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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

(Stock Code: 0244)

**POLL RESULTS OF THE GENERAL MEETING
HELD ON 21 JUNE 2019**

Reference is made to the circular (the “**Circular**”) of The Sincere Company, Limited and the notice (the “**Notice**”) of general meeting both dated 3 June 2019 in relation to, among other things, the Open Offer. Unless otherwise specified, capitalised terms used herein shall have the same meanings as those defined in the Circular.

The Board is pleased to announce that both resolutions (the “**Resolutions**”) set out in the Notice were duly passed by the Independent Shareholders as ordinary resolutions on a vote by way of poll as more than 50% of the votes were cast in favour of each of the Resolutions.

As at the date of the GM, Win Dynamic, being the Underwriter (which is owned as to 70% by Mr. Philip Ma and 30% by Mr. Charles Chan both of whom are Directors), owns 243,282,367 Shares (representing approximately 26.48% of the existing number of Shares in issue), and the Sincere Companies own an aggregate of 260,443,200 Shares (representing approximately 28.34% of the existing number of Shares in issue). In addition to the Sincere Companies, other parties acting in concert with Win Dynamic including Wing Sang, Mr. Philip Ma, Mr. Charles Chan, Mr. Steve Ma, Mr. John Ma and Mr. Victor Ma together own a total of 18,546,557 Shares (representing approximately 2.02% of the existing number of Shares in issue) as at the date of the GM. Three Directors, namely Mr. King Wing Ma, Mr. Eric K K Lo and Mr. Peter Tan, holding a total of 3,481,328 Shares (representing approximately 0.38% of the existing number of Shares in issue) as at the date of the GM. Accordingly, Win Dynamic and parties acting with it and Directors in aggregate owned 525,753,452 Shares (representing approximately 57.22% of the existing number of Shares in issue) as at the date of the GM. By reason of their interests in the Open Offer, Win Dynamic, the Sincere Companies, Wing Sang, Mr. Philip Ma, Mr. Charles Chan, Mr. Steve Ma, Mr. John Ma, Mr. Victor Ma and the three other Directors were required to, and did abstain from voting on the resolutions in respect of the Open Offer proposed at the GM.

As at the date of the GM, there were a total of 918,892,800 Shares, of which 393,139,348 Shares, representing approximately 42.78% of the existing number of Shares in issue, were held by Independent Shareholders entitled to attend, either in person or by proxy, and vote for or against the Resolutions at the GM. There were no Shareholders who were entitled to attend and vote only against the Resolutions at the GM. Save as disclosed above, no Shareholder was required under the Listing Rules to abstain from voting on the Resolutions at the GM and none of the Shareholders had stated his/her/its intention in the Circular to vote against or to abstain from voting on the Resolutions proposed at the GM.

Tricor Tengis Limited, the Company's share registrar and transfer agent, was appointed as the scrutineer for the purpose of the vote taking at the GM. The voting results in respect of the Resolutions are as follows:

| Resolutions | | No. of votes cast and percentage of total number of votes cast | | Total number of votes cast |
|-------------|---|--|-------------------|----------------------------|
| | | For | Against | |
| 1. | To approve the Open Offer and the transactions contemplated thereunder. | 81,629,920 (99.91)% | 74,000 (0.09)% | 81,703,920 |
| 2. | To approve the Underwriting Agreement and the transactions contemplated thereunder. | 81,629,920 (99.91)% | 74,000 (0.09)% | 81,703,920 |

Notes: Full text of the Resolutions is set out in the Notice.

DESPATCH OF THE PROSPECTUS DOCUMENTS

Subject to the registration of the Prospectus Documents with the Registrar of Companies in Hong Kong, it is expected that (i) the Prospectus Documents will be despatched to the Qualifying Shareholders on Friday, 5 July 2019, and (ii) the Prospectus only will be despatched to the Non-Qualifying Shareholder(s) (if any) for their information only on the same day.

Qualifying Shareholders are reminded that the Latest Time for Application is 4:00 p.m. on Friday, 19 July 2019.

WARNING OF THE RISKS OF DEALING IN SHARES

SHAREHOLDERS, OPTIONHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY SHOULD NOTE THAT THE OPEN OFFER COMPLETION IS CONDITIONAL UPON THE FULFILLMENT OF CERTAIN CONDITIONS AND THE OFFERS WILL ONLY BE MADE AFTER THE OPEN OFFER COMPLETION TAKES PLACE. ACCORDINGLY, THE OPEN OFFER COMPLETION MAY OR MAY NOT TAKE PLACE AND THE OFFERS MAY OR MAY NOT PROCEED.

SHAREHOLDERS, OPTIONHOLDERS AND POTENTIAL INVESTORS OF THE COMPANY ARE ADVISED TO EXERCISE IN CAUTION WHEN DEALING IN THE SHARES, AND IF THEY ARE IN ANY DOUBT ABOUT THEIR POSITION, THEY SHOULD CONSULT THEIR OWN PROFESSIONAL ADVISERS.

By order of the Board
The Sincere Company, Limited
Philip K H Ma
Chairman & CEO

Hong Kong, 21 June 2019

As at the date of this announcement, the executive Director 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.