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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock code: 0244)

INSIDE INFORMATION

This announcement is made by The Sincere Company, Limited (the “**Company**”, together with its subsidiaries, the “**Group**”) pursuant to Rule 13.09 of the Rules Governing the Listing of Securities (the “**Listing Rules**”) on The Stock Exchange of Hong Kong Limited (the “**Stock Exchange**”) 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).

The board (the “**Board**”) of directors (the “**Director(s)**”) of the Company has been informed by Realord Group Holdings Limited (“**Realord**”), a controlling shareholder (as defined under the Listing Rules) of the Company, whose shares are listed on the Stock Exchange (stock code: 1196), that after trading hours on 1 November 2024, it has entered into a sale and purchase agreement (the “**Agreement**”) with Manureen Holdings Limited (“**MHL**”), pursuant to which, Realord has conditionally agreed to sell, and MHL has conditionally agreed to purchase, a total of 985,471,362 shares of the Company (the “**Shares**”), representing 75% of the total issued Shares as at the date of this announcement, at the consideration of HK\$387,782,980 (the “**Share Sale**”). Completion of the Share Sale is conditional upon fulfilment or waiver (as the case may be) of a number of conditions precedent as set out in the Agreement, details of which are set out in the announcement of Realord dated 1 November 2024.

Immediately upon completion of the Share Sale, assuming there is no other change in the issued Shares between the date of this announcement and the completion of the Share Sale, MHL shall become the holder of the 985,471,362 Shares, and Realord shall cease to hold any Shares.

MHL was incorporated in the British Virgin Islands with limited liability. As at the date of this announcement, MHL is interested in 903,160,000 shares of Realord, representing approximately 62.69% of the total issued share capital of Realord, and is the controlling shareholder (as defined under the Listing Rules) of Realord. MHL is owned as to 70% by Dr. Lin Xiaohui and 30% by Madam Su Jiaohua respectively, both of whom are executive Directors.

Upon completion of the Share Sale, MHL will directly hold 75% of the voting rights of the Company. As at the date of this announcement, three subsidiaries of the Company, namely, The Sincere Life Assurance Co. Ltd., The Sincere Financial Group Limited (formerly known as The Sincere Insurance & Investment Co., Ltd.) and The Sincere Co. (Perfumery Manufacturers) Ltd. (collectively, the “**Sincere Subsidiaries**”) are public companies in Hong Kong which are subject to the Code on Takeovers and Mergers (the “**Takeovers Code**”) issued by the Securities and Futures Commission (the “**SFC**”). MHL will also, through the Company, control the Sincere Subsidiaries upon completion of the Share Sale. In accordance with Rule 26.1 of the Takeovers Code, MHL may be obliged to make mandatory general offers for all the issued shares of the Company and the Sincere Subsidiaries other than those already owned or agreed to be acquired by it and parties acting in concert with it unless such obligation is waived by the executive director of the Corporate Finance Division of the SFC or any of his delegate(s) (the “**Executive**”). On 30 October 2024, the Executive confirmed that a mandatory general offer will not be triggered on the part of MHL for the shares of the Company and the Sincere Subsidiaries arising from the Share Sale.

The Board does not expect that the Share Sale, if materialised, will have any adverse effect on the business operations of the Group. Further announcement(s) in relation to the Share Sale will be made by the Company in accordance with the Listing Rules and applicable laws as and when appropriate.

Shareholders and potential investors of the Company are advised to exercise caution when dealing in the securities of the Company and are recommended to consult their professional advisers if they are in any doubt about their position and as to actions that they should take.

By Order of the Board
The Sincere Company, Limited
Lin Xiaohui
Chairman

Hong Kong, 1 November 2024

As at the date of this announcement, the executive Directors are Dr. Lin Xiaohui, Madam Su Jiaohua and Dr. Yu Lai; the non-executive Director is Dr. Tai Tak Fung; and the independent non-executive Directors are Mr. Yu Leung Fai, Mr. Chung Chun Hung Simon and Mr. Lin Lin.