“Repurchase Mandate”	the general repurchase mandate proposed to be granted to the Directors at the AGM to repurchase Shares not exceeding 10% of the total number of issued Shares as at the date of the AGM
“SFO”	the Securities and Futures Ordinance (Chapter 571 of the Laws of Hong Kong)
“Share(s)”	ordinary share(s) in the 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.

PRECAUTIONARY MEASURES FOR THE AGM

The health of the Shareholders, staff and stakeholders is of paramount importance to the Company. In view of the spreading of the Novel Coronavirus (COVID-19) pandemic, the Company will implement the following precautionary measures at the AGM to safeguard the health and safety of attending Shareholders and/or their proxies, staff and stakeholders from the risk of infection:

- (i) All attendees will be required to wear surgical face masks before they are permitted to attend, and during their attendance of, the AGM. Attendees are advised to observe good personal hygiene and maintain appropriate social distance with each other at all times when attending the AGM.
- (ii) There will be compulsory body temperature screening for all persons before entering the AGM venue. Should anyone seeking to attend the AGM decline to submit to temperature testing or be found to be suffering from a fever with a body temperature of 37.3 degrees Celsius or above or otherwise unwell, the Company will request such persons to stay in an isolated place for completing the voting procedures.
- (iii) Attendees may be asked if (i) he/she has travelled outside of Hong Kong within 14 days immediately before the AGM; (ii) he/she is subject to any Government of Hong Kong prescribed quarantine requirement; and (iii) he/she has any flu-like symptoms or close contact with any person under quarantine or with recent travel history. Any person who responds positively to any of these questions will be requested to stay in an isolated place for completing the voting procedures.
- (iv) Appropriate distancing and spacing in line with the guidance from the Government of Hong Kong 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.
- (v) Each attendee will be assigned a designated seat to facilitate contact tracing and to ensure appropriate social distancing.
- (vi) No gifts, food or beverages will be provided at the AGM.
- (vii) Company staff and representatives at the AGM venue will assist with crowd control and queue management to ensure appropriate social distancing.
- (viii) Attendees who do not comply with the precautionary measures (i) to (iii) above or been found to have the symptom(s) of an upper respiratory system disease or be obeying a quarantine order may be denied entry to the AGM venue at the absolute discretion of the Company as permitted by law. Shareholders and/or their representatives who are denied entry to the venue of the AGM will, subject to the Regulations, be provided with voting slips of the AGM at the door and may complete, sign and return the voting slips to exercise their voting rights.

PRECAUTIONARY MEASURES FOR THE AGM

- (ix) Due to the constantly evolving COVID-19 pandemic situation, the Company may implement further changes and precautionary measures in relation to the AGM arrangements at short notice. Shareholders should check the website of the Company (www.irasia.com/listco/hk/sincere/index.htm) or the Stock Exchange (www.hkexnews.hk) for any announcements.

Furthermore, the Company would like to remind Shareholders that physical attendance in person at the AGM is not necessary for the purpose of exercising voting rights and strongly recommends Shareholders to appoint the chairman of the AGM as their proxy and submit their form of proxy with voting instructions as early as possible.

In appointing the chairman of the AGM as proxy, Shareholders (whether individual or corporate) must give specific instructions as to voting in the proxy form, the duly completed and signed proxy form must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the office of the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 11:00 a.m. on Tuesday, 7 June 2022 (being not less than forty-eight (48) hours before the AGM), failing which the appointment will be treated as invalid.

If you have any queries on the above, please contact Tricor Tengis Limited via their hotline at (852) 2980 1333 from 9:00 a.m. to 5:00 p.m. (Monday to Friday, excluding Hong Kong public holidays).

LETTER FROM THE BOARD

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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 0244)

Executive Directors:

Dr. Lin Xiaohui (*Chairman*)

Madam Su Jiaohua (*Chief Executive Officer*)

Dr. Yu Lai

Registered office:

24th Floor

Leighton Centre

77 Leighton Road

Hong Kong

Non-executive Director:

Dr. Tai Tak Fung

Independent non-executive Directors:

Mr. Yu Leung Fai

Mr. Yuan Baoyu

Mr. Chung Chun Hung Simon

29 April 2022

To the Shareholders

Dear Sir or Madam,

**(1) PROPOSED GRANT OF GENERAL MANDATES
TO ISSUE AND REPURCHASE SHARES;
(2) PROPOSED RE-ELECTION OF DIRECTORS; AND
(3) NOTICE OF ANNUAL GENERAL MEETING**

INTRODUCTION

At the forthcoming AGM, resolutions will be proposed to seek the Shareholders' approval for, among other things, (i) the granting of the General Mandate and the Repurchase Mandate to the Directors; and (ii) the re-election of Directors.

The purpose of this circular is to provide you with information relating to the resolutions to be proposed at the AGM for the granting of the General Mandate and the Repurchase Mandate and the re-election of Directors and notice of the AGM.

LETTER FROM THE BOARD

GENERAL MANDATE AND REPURCHASE MANDATE

At the annual general meeting of the Company held on 6 August 2021, Shareholders approved, among other things, the Current General Mandate and the Current Repurchase Mandate. As at the Latest Practicable Date, no Shares have been allotted and issued under the Current General Mandate and no Shares have been repurchased by the Company under the Current Repurchase Mandate, whether on the Stock Exchange or otherwise.

As the Current General Mandate and the Current Repurchase Mandate will expire at the conclusion of the AGM, the Directors propose to seek the approval of the Shareholders to grant to the Directors the General Mandate and the Repurchase Mandate at the AGM.

General Mandate

At the AGM, an ordinary resolution will be proposed such that the Directors be given an unconditional general mandate (i.e. the General Mandate) to allot, issue and deal with, unissued Shares or underlying shares of the Company (other than by way of rights or pursuant to a share option scheme of the Company or Directors and/or any of its subsidiaries or pursuant to any scrip dividend scheme or similar arrangements providing for the allotment and issue of Shares in lieu of whole or part of the dividend on Shares in accordance with the Articles of Association or any applicable laws of Hong Kong) or make or grant offers, agreements, options and warrants which might require the exercise of such power, not exceeding 20% of the total number of issued Shares as at the date of the AGM, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be issued pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly.

In addition, a separate ordinary resolution will further be proposed for extending the General Mandate authorising the Directors to allot, issue and deal with Shares to the extent of the Shares repurchased pursuant to the Repurchase Mandate. Details on the Repurchase Mandate are further elaborated below.

As at the Latest Practicable Date, the Company has an aggregate of 1,313,962,560 Shares in issue. Subject to the passing of the resolutions for the approval of the General Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the General Mandate to allot, issue and deal with a maximum of 262,792,512 Shares.

LETTER FROM THE BOARD

Repurchase Mandate

At the AGM, an ordinary resolution will also be proposed such that the Directors be given an unconditional general mandate (i.e. the Repurchase Mandate) to repurchase Shares on the Stock Exchange not exceeding 10% of the total number of Shares as at the date of the AGM provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum number of Shares that may be repurchased pursuant to the relevant resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly.

Subject to the passing of the resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Company would be allowed under the Repurchase Mandate to repurchase a maximum of 131,396,256 Shares.

The General Mandate (including the extended General Mandate) and the Repurchase Mandate shall continue to be in force during the period from the date of passing of the resolutions for the approval of the General Mandate (including the extended General Mandate) and the Repurchase Mandate up to (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 Articles of Association, the Companies Ordinance or any applicable laws of Hong Kong to be held; or (iii) the revocation or variation of the General Mandate (including the extended General Mandate) or the Repurchase Mandate (as the case may be) by ordinary resolution of the Shareholders in general meeting, whichever occurs first.

As at the Latest Practicable Date, the Company has no outstanding options or other convertible securities which entitle the holders thereof to convert the same into Shares.

An explanatory statement in connection with the Repurchase Mandate is set out in Appendix I to this circular. The explanatory statement contains all the requisite information required under the Listing Rules to be given to the Shareholders to enable them to make an informed decision on whether to vote for or against the resolution approving the Repurchase Mandate.

RE-ELECTION OF DIRECTOR

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.

In accordance with Article 85 and 93 of the Articles of Association, each of Dr. Lin Xiaohui, Madam Su Jiaohua, Dr. Yu Lai, Dr. Tai Tak Fung, Mr. Yu Leung Fai, Mr. Yuan Baoyu and Mr. Chung Chun Hung Simon shall retire from office by rotation at the AGM, and being eligible, will offer themselves for re-election at the AGM.

LETTER FROM THE BOARD

When identifying suitable candidates for directorship, the nomination committee of the Company carries out the selection process by making reference to the skills, experience, background, professional knowledge, personal integrity and time commitments of the proposed candidates, and also the Company's needs and other relevant statutory requirements and regulations required for the positions. All candidates must be able to meet the standards as set forth in Rules 3.08 and 3.09 of the Listing Rules. A candidate who is to be appointed as an independent non-executive Director should also meet the independence criteria set out in Rule 3.13 of the Listing Rules. Qualified candidates will then be recommended to the Board for approval.

At the AGM, ordinary resolution will be proposed to re-elect each of Dr. Lin Xiaohui, Madam Su Jiaohua and Dr. Yu Lai as an executive Director, Dr. Tai Tak Fung as non-executive Director and Mr. Yu Leung Fai, Mr. Yuan Baoyu and Mr. Chung Chun Hung Simon as an independent non-executive Director respectively. Details of the retiring Directors who are proposed to be re-elected at the AGM are set out in Appendix II to this circular.

AGM

A notice convening the AGM to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 9 June 2022 at 11:00 a.m. is set out on pages 20 to 25 of this circular. Ordinary resolutions will be proposed at the AGM to approve, among other things, the granting of the General Mandate (including the extended General Mandate) and the Repurchase Mandate and the re-election of Directors.

A form of proxy for use at the AGM is enclosed with this circular and such form of proxy is also published at the website of the Stock Exchange at www.hkex.com.hk. Whether or not you are able to attend the AGM, you are requested to complete the accompanying form of proxy in accordance with the instructions printed thereon and deposit the same at the share registrar of the Company, 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 the holding of the AGM (i.e. no later than Tuesday, 7 June 2022 at 11:00 a.m. (Hong Kong Time)) or any adjournment thereof. Completion and return of the form of proxy will not preclude you from attending the AGM or any adjournment thereof.

All the resolutions proposed to be approved at the AGM will be taken by poll and an announcement will be made by the Company after the AGM on the results of the AGM.

CLOSURE OF REGISTER OF MEMBERS

For the purpose of determining Shareholders' entitlement to attend and vote at the AGM, the register of members of the Company will be closed from Thursday, 2 June 2022 to Thursday, 9 June 2022, 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 AGM, all Share transfers accompanied by the relevant Share certificates must be lodged with the share registrar 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 Wednesday, 1 June 2022 (Hong Kong time).

LETTER FROM THE BOARD

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.

RECOMMENDATION

The Directors consider (i) the proposed grant of the General Mandate (including the extended General Mandate) and the Repurchase Mandate; and (ii) the proposed re-election of Directors are in the interests of the Company and the Shareholders as a whole. Accordingly, the Directors recommend the Shareholders to vote in favour of the relevant resolutions to be proposed at the AGM.

GENERAL

To the best of the Directors' knowledge, information and belief, having made all reasonable enquiries, no Shareholder is required to abstain from voting on any resolutions to be proposed at the AGM. The Board confirms that to the best of their knowledge, information and belief having made all reasonable enquiries, as at the Latest Practicable Date, there was no voting trust or other agreement or arrangement or understanding (other than an outright sale) entered into by or binding upon any Shareholder and there was no obligation or entitlement of any Shareholder whereby he has or may have temporarily or permanently passed control over the exercise of the voting right in respect of his Shares to a third party, either generally or on a case-by-case basis.

MISCELLANEOUS

Your attention is drawn to the additional information set out in the Appendices to this circular.

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

This Appendix serves as an explanatory statement, as required by the Listing Rules, and also constitutes the memorandum required under section 239 of the Companies Ordinance to provide requisite information to you for your consideration of the Repurchase Mandate.

1. Repurchase of securities from connected parties

The Listing Rules prohibit the Company from knowingly purchasing its securities on the Stock Exchange from a core connected person (as defined in the Listing Rules), that is, a director, chief executive or substantial shareholder of the Company or any of its subsidiaries or their respective close associates (as defined in the Listing Rules) and a core connected person is prohibited from knowingly selling to the Company his/her/its securities of the Company.

No core connected person of the Company has notified the Company that he/she/it has a present intention to sell any Shares to the Company nor has any such core connected person undertaken not to sell any of the Shares held by him/her/it to the Company in the event that the Repurchase Mandate is passed.

2. Number of shares which may be repurchased

As at the Latest Practicable Date, the issued share capital of the Company comprised 1,313,962,560 fully paid Shares.

Subject to the passing of the proposed resolution for the approval of the Repurchase Mandate and on the basis that no further Shares are issued or repurchased between the Latest Practicable Date and the date of the AGM, the Directors would be authorised under the Repurchase Mandate to repurchase a maximum of 131,396,256 fully paid Shares (representing 10% of the total number of issued share as at the date of passing of the resolution) during the period ending 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, the Companies Ordinance 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.

3. Reasons for the repurchase

The Directors believe that the Repurchase Mandate is in the best interests of the Company and the Shareholders as a whole. An exercise of the Repurchase Mandate may, depending on market conditions and funding arrangements at the time, lead to an enhancement of the net assets per Share and/or earnings (or loss) per Share and will only be made when the Directors believe that a repurchase will benefit the Company and the Shareholders as a whole.

4. Funding of repurchases

Repurchases would be funded entirely from the Company's available cash flow or working capital facilities which will be funds legally available under the Articles of Association, the Companies Ordinance or any applicable laws of Hong Kong and for such purpose.

An exercise of the Repurchase Mandate in full may have a material adverse impact on the working capital and gearing position of the Company compared with those as at 31 December 2021, being the date of its latest published audited consolidated accounts. The Directors do not, however, intend to make any repurchase in circumstances that would have a material adverse impact on the working capital or gearing position of the Company.

5. Share prices

The highest and lowest prices at which the Shares have traded on the Stock Exchange in each of the previous twelve calendar months immediately prior to the Latest Practicable Date were as follows:

	Highest <i>HK\$</i>	Lowest <i>HK\$</i>
2021		
April	0.540	0.240
May	0.445	0.390
June	Suspended	Suspended
July	0.680	0.490
August	0.720	0.560
September	0.580	0.430
October	0.530	0.450
November	0.510	0.475
December	0.510	0.480
2022		
January	0.490	0.385
February	0.405	0.355
March	0.39	0.31
April (up to the Latest Practicable Date)	0.360	0.325

6. Disclosure of interests and minimum public holding

None of the Directors or, to the best of their knowledge having made all reasonable enquiries, their associates, have any present intention to sell to the Company or its subsidiaries any of the Shares in the Company if the Repurchase Mandate is approved at the AGM.

The Directors have undertaken to the Stock Exchange that, so far as the same may be applicable, they will exercise the powers of the Company to make repurchases pursuant to the Repurchase Mandate in accordance with the Listing Rules, the Companies Ordinance and applicable laws of Hong Kong.

If a Shareholder's proportionate interest in the voting rights of the Company increases on the Company exercising its powers to repurchase Shares pursuant to the Repurchase Mandate, such increase will be treated as an acquisition for the purposes of Rule 32 of the Takeovers Code. As a result, a Shareholder or group of Shareholders acting in concert could obtain or consolidate control of the Company and become obliged to make a mandatory offer in accordance with Rules 26 and 32 of the Takeovers Code

As at the Latest Practicable Date, Realord Group Holdings Limited, the controlling Shareholder of the Company, held 985,471,362 Shares, representing approximately 75.00% of the entire issued share capital of the Company. 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 88.33% of the then issued share capital of the Company. Such increase may result in the number of Shares in the hands of the public falling below the prescribed minimum percentage of 25%.

At as 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 falling below the prescribed minimum percentage of 25%.

7. Shares repurchase made by the Company

The Company had not purchased any of its Shares (whether on the Stock Exchange or otherwise) during the previous six months immediately prior to the Latest Practicable Date.

Details of the Directors who will retire from office at the AGM and being eligible, will offer themselves for re-election at the AGM, are set out below:

Dr. Lin Xiaohui (林曉輝博士) (“Dr. Lin”)

Dr. Lin, aged 48, 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 currently a member of the election committee of the chief executive of Hong Kong Special Administrative Region, a member of the Committee of the Chinese People’s Political Consultative Conference of Shenzhen, a vice chairman of Shenzhen Federation of Industry & Commerce* (深圳市工商聯), a chairman of Shenzhen Futian District Federation of Industry & Commerce* (深圳市福田區工商聯(總商會)), and was a member of Standing Committee of the 3rd to 5th Chinese People’s Political Consultative Conference of Futian District, Shenzhen. Dr. Lin is the spouse of Madam Su Jiaohua (蘇嬌華女士) (“Madam Su”).

The Company has entered into a service agreement with Dr. Lin for a term of three years commencing from 9 June 2021 and renewable automatically for successive terms of one year unless terminated by either party giving to the other not less than three months’ prior written notice. Dr. Lin is subject to retirement by rotation and/or re-election at general meetings in accordance with the Articles of Association. He is not entitled to director’s fee, which is subject to review by the Board from time to time with reference to the financial performance of the Company and his duties and responsibilities with the Company.

Dr. Lin has been appointed as the chairman and an executive director of the Company, and is currently the chairman and an executive director of Realord, the controlling shareholder of the Company. As at the Latest Practicable Date, Realord has become interested in 985,471,362 Shares of the Company, representing approximately 75.00% of the issued share capital of the Company. Realord is owned as to approximately 62.73% by Manureen Holdings Limited, a company incorporated in the British Virgin Islands with limited liability, which is in turn owned as to 70% by Dr. Lin. Dr. Lin held 985,471,362 Shares of the Company via Manureen Holdings Limited.

Save as disclosed above, Dr. Lin (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company; and (iv) is not interested in the Shares within the meaning of Part XV of the SFO.

Madam Su

Madam Su, aged 49, 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 6th People's Congress of Futian District, Shenzhen City, and a member of The 6th People's Congress of Shenzhen City. Madam Su is the spouse of Dr. Lin.

The Company has entered into a letter of appointment with Madam Su for a term of three years commencing from 9 June 2021 and renewable automatically for successive terms of one year unless terminated by either party giving to the other not less than three months' prior written notice. Madam Su is subject to retirement by rotation and/or re-election at general meetings in accordance with the Articles of Association. She is not entitled to director's fee, which is subject to review by the Board from time to time with reference to the financial performance of the Company and her duties and responsibilities with the Company.

Madam Su has been appointed as the chief executive officer and an executive director of the Company, and is currently an executive director and the chief executive officer of Realord. As at the Latest Practicable Date, each of Madam Su and Dr. Lin owns 30% and 70% equity interest in Manureen Holdings Limited respectively, and Manureen Holdings Limited owns approximately 62.73% equity interest in Realord. As at the Latest Practicable Date, Madam Su does not personally hold any shares or securities of the Company, and she is deemed to be interested in the 985,471,362 Shares interested by Dr. Lin as the spouse of Dr. Lin.

Save as disclosed above, Madam Su (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any relationship with any other directors, senior management or substantial or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Dr. Yu Lai (禹來博士) (“Dr. Yu”)

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 (“GIL”, a company listed on the main board of the Stock Exchange (stock code: 270)) in a number of positions within the GIL group, namely (i) the director and deputy general manager of GIL; 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, 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 (“HHL”) from January 2011 to August 2013, with his last position held as the president of HHL. In September 2013, Dr. Yu joined Guangdong JianJi Group (廣東堅基集團) (“GJG”) and served in a number of positions within the GJG group, namely (i) the president of the GJG 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).

Dr. Yu has been appointed as an executive director of the Company. The Company has entered into a service agreement with Dr. Yu for a term of three years commencing from 9 June 2021 and renewable automatically for successive terms of one year unless terminated by either party giving to the other not less than three months’ prior written notice. Dr. Yu is subject to retirement by rotation and/or re-election at general meetings in accordance with the Articles of Association. He is not entitled to director’s fee, which is subject to review by the Board from time to time with reference to the financial performance of the Company and his duties and responsibilities with the Company.

Save as disclosed above, Dr. Yu (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Dr. Tai Tak Fung (戴德豐博士) (“Dr. Tai”)

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 and Hong Kong Distinguished Brand Leader Award conferred respectively by the Federation of Hong Kong Industries and the Chinese Manufacturers’ Association of Hong Kong.

Dr. Tai has been appointed as a non-executive director of the Company. The Company has entered into a letter of appointment with Dr. Tai for a term of one year commencing from 9 June 2021 and renewable automatically for successive terms of one year unless terminated by either party giving to the other not less than three months’ prior written notice. Dr. Tai is subject to retirement by rotation and/or re-election at general meetings in accordance with the Articles of Association. He is entitled to director’s fee of HK\$18,000 per month, which is subject to review by the Board from time to time with reference to her duties and responsibilities with the Company.

Save as disclosed above, Dr. Tai (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Yu Leung Fai (余亮暉先生) (“Mr. Yu”)

Mr. Yu, aged 45, is 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. Yu 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 20 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 (formerly Fung, Yu & Co.) 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 (stock Code: 1196) and Dowway Holdings Limited (stock Code: 8403) and CS Mall Group Limited (stock Code: 1815), all of which are listed companies in Hong Kong, since 2010, 2012, 2017, 2014, 2019 and 2021, respectively.

Mr. Yu has been appointed as an independent non-executive director of the Company. The Company has entered into a letter of appointment with Mr. Yu for a term of one year commencing from 9 June 2021 and renewable automatically for successive terms of one year unless terminated by either party giving to the other not less than three months’ prior written notice. Mr. Yu is subject to retirement by rotation and/or re-election at general meetings in accordance with the Articles of Association. He is entitled to director’s fee of HK\$13,000 per month, which is subject to review by the Board from time to time with reference to her duties and responsibilities with the Company.

Save as disclosed above, Mr. Yu (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Yuan Baoyu (袁寶玉先生) (“Mr. Yuan”)

Mr. Yuan, aged 71, obtained a bachelor degree in administrative management from Guangdong 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. Yuan has been appointed as an independent non-executive director of the Company. The Company has entered into a letter of appointment with Mr. Yuan for a term of one year commencing from 9 June 2021 and renewable automatically for successive terms of one year unless terminated by either party giving to the other not less than three months’ prior written notice. Mr. Yuan is subject to retirement by rotation and/or re-election at general meetings in accordance with the Articles of Association. He is entitled to director’s fee of HK\$13,000 per month, which is subject to review by the Board from time to time with reference to her duties and responsibilities with the Company.

Save as disclosed above, Mr. Yuan (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

Mr. Chung Chun Hung Simon (鍾振雄先生) (“Mr. Chung”)

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 February 2000 to May 2017 and has over 15 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 position held 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.

Mr. Chung has been appointed as an independent non-executive director of the Company. The Company has entered into a letter of appointment with Mr. Chung for a term of one year commencing from 9 June 2021 and renewable automatically for successive terms of one year unless terminated by either party giving to the other not less than three months’ prior written notice. Mr. Chung is subject to retirement by rotation and/or re-election at general meetings in accordance with the Articles of Association. He is entitled to director’s fee of HK\$13,000 per month, which is subject to review by the Board from time to time with reference to her duties and responsibilities with the Company.

Save as disclosed above, Mr. Chung (i) does not hold any directorship in any public companies the securities of which are listed on any securities market in Hong Kong or overseas in the last three years; (ii) does not hold any other position within the Company or any of its subsidiaries; (iii) does not have any relationship with any directors, senior management or substantial or controlling shareholders of the Company; and (iv) is not interested in any Shares within the meaning of Part XV of the SFO.

NOTICE OF AGM

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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 0244)

NOTICE OF ANNUAL GENERAL MEETING

NOTICE IS HEREBY GIVEN that an annual general meeting of The Sincere Company, Limited (the “**Company**”) will be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 9 June 2022 at 11:00 a.m. to transact the following:

AS ORDINARY RESOLUTIONS:

1. To receive and approve the audited consolidated financial statements and the reports of the directors (the “**Directors**”) and auditors of the Company for the period from 1 March 2021 to 31 December 2021;
2.
 - (a) To re-elect Dr. Lin Xiaohui as executive Director of the Company and to authorise the board of Directors to fix his remuneration;
 - (b) To re-elect Madam Su Jiaohua as executive Director of the Company and to authorise the board of Directors to fix her remuneration;
 - (c) To re-elect Dr. Yu Lai as executive Director of the Company and to authorise the board of Directors to fix his remuneration;
 - (d) To re-elect Dr. Tai Tak Fung as non-executive Director of the Company and to authorise the board of Directors to fix his remuneration;
 - (e) To re-elect Mr. Yu Leung Fai as independent non-executive Director of the Company and to authorise the board of Directors to fix his remuneration;
 - (f) To re-elect Mr. Yuan Baoyu as independent non-executive Director of the Company and to authorise the board of Directors to fix his remuneration;
 - (g) To re-elect Mr. Chung Chun Hung Simon as independent non-executive Director of the Company and to authorise the board of Directors to fix his remuneration;
3. To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company and to authorise the Board to fix their remuneration;

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4. To as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“THAT:

- (a) subject to paragraph (c) below, pursuant to the Rules (the **“Listing Rules”**) Governing the Listing of Securities on The Stock Exchange of Hong Kong Limited (the **“Stock Exchange”**), the exercise by the Directors during the Relevant Period (as defined below) of all the powers of the Company to allot, issue and deal with unissued shares of the Company (the **“Shares”**) and to make or grant offers, agreements and options, including warrants to subscribe for Shares, which might require the exercise of such powers be and the same 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 after the end of the Relevant Period;
- (c) the aggregate number of Shares allotted or agreed conditionally or unconditionally to be allotted (whether pursuant to options or otherwise) by the Directors pursuant to the approval in paragraph (a) above, otherwise than pursuant to (i) a Rights Issue (as defined below); or (ii) the exercise of any options granted under the existing share option scheme of the Company; or (iii) any scrip dividend or similar arrangements providing for the allotment and issue of Shares in lieu of the whole or part of a dividend on Shares in accordance with the articles of association of the Company in force from time to time; or (iv) any issue of Shares upon the exercise of rights of subscription or conversion under the terms of any warrants of the Company or any securities which are convertible into Shares, shall not exceed the aggregate of:
 - (aa) 20 per cent. of the total number of Shares in issue on the date of the passing of this resolution, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be issued pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
 - (bb) (if the Directors are so authorised by a separate ordinary resolution of the shareholders of the Company) the number of Shares repurchased by the Company subsequent to the passing of this resolution (up to limit approved by resolution no. 5),

and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly; and

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(d) for the purposes of this resolution:

“**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest 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 articles of association of the Company, the Companies Ordinance (Chapter 622 of Laws of Hong Kong) (the “**Companies Ordinance**”) or any other applicable laws of Hong Kong to be held; and
- (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution;

“**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 on a fixed record date in proportion to their then holdings of Shares (subject to such exclusion or other arrangements as the Directors may deem necessary or expedient in relation to fractional entitlements, or having regard to any restrictions or obligations under the laws of, or the requirements of, or the expense or delay which may be involved in determining the existence or extent of any restrictions or obligations under the laws of, or the requirements of, any jurisdiction outside Hong Kong or any recognised regulatory body or any stock exchange outside Hong Kong).”

5. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT:**

- (a) the exercise by the Directors during the Relevant Period (as defined below) of all powers of the Company to purchase the Shares on the Stock Exchange or any other stock exchange on which the Shares may be listed and recognised by the Securities and Futures Commission and the Stock Exchange for such purpose, and otherwise in accordance with the rules and regulations of the Securities and Futures Commission, the Stock Exchange, the Companies Act and all other applicable laws in this regard, be and the same is hereby generally and unconditionally approved;

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- (b) the aggregate number Shares which may be purchased by the Company pursuant to the approval in paragraph (a) during the Relevant Period shall not exceed 10 per cent. of the total number of Shares in issue as at the date of the passing of this resolution and the authority pursuant to paragraph (a) of this resolution shall be limited accordingly, provided that if any subsequent consolidation or subdivision of Shares is effected, the maximum amount of Shares that may be purchased pursuant to this resolution as a percentage of the total number of issued Shares at the date immediately before and after such consolidation or subdivision shall be the same and such maximum number of Shares shall be adjusted accordingly; and
 - (c) for the purposes of this resolution, “**Relevant Period**” means the period from the date of the passing of this resolution until whichever is the earliest 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 articles of association of the Company, the Companies Ordinance or any other applicable laws of Hong Kong to be held; and
 - (iii) the passing of an ordinary resolution by the shareholders of the Company in general meeting revoking or varying the authority given to the Directors by this resolution.”
6. To, as special business, consider and, if thought fit, pass the following resolution as an ordinary resolution:

“**THAT** the Directors be and they are hereby authorised to exercise the authority referred to in paragraph (a) of resolution no. 4 above in respect of the share capital of the Company referred to in sub-paragraph (bb) of paragraph (c) of such resolution.”

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

Hong Kong, 29 April 2022

Registered office:
24th Floor
Leighton Centre
77 Leighton Road
Hong Kong

NOTICE OF AGM

Notes:

1. In view of the outbreak of the novel coronavirus (COVID-19) pandemic and recent requirements for prevention and control of its spread, the Company will implement precautionary measures at the AGM, details of which are set out in the section headed "Precautionary Measures for the AGM" on pages 3 and 4 of the circular of the Company dated 29 April 2022.
2. A member of the Company entitled to attend and vote at the Meeting convened by the above notice is entitled to appoint one or more proxy to attend and, subject to the provisions of the articles of association of the Company, to vote on his behalf. A proxy need not be a member of the Company. 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.
3. In order to be valid, the form of proxy must be deposited together with a power of attorney or other authority, if any, under which it is signed or a certified copy of that power or authority, at the offices of the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time for holding the annual general meeting (i.e. no later than Tuesday, 7 June 2022 at 11:00 a.m. (Hong Kong time)) or any adjournment thereof. Completion and return of a form of proxy will not preclude a shareholder of the Company from attending in person and voting at the annual general meeting or any adjournment thereof.
4. Where there are joint registered holders of any share of the Company, any one of such persons may vote at the meeting, 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 be present at the meeting, the vote of the senior who tenders a vote, whether in person or by proxy, shall be accepted to the exclusion of the votes of the other joint holders, and for this purpose seniority shall be determined by the order in which the names stand in the register of members of the Company in respect of the joint holding.
5. 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 Thursday, 2 June 2022 to Thursday, 9 June 2022 (both days inclusive) during which period no transfer of Shares will be registered. In order to qualify for attending at the annual general meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged for registration with the Company's share registrar, Tricor Tengis Limited at Level 54, Hopewell Centre, 183 Queen's Road East, Hong Kong not later than 4:30 p.m. on Wednesday, 1 June 2022 (Hong Kong time).
6. 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. Shareholders who intend to appoint a proxy to vote at the Meeting are reminded to indicate their voting instruction on the form of proxy enclosed with the Circular.
7. In relation to proposed resolutions nos. 4 and 6 above, approval is being sought from the shareholders for the grant to the Directors of a general mandate to authorise the allotment and issue of shares of the Company under the Listing Rules. The Directors have no immediate plans to issue any new shares of the Company other than Shares which may fall to be issued under the share option scheme of the Company or any scrip dividend scheme which may be approved by shareholders.
8. In relation to proposed resolution no. 5 above, the Directors wish to state that they will exercise the powers conferred thereby to repurchase Shares in circumstances which they deem appropriate for the benefit of the shareholders of the Company. An explanatory statement containing the information necessary to enable the shareholders to make an informed decision to vote on the proposed resolution as required by the Listing Rules is set out in Appendix I to the circular of the Company dated 29 April 2022.

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9. If Typhoon Signal No. 8 or above, or a “black” rainstorm warning or “extreme conditions after super typhoons” announced by the Government of Hong Kong is/are in effect any time after 10:00 a.m. on the date of the Meeting, the meeting will be postponed. The Company will publish an announcement on the website of the Company at www.irasia.com/listco/hk/sincere/index.htm and on the website of the Stock Exchange at <http://www.hkexnews.hk> to notify Shareholders of the date, time and venue of the rescheduled meeting.
10. In case of discrepancy between the English version and the Chinese version of the notice of the AGM, the English version shall prevail.
11. **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. The Company may implement further changes and precautionary measures in relation to the AGM arrangements at short notice. Shareholders should check the website of the Company (www.irasia.com/listco/hk/sincere/index.htm) or the Stock Exchange (www.hkexnews.hk) for any announcements.**