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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 The Sincere Company, Limited will be held at Pacific Room on 2/F, Island Pacific Hotel, 152 Connaught Road West, Hong Kong on Friday, 21 June 2019 at 10:00 a.m. for the purpose of considering and, if thought fit, passing the following resolutions. Both resolutions will be proposed, with or without amendment, as ordinary resolutions.

## RESOLUTIONS

1. That the Open Offer as defined in the circular of the Company dated 3 June 2019, (a copy of which has been produced to the meeting marked A and signed by the chairman for the purposes of identification) on and subject to the terms summarised in that circular be and is hereby approved and the board of directors be and is hereby authorised 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 Open Offer.

2. That the Underwriting Agreement dated 22 March 2019 as amended by an amended and restated underwriting agreement dated 28 May 2019 each entered into between the Company and Win Dynamic Limited (a copy of each of which has been produced to the meeting marked B1 and B2 respectively and signed by the chairman for the purposes of identification) in relation to the Open Offer as defined in the circular of the Company dated 3 June 2019, (a copy of which has been produced to the meeting marked A and signed by the chairman for the purposes of identification) be and is hereby approved, and the board of directors be and is hereby authorised 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 Underwriting Agreement.

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

Hong Kong
3 June 2019

*Notes:*

1. To determine entitlements to attend and vote at the Meeting, the register of members of the Company will be closed from 18 to 21 June 2019 during which period no transfer of shares will be registered. In order for the holders 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 17 June 2019.

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 registrar, 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. In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy or by representative, 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. Several executors or administrators of a deceased member in whose name any share stands shall for this purpose be deemed joint holders thereof.

5. At the date of this notice, the executive director of the Company is Mr. Philip Ma, the non-executive Director is Mr. Charles Chan, and the independent non-executive Directors are Mr. King Wing Ma, Mr. Eric K K Lo, Mr. Peter Tan and Mr. Anders W L Lau.