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This announcement does not constitute an offer or a solicitation to any person. The documentation relating to the exercise of the Section 215(3) Right (as defined below) was not despatched into any jurisdiction, directly or indirectly, in which the exercise of the Section 215(3) Right would not be in compliance with the laws of such jurisdiction.



Peace Mark (Holdings) Limited

(Incorporated in Bermuda with limited liability)

(Stock Code: 0304)

VOLUNTARY DISCLOSURE MAJOR TRANSACTION CONSIDERATION ISSUE

Issue of the sixteenth, and final, batch of New Peace Mark Shares pursuant to exercises of

Section 215(3) Right by shareholders of Sincere Watch Limited

(listed on the Main Board of the SGX-ST) under

the Voluntary General Offer (now closed) by

Macquarie Capital (Singapore) Pte. Limited

for and on behalf of

A-A United Limited

(an indirect, wholly-owned subsidiary

of Peace Mark (Holdings) Limited)

for Sincere Watch Limited

Financial Adviser to Peace Mark (Holdings) Limited and A-A United Limited

in connection with the

Voluntary General Offer in Singapore



Macquarie Capital (Singapore) Pte. Limited

Section 215(3) Sell Out Right

The Offer closed at 5:30 p.m. (Singapore time) on 18 March 2008 and at the close of the Offer the Offeror had acquired more than 90 per cent. of the Shares. Accordingly, shareholders of Sincere Watch who did not accept the Offer (the “**Non-assenting Shareholders**”) had a right until 14 July 2008, under and subject to Section 215(3) of the Companies Act, Chapter 50 of Singapore (the “**Section 215(3) Right**”), to require the Offeror to acquire their Shares at a consideration of S\$2.051 in cash and 0.228 New Peace Mark Shares at the issue price of HK\$12.096 per New Peace Mark Share for each Share (the “**Consideration**”) by serving a notice requiring the Offeror to do so.

In the period between 8 July 2008 and 14 July 2008, the Section 215(3) Right was exercised in respect of 291,711 Sincere Watch Shares representing 0.14 per cent. of the entire issued share capital of Sincere Watch (the “**Sixteenth Batch of Exercises of Section 215(3) Right**”). The Sixteenth Batch of Exercises of Section 215(3) Right is the final batch of exercises of Section 215(3) Right as 14 July 2008 is the last day of the period during which the Section 215(3) Right can be exercised.

The Consideration in respect of the Sixteenth Batch of Exercises of Section 215(3) Right comprises S\$598,299.28 (approximately HK\$3,447,460.28 using the exchange rate for 18 July 2008 as quoted on Bloomberg) in cash paid on 18 July 2008 and 66,507 New Peace Mark Shares issued on 18 July 2008.

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities.

Reference is made to the Company’s circular to shareholders dated 16 January 2008 (the “**Circular**”) and the supplemental circular dated 30 April 2008, the overseas regulatory announcement released by the Company dated 18 March 2008 announcing the close of the Offer at 5:30 p.m. (Singapore time) on 18 March 2008 and the announcements by the Company dated 25 April 2008, 2 May 2008, 6 May 2008, 9 May 2008, 16 May 2008, 22 May 2008, 23 May 2008, 30 May 2008, 6 June 2008, 13 June 2008, 20 June 2008, 27 June 2008, 4 July 2008, 8 July 2008 and 11 July 2008 in respect of previous batches of exercises of the Section 215(3) Right. Capitalised terms used in this announcement shall have the same meanings as defined in the Circular, unless otherwise stated.

UPDATE ON EXERCISES OF THE SECTION 215(3) RIGHT – FINAL BATCH

The Offer closed at 5:30 p.m. (Singapore time) on 18 March 2008 and at the close of the Offer the Offeror had acquired more than 90 per cent. of the Shares. Accordingly, Non-assenting Shareholders had a right until 14 July 2008, under and subject to Section 215(3) of the Companies Act, Chapter 50 of Singapore, to require the Offeror to acquire their Shares at a consideration of S\$2.051 in cash and 0.228 New Peace Mark Shares at the issue price of HK\$12.096 per New Peace Mark Share for each Share by serving a notice requiring the Offeror to do so.

In the period between 8 July 2008 and 14 July 2008, the Section 215(3) Right was exercised in respect of 291,711 Sincere Watch Shares representing 0.14 per cent. of the entire issued share capital of Sincere Watch. The Sixteenth Batch of Exercises of Section 215(3) Right is the final batch of exercises of Section 215(3) Right as 14 July 2008 is the last day of the period during which the Section 215(3) Right can be exercised.

As at close of business on 14 July 2008, the Section 215(3) Right was exercised in respect of 4,839,346 Sincere Watch Shares representing 2.34 per cent. of the entire issued share capital of Sincere Watch.

SIXTEENTH ISSUE OF NEW PEACE MARK SHARES PURSUANT TO EXERCISES OF SECTION 215(3) RIGHT

Sixteenth Batch of Exercises of Section 215(3) Right

The Consideration in respect of the Sixteenth Batch of Exercises of Section 215(3) Right will be settled on 18 July 2008.

The Consideration in respect of the Sixteenth Batch of Exercises of Section 215(3) Right comprises S\$598,299.28 (approximately HK\$3,447,460.28 using the exchange rate for 18 July 2008 as quoted on Bloomberg) in cash paid on 18 July 2008 and 66,507 New Peace Mark Shares issued on 18 July 2008 (the “**Sixteenth Batch of Section 215(3) Right Shares**”).

Issue of the New Peace Mark Shares

The Sixteenth Batch of Section 215(3) Right Shares will be issued on 18 July 2008 under the general mandate given to the Directors at the Company’s general meeting held on 23 August 2007, and Tricor Secretaries Limited, the Company’s share registrar, will issue and despatch the share certificates for the Fifteenth Batch of Section 215(3) Right Shares on 18 July 2008. This is the last batch of New Peace Mark Shares which will be issued pursuant to exercises of the Section 215(3) Right.

Listing of the New Peace Mark Shares

It is currently expected that dealings in the Sixteenth Batch of Section 215(3) Right Shares on the Stock Exchange will commence at 9.30 a.m. (Hong Kong time) on Monday, 21 July 2008.

IMPORTANT INFORMATION

This announcement appears for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for shares or other securities.

Any shareholders of Sincere Watch not resident in Singapore should inform themselves about and observe any applicable legal requirements in their own jurisdictions.

The documentation relating to the exercise of the Section 215(3) Right was not despatched, directly or indirectly, in or into the United States, Canada, Australia or New Zealand, or by use of the mails, or by any means or instrumentality (including, without limitation, facsimile transmission, telephone and the internet) of interstate or foreign commerce, or of any facility of a national securities exchange, of the United States, Canada, Australia or New Zealand and the Section 215(3) Right could not be exercised by any such use, means or instrumentality or from within the United States, Canada, Australia or New Zealand.

By Order of the Board
Mr. Chau Cham Wong, Patrick
Chairman

Hong Kong, 18 July 2008

As at the date of this announcement, the Board comprises Mr. Chau Cham Wong, Patrick, Mr. Leung Yung, Mr. Tsang Kwong Chiu, Kevin, Mr. Man Kwok Keung, Mr. Cheng Kwan Ling and Mr. Hugues Jacques De Jaillon as executive directors, Ms. So, Susan, Mr. Kwok Ping Ki, Albert, Mr. Tang Yat Kan, Mr. Wong Yee Sui, Andrew and Mr. Mak Siu Wing, Clifford as independent non-executive directors and Mr. Tay Liam Wee as non-executive director.