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## **THE SINCERE COMPANY, LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock Code: 0244)**

### **NOTICE OF GENERAL MEETING**

NOTICE IS HEREBY GIVEN THAT a general meeting of shareholders of the Company will be held at 2/F Hibiscus Room, Hotel Jen Hong Kong, 508 Queen's Road West, Western District, Hong Kong on Wednesday, 15 November 2017 at 10:00 a.m. for the purpose of considering and, if thought fit, passing with or without modifications, the following resolutions which will be proposed as ordinary resolutions of the Company:

1. THAT:

- (a) the Underwriting Agreement (as defined in the Company's circular dated 26 October, 2017 (the "**Circular**") in respect of the Rights Issue (as defined in the Circular) and the transactions contemplated thereunder including but not limited to the underwriting of the Rights Shares (as defined in the Circular) by the Underwriter (as defined in the Circular), a copy of which has been produced to the Meeting marked "A" and signed by the chairman of the Meeting for the purpose of identification, be and are hereby approved, confirmed and ratified;
- (b) the Rights Issue on the terms summarised in the Circular and the terms and conditions of the Underwriting Agreement be and is hereby approved;
- (c) the absence of arrangements for the disposal of securities not subscribed in the Rights Issue by allottees under provisional letters of allotment or their renounees is hereby approved for the purposes of Rule 7.21 (2) of the Listing Rules (as defined in the Circular); and
- (d) the Board be and is hereby authorised to allot and issue and otherwise deal with the Rights Shares pursuant to or in connection with the Rights Issue on the terms summarised in the Circular and generally to do such things or make such arrangements as it may in its absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Rights Issue, the Underwriting Agreement and the transactions contemplated thereunder.

2. THAT each of the Proposed PAL Sale Agreements (as defined in the Company's circular dated 26 October, 2017), copies of which have been produced to this meeting marked "B1", "B2" and "B3" respectively and signed by the chairman of the Meeting for the purpose of identification, and the transactions contemplated thereunder be and are hereby approved and the Board be and is hereby authorised generally to execute or procure execution thereof and do such things or make such arrangements as it may in its absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Proposed PAL Sale Agreements or any of them and the transactions contemplated thereunder.
  
3. THAT subject to the Executive (as defined in the Circular) granting the Whitewash Waiver (as defined in the Circular), and the satisfaction of any conditions attached to the Whitewash Waiver be and is hereby approved, and the Board be and is hereby authorised to generally to do such things or make such arrangements as it may in its absolute discretion consider necessary, appropriate, desirable or expedient to give effect to or in connection with the Whitewash Waiver.

By order of the Board  
**Ada S P CHEUNG**  
*Company Secretary*

Hong Kong, 26 October, 2017

*Notes:*

1. To determine entitlements to attend and vote at the Meeting, the register of members of the Company will be closed from Friday, 10 November to Wednesday, 15 November, 2017 during which period no transfer of shares will be registered. In order to be eligible to attend and vote at the Meeting, all transfers accompanied by the relevant share certificates must be lodged with the Company's share registrar Tricor Tengis Limited at Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong no later than 4:30 p.m. on Thursday, 9 November, 2017.
  
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. A proxy need not be a member of the Company.
  
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 Registrars, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong, not less than 48 hours before the time fixed for holding the meeting. Completion and return of a proxy form will not preclude a member from attending the meeting and voting in person.
  
4. At the date of this notice, the executive Directors of the Company are Mr. Philip Ma and Mr. John Y C Fu, the non-executive Director is Mr. Charles Chan, and the independent non-executive Directors are Mr. King Wing Ma, Mr. Eric K K Lo, and Mr. Peter Tan.