

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.

This announcement is for information purposes only and does not constitute an invitation or offer to acquire, purchase or subscribe for the securities of Realord Group Holdings Limited or The Sincere Company, Limited.



偉祿集團控股有限公司
REALORD GROUP HOLDINGS LIMITED

(Incorporated in Bermuda with limited liability)

(Stock code: 1196)

ANNOUNCEMENT

DESPATCH OF OFFER DOCUMENT IN RELATION TO THE VOLUNTARY CONDITIONAL CASH OFFER BY



FOR AND ON BEHALF OF REALORD GROUP HOLDINGS LIMITED TO ACQUIRE ALL OF THE ISSUED SHARES OF THE SINCERE COMPANY, LIMITED

Financial Adviser to the Offeror

ALTUS CAPITAL LIMITED

Reference is made to (i) the joint announcement issued by Realord Group Holdings Limited (“**Realord**”) and The Sincere Company, Limited (“**Sincere**”) dated 15 May 2020 (the “**Joint Announcement**”) in relation to, among other matters, the Offer; (ii) the joint announcement issued by Realord and Sincere dated 5 June 2020 in relation to, among others, the delay in despatch of the Composite Document; and (iii) the announcement issued by Realord dated 28 April 2021 in relation to, among others, the fulfilment of all the Pre-Conditions and the despatch of the Offer Document (as defined below) on or before 5 May 2021 respectively.

Unless the context requires otherwise, capitalised terms used in this announcement shall have the same meanings as those defined in the offer document dated 5 May 2021 issued by Realord in relation to the Offer (the “**Offer Document**”).

DESPATCH OF THE OFFER DOCUMENT

The Offer Document, together with the Form of Acceptance, containing, among other things, (i) detailed terms and conditions of the Offer; (ii) the expected timetable in respect of the Offer; (iii) the letter from Altus Capital setting out, among others, the merits of the Offer; and (iv) the letter from Realord Asia Pacific setting out, among others, the details of the Offer, have been despatched to the SinCo Shareholders on Wednesday, 5 May 2021 in accordance with the Takeovers Code.

Copies of the Offer Document and the accompanying Form of Acceptance are also available on the websites of Realord, Sincere and the Stock Exchange.

EXPECTED TIMETABLE OF THE OFFER

Set out below is the expected timetable of the Offer as extracted from the Offer Document. The timetable set out below is indicative only and is subject to change. Further announcement(s) will be made by the Offeror in the event of any changes to the timetable as and when appropriate.

All references to dates and times contained in this announcement refer to Hong Kong dates and times.

Event	Time and date 2021
Despatch date of the Offer Document and the accompanying Form of Acceptance and the Offer opens for acceptance (<i>Note 1</i>)	Wednesday, 5 May
Latest date for the posting of the Response Document (<i>Note 2</i>)	Thursday, 20 May
First Closing Date	Thursday, 3 June
Latest time and date for acceptance of the Offer on the First Closing Date (<i>Notes 3 & 4</i>).	4:00 p.m. on Thursday, 3 June
Announcement of the results of the Offer as at the First Closing Date, to be posted on the websites of the Stock Exchange, Sincere and Realord	by 7:00 p.m. on Thursday, 3 June

Latest date for posting of remittances for the amount due in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the First Closing Date (assuming the Offer becomes or is declared unconditional on the First Closing Date)
(Note 5) Tuesday, 15 June

Final Closing Date if the Offer becomes or is declared unconditional on the First Closing Date
(Note 6) Thursday, 17 June

Latest time and date for the Offer remaining open for acceptances on the Final Closing Date (assuming the Offer becomes or is declared unconditional on the First Closing Date)
(Note 6) 4:00 p.m. on Thursday, 17 June

Announcement of the results of the Offer as at the Final Closing Date to be posted on the websites of the Stock Exchange, Sincere and Realord by 7:00 p.m. on Thursday, 17 June

Latest date for posting of remittances in respect of valid acceptances received under the Offer on or before 4:00 p.m. on the Final Closing Date (assuming the Offer becomes or is declared unconditional on the First Closing Date)
(Note 5) Monday, 28 June

Notes:

- (1) The Offer is open for acceptance for at least 28 days following the date on which the Offer Document is posted, as the Response Document will be posted after the date of the Offer Document, unless the Offeror revises or extends the Offer in accordance with the Takeovers Code.
- (2) In accordance with the Takeovers Code, Sincere is required to post the Response Document within 14 days from the posting of the Offer Document unless the Executive consents to a later date. Such consent will only be given if the Offeror agrees to an extension of the First Closing Date by the number of days in respect of which the delay in the posting of the Response Document is agreed.
- (3) Beneficial owners of SinCo Shares who hold their SinCo Shares in CCASS directly as an investor participant or indirectly via a broker or custodian participant should note the timing requirements (as set out in Appendix I to the Offer Document) for causing instructions to be made to CCASS in accordance with the General Rules of CCASS and CCASS Operational Procedures. Acceptance of the Offer shall be irrevocable and is not capable of being withdrawn, except in the circumstances as set out under “6 Right of Withdrawal” in Appendix I to the Offer Document.

- (4) The Response Document is posted after the date on which the Offer Document is posted. In accordance with the Takeovers Code, the Offer must initially be open for acceptance for at least 28 days following the date on which the Offer Document is posted. Accordingly, the latest time and date for acceptance of the Offer on the First Closing Date is 4:00 p.m. on Thursday, 3 June 2021 unless the Offeror revises or extends the Offer in accordance with the Takeovers Code. An announcement will be issued on the websites of the Stock Exchange, Sincere and Realord by 7:00 p.m. on the First Closing Date, stating whether the Offer has been extended, revised or expired. In the event that the Offeror decides to extend the Offer and the announcement does not specify the next closing date, at least 14 days' notice by way of an announcement will be given before the Offer is closed in accordance with the Takeovers Code.
- (5) Subject to the Offer becoming unconditional, remittances in respect of the cash consideration for the SinCo Shares tendered under the Offer will be posted to each accepting SinCo Shareholder (to the address specified on the relevant SinCo Shareholder's Form of Acceptance) by ordinary post at his/her/its own risk as soon as possible, but in any event within seven (7) Business Days following the later of the date of receipt by the Receiving Agent of the accompanying Form of Acceptance and all the relevant documents necessary to render the acceptance under the Offer complete, valid and in compliance with Note 1 to Rule 30.2 of the Takeovers Code, and the date on which the Offer becomes or is declared unconditional in all respects.
- (6) In accordance with the Takeovers Code, where the Offer becomes or is declared unconditional in all respects, the Offer should remain open for acceptance for not less than 14 days thereafter. In such case, at least 14 days' notice in writing must be given before the Offer is closed.
- (7) The latest time and date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances will change if there is a tropical cyclone warning signal number 8 or above, or a "black rainstorm warning", in force in Hong Kong or "extreme conditions" caused by super typhoon is announced by The Government of Hong Kong Special Administrative Region at any time between 12:00 noon and 4:00 p.m. on the latest date for acceptance of the Offer and the latest date for posting of remittances for the amounts due under the Offer in respect of valid acceptances. Instead, the latest time for acceptance of the Offer and the posting of remittances will be rescheduled to 4:00 p.m. on the next following Business Day which does not have either of those warnings in force at any time between 9:00 a.m. and 4:00 p.m.

Save as mentioned above, if the latest time for the acceptance of the Offer does not take effect on the time and date as stated above, the other dates mentioned above may be affected. The Offeror will notify the SinCo Shareholders by way of announcement(s) on any change to the expected timetable as soon as practicable.

WARNING

SinCo Shareholders are strongly advised to read the Offer Document carefully before deciding whether or not to accept the Offer.

The Realord Shareholders, the SinCo Shareholders and prospective investors should note that closing of the Offer is subject to the condition of the Offer as to acceptance being fulfilled and the Offer becoming unconditional. Accordingly, the Offer may or may not become unconditional. The Realord Shareholders, the SinCo Shareholders and prospective investors are advised to exercise caution when dealing in the securities of the Offeror or Sincere, and if they are in any doubt about their position, they should consult their professional advisers.

By order of the board of
Realord Group Holdings Limited
Lin Xiaohui
Chairman

Hong Kong, 5 May 2021

As at the date of this announcement, the executive directors of the Offeror are Dr. Lin Xiaohui, Madam Su Jiaohua and Mr. Lin Xiaodong and the independent non-executive directors of the Offeror are Mr. Yu Leung Fai, Mr. Fang Jixin and Dr. Li Jue.

The directors of the Offeror jointly and severally accept full responsibility for the accuracy of the information contained in this announcement and confirm, having made all reasonable inquiries, that to the best of their knowledge, opinions expressed in this announcement have been arrived at after due and careful consideration and there are no other facts not contained in this announcement, the omission of which would make any statement in this announcement misleading.