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Peace Mark (Holdings) Limited

(Incorporated in Bermuda with limited liability)

(Provisional Liquidators Appointed)

(Stock Code: 304)

ANNOUNCEMENT REGARDING SINCERE WATCH LIMITED

SUMMARY

The Provisional Liquidators of Peace Mark (Holdings) Limited (Provisional Liquidators Appointed) (“**Peace Mark**” or the “**Company**” and together with its subsidiaries the “**Peace Mark Group**”) wish to inform the shareholders of the Company (the “**Shareholders**”) that on 30 September 2009 an announcement was made in Singapore (the “**Singapore Announcement**”) that Sincere Holdings Limited (the “**Offeror**”), a company controlled by a consortium of investors, would make a voluntary conditional cash offer (the “**Offer**”) for all the issued ordinary shares (the “**Shares**”) in the capital of Sincere Watch Limited (“**Sincere**”), other than those Shares held directly or indirectly by the Offeror as at the date of the Offer (the “**Offer Shares**”).

The Provisional Liquidators further advise that the Security Trustee (as defined in the Singapore Announcement below) had entered into a deed of undertaking dated 30 September 2009 with the Offeror, pursuant to which the Security Trustee undertook, inter alia, to accept the Offer in respect of approximately 99.42% of the Offer Shares. As a result of this Offer, Sincere will become controlled by the Offeror, a consortium of investors referred to in the Singapore Announcement, on the acceptance of the Offer by the Security Trustee referred to in the Singapore Announcement.

This announcement is made pursuant to Rule 13.09(1) of the Listing Rules.

BACKGROUND

As detailed in the Singapore Announcement (reproduced below), Peace Mark, in its own right and through its interest in Peace Mark (BVI) Limited (Provisional Liquidators appointed), holds a 100% shareholding interest in A-A United Limited (“**A-A United**”). Peace Mark's indirect shareholding interest in Sincere was acquired on 1 April 2008, when A-A United completed its acquisition of a 97.08% shareholding interest in Sincere for HK\$2,800,000,000 through a voluntary conditional offer to acquire all of the issued ordinary shares in the capital of Sincere, on the terms set out in the offer document dated 19 February 2008 (the “**Peace Mark Offer**”). A-A United subsequently acquired an additional 2.34% interest in Sincere pursuant to the exercise by certain of the shareholders of Sincere of their rights to require A-A United to acquire their shares compulsorily under Section 215(3) of the Companies Act (Chapter 50 of Singapore) (the “**Companies Act**”), bringing A-A United's aggregate shareholding interest (and consequently Peace Mark's indirect shareholding interest) in Sincere to approximately 99.42%.

The Lenders are a syndicate of banks comprising ABN AMRO Bank N.V., Hong Kong Branch (“**ABN AMRO**”), BNP Paribas, Hong Kong Branch (“**BNP**”) and ING Bank N.V., Hong Kong Branch (“**ING**”) and together with ABN AMRO and BNP, collectively, the “**Lenders**”). On 1 February 2008 the Lenders had entered into a US\$500,000,000 term loan facility (the “**Facility**”) with A-A United, as borrower, Peace Mark, as guarantor, and ABN AMRO Bank N.V., Singapore Branch (the “**Security Trustee**”), as security trustee, for the purpose of funding the Peace Mark Offer. Under the terms of the Facility, an amount of up to US\$200,000,000 would be made available to A-A United for the purchase of shares in Sincere pursuant to the Peace Mark Offer. In connection with the Facility and pursuant to a share charge agreement dated 1 February 2008, A-A United charged 205,488,549 Shares to the Lenders as security for the Facility (the “**Charged Shares**”) to be held by the Security Trustee in trust for the benefit of the Lenders.

On 9 September 2008, the Security Trustee issued a notice of default to A-A United notifying that events of default had occurred under the Facility. The Security Trustee (acting on the instructions and on behalf of the Lenders) has since acquired physical custody of the title documents in relation to the Charged Shares (comprising 205,488,549 Shares, representing approximately 99.42% of the Offer Shares) in the exercise of rights and powers under the security documents executed in connection with the Facility. The Charged Shares are registered in the name of a custodian. Enforcement of the security interest over the Charged Shares will complete upon acceptance by the Security Trustee of the Offer in respect of the Charged Shares pursuant to the terms of a Deed of Undertaking and receipt of payment therefor.

Importantly, the Offer is conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, together with the Shares owned, controlled or agreed to be acquired by the Offeror either before or during the Offer and pursuant to the Offer or otherwise, will result in the Offeror holding such number of Shares carrying more than 50% of the voting rights of Sincere (the “**Minimum Acceptance Condition**”). Furthermore, the Offeror has obtained a Deed of Undertaking from the Security Trustee pursuant to which the Security Trustee undertakes to accept the Offer in respect of the Charged Shares, representing approximately 99.42% of the Offer Shares. In the event that the Offeror receives acceptances in respect of the Charged Shares from the Security Trustee pursuant to the terms of the Deed of Undertaking, the Minimum Acceptance Condition will have been satisfied.

The Security Trustee has an interest in the Charged Shares of A-A United only to the extent that the sale proceeds received from the acquisition of the Charged Shares of A-A United pursuant to the Offer is less than or equal to the debt owed by A-A United to the Lenders under the Facility. Based on the terms of the Offer there will be a shortfall to the Lenders from the sale of the Charged Shares. The Lenders have a direct claim against A-A United with respect to the shortfall and guarantee claims against various Group entities. As such, the Lenders are a creditor under the relevant Schemes of Arrangement and Company Creditors Arrangement recently approved by creditors and the Courts. The estimated shortfall after expenses is approximately S\$180 million.

The decision to accept the Offer followed an intensive sale process with at least ten interested parties after receiving expressions of interest from over 90 parties. Having regard to the proposed price, the conditions attached and the completion risk involved in each of the offers received by the Provisional Liquidators, it is the Provisional Liquidators' strong view that this Offer is superior to any other.

RECENT DEVELOPMENTS

The Singapore Announcement is reproduced in full below.

VOLUNTARY CONDITIONAL CASH OFFER

by

SINCERE HOLDINGS LIMITED

(Company Registration No. CT-228145)

(Incorporated in the Cayman Islands)

to acquire all the issued and paid-up ordinary shares in the capital of

SINCERE WATCH LIMITED

(Company Registration No. 197700967C)

(Incorporated in the Republic of Singapore)

OFFER ANNOUNCEMENT

1. INTRODUCTION

1.1 Sincere Holdings Limited (the "**Offeror**") wishes to announce that the Offeror intends to make a voluntary conditional cash offer (the "**Offer**") for all the issued ordinary shares (the "**Shares**") in the capital of Sincere Watch Limited (the "**Company**"), other than those Shares held directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**").

1.2 As at the date of this Announcement, the Offeror does not own or control any issued Shares in the capital of the Company.⁽¹⁾

Note: (1) The shareholdings in the Company of the parties acting in concert with the Offeror are disclosed in paragraph 9.1.

2. **THE OFFER**

2.1 In accordance with Rule 15 of The Singapore Code on Take-overs and Mergers (the "**Code**"), and subject to the terms and conditions set out in the offer document to be issued by the Offeror (the "**Offer Document**"), the Offeror will make the Offer for the Offer Shares on the following basis:

For each Offer Share: S\$0.54828 in cash (the "Offer Price**")**

2.2 The Offer Shares are to be acquired (a) fully-paid, (b) free from all liens, equities, mortgages, charges, encumbrances, rights of pre-emption and other third party rights and interests of any nature whatsoever and (c) together with all rights, benefits and entitlements attached thereto as at the date hereof and hereafter attaching thereto (including the right to receive and retain all dividends and other distributions (if any) which may be announced, declared, paid or made thereon by the Company on or after the date of this Announcement, but excluding the right to receive and retain any amounts payable by the Company in respect of the approximately S\$10,334,055 dividend (the "**2008 Dividend**") declared and approved by the Company on 3 September 2008). **Save for the 2008 Dividend, if any dividend, other distribution or return of capital is declared, made or paid on or after the date of this Announcement, the Offeror reserves the right to reduce the Offer Price by the amount of such dividend, distribution or return of capital.**

3. **CONDITION**

3.1 The Offer will be conditional upon the Offeror having received, by the close of the Offer, valid acceptances in respect of such number of Offer Shares which, together with the Shares owned, controlled or agreed to be acquired by the Offeror either before or during the Offer and pursuant to the Offer or otherwise, will result in the Offeror holding such number of Shares carrying more than 50% of the voting rights of the Company (the "**Minimum Acceptance Condition**").

3.2 The Offeror has obtained a Deed of Undertaking (as defined in paragraph 4.3 below) from the Security Trustee (as defined in paragraph 4.2.4 below) acting on the instructions and on behalf of the Lenders (as defined in paragraph 4.1.2 below), pursuant to which the Security Trustee undertakes to accept the Offer in respect of the Charged Shares (as defined in paragraph 4.2.4 below), representing approximately 99.42% of the Offer Shares. In the event that the Offeror receives acceptances in respect of the Charged Shares pursuant to the terms of the Deed of Undertaking, the Minimum Acceptance Condition will have been satisfied.

4. INFORMATION ON THE OFFEROR

4.1 **The Offeror**

4.1.1 The Offeror is a company incorporated in the Cayman Islands on 9 July 2009 and its principal activity is that of an investment holding company.

4.1.2 For the purpose of the Offer, Standard Chartered Private Equity Limited ("**SCPEL**"), L Capital Sincere Cayman Ltd ("**L Capital**") and Triple A Enterprises Pte Ltd ("**TAEPL**"), together with ABN AMRO Bank N.V., Hong Kong Branch ("**ABN AMRO**"), BNP Paribas, Hong Kong Branch ("**BNP**") and ING Bank N.V., Hong Kong Branch ("**ING**" and together with ABN AMRO and BNP, collectively, the "**Lenders**") have formed a consortium (the "**Consortium**"), pursuant to which each member of the Consortium funded the Offer through a subscription of shares in the Offeror. The subscription of shares in the Offeror by each member of the Consortium was by way of cash injection, except that the subscription price payable by the Lenders for their equity in the Offeror (S\$22,864,000) (the "**Set Off Amount**") is being set off against a portion of the total cash consideration (approximately S\$112,665,262) that will be due to the Security Trustee (on behalf of the Lenders) for accepting the Offer in respect of the Charged Shares, such that the net amount payable to the Security Trustee (on behalf of the Lenders) will be approximately S\$89,801,262. TC Capital Advisory Ltd. ("**TC Capital**"), the financial advisor of the Offeror, has also been allotted and issued with shares in the Offeror as consideration for the services of TC Capital as financial advisor to the Offeror in connection with the Offer.

4.1.3 As at the date of this Announcement, the shareholders of the Offeror and their respective approximate shareholding proportions in the Offeror are as follows:

(a) SCPEL	26.33%
(b) L Capital	26.33%
(c) TAEPL	26.33%
(d) ABN AMRO	10.00%
(e) BNP	2.75%
(f) ING	7.25%
(g) TC Capital	1.00%

4.1.4 As at the date of this Announcement, the directors of the Offeror are Mr William Edward Alastair Morrison (a representative of SCPEL), Mr Ravindar Singh Thakran (a representative of L Capital) and Mr Tay Liam Wee ("**Mr Tay**") (a representative of TAEPL).

4.2 **The Consortium Members**

4.2.1 SCPEL is a company incorporated under the laws of Hong Kong and is an indirect wholly-owned subsidiary of Standard Chartered Bank ("**SCB**"). SCPEL has been formed primarily as an investment holding company of SCB to make private equity investments in the Asia-Pacific region. It invests in mid to late stage companies in need of expansion capital or acquisition finance, and in management buy-outs.

4.2.2 L Capital is an investment holding company incorporated in the Cayman Islands in which L Capital Asia, L.L.C ("**L Capital Asia**") holds a majority stake of 97.30% and Mr Ravindar Singh Thakran (a director of L Capital Asia) holds the remaining minority stake of 2.70%. L Capital Asia is an investment fund sponsored by Flavius Investissements S.A. ("**Flavius**") and managed by L Capital Asia Advisors (a wholly-owned subsidiary of Flavius providing fund management and investment advisory services to L Capital Asia). Flavius is a subsidiary of LVMH Moët Hennessy Louis Vuitton S.A. ("**LVMH**") in which LVMH has an indirect shareholding interest of 99.99%.

4.2.3 TAEPL is a company incorporated under the laws of the British Virgin Islands and wholly-owned by Mr Tay. Mr Tay is also a director in TAEPL as well as the Chief Executive Officer and Managing Director of the Company.

4.2.4 The Lenders are a syndicate of banks comprising ABN AMRO, BNP and ING who had entered into a US\$500,000,000 term loan facility (the "**Facility**") on 1 February 2008 (as amended and restated on 25 March 2008) with A-A United Limited ("**A-A United**") (a wholly-owned subsidiary of Peace Mark (Holdings) Limited (In Provisional Liquidation) ("**Peace Mark**")), as borrower, and ABN AMRO Bank N.V., Singapore Branch (the "**Security Trustee**") as security trustee, for the purpose of funding the Peace Mark Offer (as defined in paragraph 5.3 below). In connection with the Facility and pursuant to a share charge agreement dated 1 February 2008, A-A United charged 205,488,549 Shares to the Lenders as security for the Facility (the "**Charged Shares**") to be held by the Security Trustee in trust for the benefit of the Lenders. Subsequently on 9 September 2008, the Security Trustee issued a notice of default to A-A United (the "**Default Notice**") notifying that events of default had occurred under the Facility. On 15 September 2008, the Security Trustee took a further step to preserve its security interest and instructed the custodian of the Charged Shares to release the Charged Shares to the Security Trustee. By about 19 September 2008, the Security Trustee had taken physical possession of the share certificate in respect of the Charged Shares together with the share transfer form in respect of the Charged Shares duly executed by the custodian in escrow. The actions taken by the Security Trustee

did not constitute foreclosure on the Charged Shares and title in the Charged Shares was not transferred to the Security Trustee or the Lenders.

4.3 **Deed of Undertaking**

The Security Trustee (acting on the instructions and on behalf of the Lenders) has entered into a deed of undertaking dated 30 September 2009 with the Offeror (the "**Deed of Undertaking**"), pursuant to which the Security Trustee undertakes to, inter alia, accept the Offer in respect of the Charged Shares, representing approximately 99.42% of the Offer Shares. Under the terms of the Deed of Undertaking, it is further agreed, *inter alia*, that:

- (a) the Security Trustee's right and interest in its pro rata entitlement to the 2008 Dividend shall be assigned absolutely to the Offeror on and with effect from the date of payment by the Offeror to the Security Trustee of the balance consideration for the Charged Shares pursuant to the acceptance of the Offer by the Security Trustee (the "**Assignment**"); and
- (b) the undertaking from the Security Trustee will lapse if:
 - (i) the Offer (including any improved Offer by or on behalf of the Offeror) is withdrawn;
 - (ii) the Offeror fails to release an announcement of the Offer on or before 30 September 2009, or such other date as may be extended by the Offeror in mutual agreement with the Security Trustee, subject to the requirements of the Code; or
 - (iii) the Offeror fails to despatch the Offer Document by 21 October 2009, or such other date as may be extended by the Offeror in mutual agreement with the Security Trustee, subject to the consent of the Securities Industry Council and the requirements of the Code.

4.4 **Deferred Dividend**

- 4.4.1 In consideration of the Lenders procuring the Security Trustee to provide the Assignment, it is agreed between the members of the Consortium that the Lenders will, following the close of the Offer (but subject to the availability of resources and the business needs of the Offeror, the Company and its subsidiaries) have a first right of participation on any future dividends declared by the Offeror of up to S\$6,000,000 (the "**Deferred Dividend**").

4.4.2 The Offeror has obtained a confirmation from the Securities Industry Council that the equity participation of the Lenders in the Offeror and the payment of the Deferred Dividend do not constitute special deals for the purpose of Rule 10 of the Code.

5. **INFORMATION ON THE COMPANY**

5.1 The Company was incorporated in Singapore on 10 May 1977. It was first listed on SGX Sesdaq on 2 September 1993 and subsequently listed on the Main Board of the Singapore Exchange Securities Trading Limited ("**SGX-ST**") on 1 February 2005.

5.2 The Company, together with its subsidiaries (the "**Group**"), is one of Singapore's oldest and most established retailers and distributors of brand-name luxury watches, with a network spanning Singapore, Malaysia, Thailand, Hong Kong, Mainland China, India, Australia, South Korea, Indonesia and other countries in both south-east and north-east Asia. The Group's business include brand management, fine watch retailing, travel watch retailing and lifestyle watch retailing, carrying a portfolio of many internationally acclaimed brands and enjoying exclusive agency rights for brands such as Franck Muller and Ebel. The Group also operates a food and beverage business through its wholly-owned subsidiaries, Culina Holdings Pte Limited, Culina Pte Limited and Food Resources Pte Limited.

5.3 On 7 December 2007, Macquarie Securities (Asia) Pte Limited announced, for and on behalf of A-A United, that A-A United would make a voluntary conditional offer (the "**Peace Mark Offer**") for all the Shares of the Company, other than those Shares (if any) already owned, controlled or agreed to be acquired by A-A United and parties acting in concert with A-A United, subject to satisfaction of certain pre-conditions. As at the close of the Peace Mark Offer on 18 March 2008, the number of Shares owned, controlled or agreed to be acquired by Peace Mark (through A-A United) and parties acting in concert amount in aggregate to 200,649,203 Shares, representing approximately 97.08% of the issued share capital of the Company.

5.4 Subsequently on 8 August 2008, the Company was delisted from the Main Board of the SGX-ST. At the time of delisting, there were 1,192,555 Shares representing approximately 0.58% of the issued share capital of the Company being held by shareholders who had not tendered their acceptance into the Peace Mark Offer.

5.5 As at the date of this Announcement, the Company has issued share capital of S\$31,778,080.64 comprising 206,681,104 Shares.

6. RATIONALE FOR THE OFFER

- 6.1 The Offer provides an opportunity for the Offeror to bring about a privatisation of the Company which the Offeror believes is necessary to enhance the intrinsic value of the business of the Company and its subsidiaries. The Offeror believes that with privatisation, the Company will be better able to make strategic and operational decisions quickly at both management as well as shareholder levels, which would in turn be critical in ensuring that the Company can react decisively to the various challenges of the current business environment.
- 6.2 In light of current market volatility and sentiment, the Offer also presents shareholders an opportunity to realise their investment in the Offer Shares for cash (in particular, those shareholders who had not taken the opportunity to do so during the Peace Mark Offer).

7. FINANCIAL EVALUATION OF THE OFFER

- 7.1 The Offer Price for each Offer Share represents a discount of approximately 24.71% to S\$0.72818, being the net asset value of the Group as at 31 March 2009.
- 7.2 The information on the net asset value of the Group has been obtained from the Company's Report of the Directors and Financial Statements for the year ended 31 March 2009 (the "**FY2009 Financial Statements**") which are available at the Company's website at www.sincere.com.sg. The net asset value as derived from the FY2009 Financial Statements already takes into account the 2008 Dividend.
- 7.3 As the Shares are not listed on any stock exchange and are not easily tradable, the Offer represents an opportunity for shareholders of the Company to realise their investment in the Offer Shares for a cash consideration.
- 7.4 There is also certainty of value in the Offer as the Offer Price of S\$0.54828 per Offer Share has been stipulated.

8. COMPULSORY ACQUISITION

- 8.1 Pursuant to Section 215(1) of the Companies Act (Chapter 50 of Singapore) (the "**Companies Act**"), in the event that the Offeror receives acceptances representing not less than 90% of the Shares (other than those already held by the Offeror, its related corporations or their respective nominees as at the date of the Offer and excluding any shares in the Company held as treasury

shares), the Offeror would be entitled to exercise the right to compulsorily acquire all the Shares of the shareholders who have not accepted the Offer at a price equal to the Offer Price.

- 8.2 Pursuant to the terms of the Deed of Undertaking, the Security Trustee has undertaken to accept the Offer in respect of all the Charged Shares (representing approximately 99.42% of the Offer Shares). Accordingly, in the event that the Offeror receives acceptances in respect of all the Charged Shares, the Offeror intends to exercise its right of compulsory acquisition under Section 215(1) of the Companies Act, given that the Offeror will have obtained acceptances representing not less than 90% of the Offer Shares.

9. **DISCLOSURE OF SHAREHOLDINGS AND DEALINGS**

- 9.1 As at the date of this Announcement:

- (a) the directors of the Offeror;
- (b) each member of the Consortium and its directors (if applicable); and
- (c) TC Capital and its respective directors, (each, a "**Relevant Person**") together with the Offeror, own or control an aggregate of 205,489,185 Shares⁽¹⁾, representing approximately 99.42% of the issued share capital of the Company (based on the latest information available to the Offeror as at the date of this Announcement).

Note:

(1) As described in paragraph 4.2.4 above, the Security Trustee (acting on the instructions and on behalf of the Lenders) has physical custody of the title documents in relation to the Charged Shares (comprising 205,488,549 Shares, representing approximately 99.42% of the Offer Shares) in the exercise of rights and powers under the security documents executed in connection with the Facility. The Charged Shares are registered in the name of a custodian. Enforcement of the security interest over the Charged Shares will complete upon acceptance by the Security Trustee of the Offer in respect of the Charged Shares pursuant to the terms of the Deed of Undertaking and receipt of payment therefor. The remaining 636 Shares are held by the wife of Mr Ravindar Singh Thakran who is a director of the Offeror as well as L Capital.

9.2 Save as disclosed in this Announcement, none of the Offeror and the Relevant Persons:

- (a) owns, controls or has agreed to acquire any Shares as at the date of this Announcement; or
- (b) has dealt for value any Shares in the three (3) month period immediately prior to the date of this Announcement.

9.3 Save for the Deed of Undertaking, neither the Offeror nor any of the Relevant Persons has received any irrevocable undertaking from any party to accept the Offer as at the date of this Announcement.

9.4 In the interest of confidentiality, the Offeror has not made enquiries in respect of certain other parties who are or may be deemed to be acting in concert with it in connection with the Offer and disclosure in this Announcement is limited to the parties set out in paragraph 9.1 above. Further enquiries will be made of such persons and the relevant disclosures, if any, will be made in the Offer Document.

10. OVERSEAS SHAREHOLDERS

10.1 This Announcement does not constitute an offer to sell or the solicitation of an offer to subscribe for or buy any security, nor is it a solicitation of any vote or approval in any jurisdiction, nor shall there be any sale, issuance or transfer of the securities referred to in this Announcement in any jurisdiction in contravention of applicable law. The Offer will be made solely by the Offer Document and the form of acceptance accompanying the Offer Document, which will contain the full terms and conditions of the Offer, including details of how the Offer may be accepted.

10.2 The release, publication or distribution of this Announcement in certain jurisdictions may be restricted by law and therefore persons in any such jurisdictions into which this Announcement is released, published or distributed should inform themselves about and observe such restrictions.

10.3 Copies of this Announcement and any formal documentation relating to the Offer are not being, and must not be, directly or indirectly, mailed or otherwise forwarded, distributed or sent in or into or from any jurisdiction where the making of or the acceptance of the Offer would violate the law of that jurisdiction ("**Restricted Jurisdiction**") and will not be capable of acceptance by any such use, instrumentality or facility within any Restricted

Jurisdiction and persons receiving such documents (including custodians, nominees and trustees) must not mail or otherwise forward, distribute or send them in or into or from any Restricted Jurisdiction.

10.4 The Offer (unless otherwise determined by the Offeror and permitted by applicable law and regulation) will not be made, directly or indirectly, in or into, or by the use of mails of, or by any means or instrumentality (including without limitation, telephonically or electronically) of interstate or foreign commerce of, or any facility of a national, state or other securities exchange of, any Restricted Jurisdiction and the Offer will not be capable of acceptance by any such use, means, instrumentality or facilities.

10.5 The ability of shareholders who are not resident in Singapore to accept the Offer may be affected by the laws of the relevant jurisdictions in which they are located. Persons who are not resident in Singapore should inform themselves of, and observe, any applicable requirements.

11. CONFIRMATION OF FINANCIAL RESOURCES

SCB confirms that sufficient financial resources are available to the Offeror to satisfy full acceptance of the Offer.

12. OFFER DOCUMENT

The formal Offer Document setting out the terms and conditions of the Offer and enclosing a Form of Acceptance and Transfer will be despatched to holders of Offer Shares not earlier than 14 days and not later than 21 days from the date of this Announcement.

13. ANNOUNCEMENTS

Shareholders are advised that all future announcements by the Offeror in relation to the Offer will be posted on the website of the Company at www.sincere.com.sg and accordingly, shareholders should refer to this website from time to time to be kept informed about the Offer.

14. RESPONSIBILITY STATEMENT

14.1 The directors of the Offeror (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and all opinions

expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement.

- 14.2 Where any information has been extracted or reproduced from published or otherwise publicly available sources or obtained from the Company, the sole responsibility of the directors of the Offeror has been to ensure through reasonable enquires that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.
- 14.3 The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by
SINCERE HOLDINGS LIMITED

30 September 2009

If you have any queries or require clarification, please call our information helpline at 65-6511-0688.

Forward-Looking Statements

All statements other than statements of historical facts included in this Announcement are or may be forward looking statements. Forward-looking statements include but are not limited to those using words such as "seek", "expect", "anticipate", "estimate", "believe", "intend", "project", "plan", "strategy", "forecast" and similar expressions or future or conditional verbs such as "will", "would", "should", "could", "may" and "might". These statements reflect the Offeror's current expectations, beliefs, hopes, intentions or strategies regarding the future and assumptions in light of currently available information.

Such forward-looking statements are not guarantees of future performance or events and involve known and unknown risks and uncertainties. Accordingly, actual results may differ materially from those described in such forward-looking statements. Shareholders and investors should not place undue reliance on such forward-looking statements, and the Offeror does not undertake any obligation to update publicly or revise any forward-looking statements.

Further information in relation to the Offer can be found at www.sincere.com.sg.

OTHER INFORMATION

The Provisional Liquidators are liaising with the Hong Kong Stock Exchange in relation to this Offer, and, if necessary, will comply with requirements for any subsequent announcements under the Listing Rules.

Trading in the shares of the Company was suspended on 18 August 2008 and remains suspended as of the date of this announcement.

DEFINITIONS

In this announcement, unless the context otherwise requires, the following terms shall have the following meanings:

Company	Peace Mark (Holdings) Limited (stock code: 0304) whose shares are listed on the main board of the Hong Kong Stock Exchange
Group	the Company and its subsidiaries
Offeror	Sincere Holdings Limited, a company incorporated in the Cayman Islands on 9 July 2009
Sincere	Sincere Watch Ltd and its subsidiaries

On the basis of the information available from the previous announcements made by the Company, Mr. Chau Cham Wong, Patrick, Mr. Leung Yung, Mr. Tsang Kwong Chiu, Kevin, Mr. Man Kwok Keung and Mr. De Jaillon Hugues Jacques are executive directors of the Company.

For and on behalf of
Peace Mark (Holdings) Limited
(Provisional Liquidators Appointed)
Roderick John Sutton and Vincent Fok Hei Yu
Joint and Several Provisional Liquidators

Hong Kong, 14 October 2009