

*Hong Kong Exchanges and Clearing Limited and The Stock Exchange of Hong Kong Limited take no responsibility for the contents of this announcement, make no representation as to its accuracy or completeness and expressly disclaim any liability whatsoever for any loss howsoever arising from or in reliance upon the whole or any part of the contents of this announcement.*

**sincere**先施

## **THE SINCERE COMPANY, LIMITED**

*(Incorporated in Hong Kong with limited liability)*

**(Stock code: 0244)**

### **POLL RESULTS OF THE GENERAL MEETING HELD ON 5 JULY 2021**

The Board is pleased to announce that all the proposed resolutions were duly passed by the Shareholders by way of poll at the GM.

References are made to (i) the announcement of The Sincere Company, Limited (the “**Company**”) dated 26 May 2021 and (ii) the circular (the “**Circular**”) of the Company with the inclusion of the notice (the “**Notice**”) of the general meeting dated 8 June 2021. Unless the context otherwise requires, capitalised terms used in this announcement shall have the same meanings as those defined in the Circular.

#### **POLL RESULTS OF THE GM**

At the general meeting held on 5 July 2021 (the “**GM**”), all proposed resolutions as set out in the Notice were taken by poll. The Company’s share registrar and transfer office, Tricor Tengis Limited, was appointed as the scrutineer at the GM for the purpose of vote-taking.

As at the date of the GM, the total number of issued shares of the Company was 1,313,962,560 Shares, which was the total number of Shares entitling the Shareholders to attend and vote on the resolutions at the GM. No Shareholder was required to abstain from voting in favour of the resolutions at the GM, and there was no Share entitling the holders thereof to attend and vote only against the resolutions at the GM. No person had indicated in the Circular of his intention to vote against or to abstain from voting on any of the resolutions at the GM.

The poll results of the resolutions proposed at the GM were as follows:

Ordinary Resolutions		Number of Votes <i>(approximate percentage of total number of votes cast)</i>	
		For	Against
1.	THAT insofar as Dr. Lin Xiaohui (林曉輝博士) has not been appointed as a director of the Company before the GM requested to be convened by Realord Group Holdings Limited (“Realord”), or (as the case may be) he has been so appointed and is required to retire as director of the Company in accordance with the Articles at the GM, Dr. Lin Xiaohui (林曉輝博士) be and is hereby appointed as an executive director of the Company with effect from the conclusion of the GM;	1,045,300,182 (100%)	0 (0%)
2.	THAT insofar as Madam Su Jiaohua (蘇嬌華女士) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) she has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Madam Su Jiaohua (蘇嬌華女士) be and is hereby appointed as an executive director of the Company with effect from the conclusion of the GM;	1,045,300,182 (100%)	0 (0%)
3.	THAT insofar as Dr. Yu Lai (禹來博士) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Dr. Yu Lai (禹來博士) be and is hereby appointed as an executive director of the Company with effect from the conclusion of the GM;	1,045,300,182 (100%)	0 (0%)
4.	THAT insofar as Mr. Chan Chu Kin (陳曙鍵先生) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Mr. Chan Chu Kin (陳曙鍵先生) be and is hereby appointed as an executive director of the Company with effect from the conclusion of the GM;	1,045,300,182 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes <i>(approximate percentage of total number of votes cast)</i>	
		For	Against
5.	THAT insofar as Dr. Tai Tak Fung (戴德豐博士) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Dr. Tai Tak Fung (戴德豐博士) be and is hereby appointed as a non-executive director of the Company with effect from the conclusion of the GM;	1,045,300,182 (100%)	0 (0%)
6.	THAT insofar as Mr. Yu Leung Fai (余亮暉先生) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Mr. Yu Leung Fai (余亮暉先生) be and is hereby appointed as an independent non-executive director of the Company with effect from the conclusion of the GM;	1,045,300,182 (100%)	0 (0%)
7.	THAT insofar as Mr. Yuan Baoyu (袁寶玉先生) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Mr. Yuan Baoyu (袁寶玉先生) be and is hereby appointed as an independent non-executive director of the Company with effect from the conclusion of the GM;	1,045,300,182 (100%)	0 (0%)

Ordinary Resolutions		Number of Votes <i>(approximate percentage of total number of votes cast)</i>	
		For	Against
8.	THAT insofar as Mr. Chung Chun Hung Simon (鍾振雄先生) has not been appointed as a director of the Company before the GM requested to be convened and held by Realord, or (as the case may be) he has been so appointed and is required to retire as a director of the Company in accordance with the Articles at the GM, Mr. Chung Chun Hung Simon (鍾振雄先生) be and is hereby appointed as an independent non-executive director of the Company with effect from the conclusion of the GM;	1,045,300,182 (100%)	0 (0%)
9.	THAT the board of directors of the Company (the “Board”) be and is hereby authorised to fix the remuneration of the directors of the Company;	1,045,245,182 (100%)	0 (0%)
10.*	THAT Mr. Ma King Huen Philip (馬景煊先生) be and is hereby removed as an executive director, the chairman and the chief executive officer (and any other office (where applicable)) of the Company with effect from the later of (a) the conclusion of the GM, or (b) the earliest time when such removal is permitted under The Codes on Takeovers and Mergers and Share Buy-backs (the “Takeovers Code”) (where applicable);		
11.*	THAT Mr. Chan Man Wai Charles (陳文衛先生) be and is hereby removed as a non-executive director of the Company with effect from the later of (a) the conclusion of the GM, or (b) the earliest time when such removal is permitted under the Takeovers Code (where applicable);		
12.*	THAT Mr. Ma King Wing (馬景榮先生) be and is hereby removed as an independent non-executive director of the Company with effect from the later of (a) the conclusion of the GM, or (b) the earliest time when such removal is permitted under the Takeovers Code (where applicable);		

Ordinary Resolutions		Number of Votes <i>(approximate percentage of total number of votes cast)</i>	
		For	Against
13.**	THAT (where applicable) any other person(s), other than the persons whose names are set out in paragraphs (1) to (8) and (10) to (12), that may be appointed as an executive director/non-executive director/independent non-executive director of the Company (as the case may be) since 25 May 2021 (including such date for the avoidance of doubt) and up to immediately before the GM, be and is/are hereby removed with effect from the later of (a) the conclusion of the GM, or (b) the earliest time when such removal is permitted under the Takeovers Code (where applicable).		

Notes:

- \* Due to the resignation of each of Mr. Ma King Huen Philip, Mr. Chan Man Wai Charles and Mr. Ma King Wing on 1 July 2021, 4 June 2021 and 1 July 2021, respectively, resolutions numbered (10) to (12) are no longer applicable as at the date of the GM.
- \*\* As no new directors of the Company were appointed as an executive director/non-executive director/independent non-executive director of the Company during the period from 25 May 2021 (including such date for the avoidance of doubt) and up to immediately before the GM, resolution numbered (13) is no longer applicable as at the date of the GM.

As more than 50% of the votes were cast in favour of each of the proposed resolutions numbered (1) to (9), all the resolutions were duly passed as ordinary resolutions by way of poll at the GM.

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

Hong Kong, 5 July 2021

*As at the date of this announcement, the executive directors of the Company are Dr. Lin Xiaohui, Madam Su Jiaohua, Dr. Yu Lai, Mr. Chan Chu Kin, the non-executive director of the Company is Dr. Tai Tak Fung and the independent non-executive directors of the Company are Mr. Lo Kai Kin Eric, Mr. Peter Tan, Mr. Lau Wai Leung Anders, Mr. Yu Leung Fai, Mr. Yuan Baoyu and Mr. Chung Chun Hung Simon.*