

sincere先施

THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 0244)

PROXY FORM

Form of proxy for use at the annual general meeting (the "Annual General Meeting") of The Sincere Company, Limited (the "Company") to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 8 June 2023, at 11:00 a.m. (or any adjournment thereof)

I/We¹ _____
of _____
being the registered holder(s) of² _____ ordinary shares
in the share capital of the Company, **HEREBY APPOINT**³ _____
of _____

or failing him, the chairman of the meeting as my/our proxy, to attend and vote for me/us and on my/our behalf at the Annual General Meeting (or at any adjournment thereof) of the Company to be held at Suite 3318, 33/F, Jardine House, 1 Connaught Place, Central, Hong Kong on Thursday, 8 June 2023, at 11:00 a.m. for the purpose of considering and, if thought fit, passing (with or without amendments) the special and ordinary resolutions set out in the notice convening such meeting and at such meeting (or at any adjournment thereof) to vote for me/us in my/our name(s) in respect of the said resolutions as hereunder indicated or, if no such indication is given, as my/our proxy thinks fit.

SPECIAL RESOLUTION		FOR ⁴	AGAINST ⁴
1.	To approve the proposed amendments to the existing articles of association of the Company and the adoption of the new articles of association of the Company incorporating and consolidating all the proposed amendments		
ORDINARY RESOLUTIONS		FOR ⁴	AGAINST ⁴
2.	To receive and approve the audited consolidated financial statements and the reports of the directors (the "Directors") and auditors of the Company for the year ended 31 December 2022		
3.	(a) To re-elect Dr. Lin Xiaohui as executive Director and to authorise the board of Directors to fix his remuneration		
	(b) To re-elect Mr. Yu Leung Fai as an independent non-executive Director and to authorise the board of Directors to fix his remuneration		
4.	To re-appoint Grant Thornton Hong Kong Limited as auditors of the Company and to authorise the board of Directors to fix their remuneration		
5.	To grant the general mandate to the Directors to issue, allot and otherwise deal with additional shares not exceeding 20% of the issued shares of the Company as at the date of passing this resolution.		
6.	To grant the general mandate to the Directors to repurchase shares not exceeding 10% of the issued shares of the Company as at the date of passing this resolution		
7.	To add the number of the Shares repurchased by the Company to the mandate granted to the Directors under resolution numbered 5		

Dated this _____ day of _____ 2023 Signed⁵ _____

Notes:

1. Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
2. Please insert the number of Shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the Shares registered in your name(s).
3. Please insert the name and address of the proxy desired. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS YOUR PROXY. THE PROXY NEED NOT BE A MEMBER OF THE COMPANY BUT MUST ATTEND THE MEETING IN PERSON TO REPRESENT YOU. ANY ALTERATION MADE TO THIS FORM OF PROXY MUST BE INITIALLED BY THE PERSON WHO SIGNS IT.**
4. **IMPORTANT: IF YOU WISH TO VOTE FOR A RESOLUTION, PUT A TICK IN THE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST A RESOLUTION, PUT A TICK IN THE BOXES MARKED "AGAINST"**. Failure to do so will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any amendment to the resolutions referred to in the notice convening the meeting which have been properly put to the meeting.
5. This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation, must be signed under the hand of an officer duly authorised on that behalf together with a company chop.
6. In the case of joint holders, the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s), and for this purpose, seniority will be determined by the order in which the names stand in the register of members of the Company.
7. To be valid, this form of proxy, together with any power of attorney of other authority (if any) under which it is signed or a notarially certified copy of such power of authority must be deposited at the branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong not less than 48 hours before the time appointed for the holding of the meeting (i.e. no later than Tuesday, 6 June 2023 at 11:00 a.m. (Hong Kong time)) or the adjourned meeting (as the case may be).
8. Completion and delivery of the form of proxy will not preclude you from attending and voting at the meeting if you so wish. In such event, this form of proxy shall be deemed to be revoked.
9. The register of members of the Company will be closed from Thursday, 1 June 2023 to Thursday, 8 June 2023, both dates inclusive, during which period no transfer of shares of the Company can be registered. In order to qualify for attending the Annual General Meeting, all properly completed transfer forms accompanied by the relevant share certificates must be lodged with the branch share registrar and transfer office of the Company, Tricor Tengis Limited, at 17/F, Far East Finance Centre, 16 Harcourt Road, Hong Kong no later than 4:30 p.m. on Wednesday, 31 May 2023 (Hong Kong time).

PERSONAL INFORMATION COLLECTION STATEMENT

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