

SINCERE WATCH LIMITED
(Incorporated in the Republic of Singapore)
(Company Registration Number 197700967C)
(the "**Company**")

**DESPATCH OF OFFEREE CIRCULAR IN RELATION TO THE VOLUNTARY
CONDITIONAL CASH OFFER FOR SINCERE WATCH LIMITED**

Where capitalised terms are used in this announcement and not otherwise defined, such capitalised terms shall bear the same meanings as ascribed to them in the Company's announcements dated 30 September 2009 and 14 October 2009 in relation to the Offer.

A. Despatch of Circular

Further to the announcement made by Sincere Holdings Limited (the "**Offeror**") on 14 October 2009 in connection with the despatch of the Offer Document dated 14 October 2009, in relation to the voluntary conditional cash offer ("**Offer**") made by the Offeror to acquire all of the issued ordinary shares (the "**Shares**") in the capital of the Company, other than those Shares held directly or indirectly, by the Offeror as at the date of the Offer (the "**Offer Shares**"), and the announcement made by the Offeror on 21 October 2009 that, among other things, the Minimum Acceptance Condition has been fulfilled and the Offer has become unconditional in all respects, the Board of Directors of the Company wishes to inform shareholders of the Company (the "**Shareholders**") that the Company has today despatched a circular (the "**Circular**") to the Shareholders in respect of the Offer.

The Securities Industry Council ("**SIC**") has on 1 September 2009 ruled that all of the directors of the Company (the "**Directors**") are exempted from the requirement to make a recommendation on the Offer to the Shareholders as each of the Directors faces an irreconcilable conflict of interest in doing so. Nevertheless, each of the Directors shall still be responsible for the accuracy of facts stated or opinions expressed in documents and advertisements issued by or on behalf of the Company in connection with the Offer. As all the Directors of the Company have been exempted by the SIC, the responsibility for making a recommendation to the Shareholders shall reside primarily with CIMB Bank Berhad, Singapore Branch ("**CIMB**"), the independent financial adviser to the Directors in respect of the Offer.

The Circular contains, among other things, the advice of recommendation of CIMB and information for the Shareholders' consideration, in compliance with Rule 24 of the Singapore Code on Take-overs and Mergers.

Shareholders who have not received the Circular within two (2) days following the date of despatch may obtain a copy from the office of the Company's share registrar at:

B.A.C.S. Private Limited
63 Cantonment Road
Singapore 089758

Copies of the Circular will be available during normal business hours and up to the 11 November 2009, being the last day for the lodgement of acceptances of the Offer.

A soft copy of the Circular is also available on the website of the Company at www.sincere.com.sg. Shareholders should note that the Offeror has given notice that it does not intend to extend the Offer beyond 11 November 2009, save that such notice shall not be capable of being enforced in a competitive situation. Any acceptances should be received by the close of the Offer at 5.30 p.m. on 11 November 2009.

In the meantime, Shareholders are advised to refrain from taking any action in respect of their Offer Shares which may be prejudicial to their interests, and to exercise caution when dealing in their Offer Shares, until they and their advisers have considered the information and the recommendation of CIMB contained in the Circular.

B. Responsibility Statement

The Directors of the Company (including those who may have delegated detailed supervision of this Announcement) have taken all reasonable care to ensure that the facts stated and opinions expressed in this Announcement are fair and accurate and that no material facts have been omitted from this Announcement, and they jointly and severally accept responsibility accordingly.

Where any information has been extracted from published or otherwise publicly available sources (including, without limitation, the Offer Announcement and the Offer Document), the sole responsibility of the Directors of the Company has been to ensure through reasonable enquiries that such information has been accurately extracted from such sources or, as the case may be, accurately reflected or reproduced in this Announcement.

BY ORDER OF THE BOARD

Mr. John Howard Batchelor
Chairman
28 October 2009