

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)

CLOSE OF OFFER

1. INTRODUCTION

Sincere Holdings Limited (the "**Offeror**") refers to the announcement (the "**Offer Announcement**") dated 30 September 2009 (the "**Announcement Date**") made by the Offeror in connection with the 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**").

Unless otherwise defined, capitalised terms used in this Announcement shall have the same meanings as defined in the Offer Announcement.

2. CLOSE OF OFFER

The Offeror wishes to announce that the Offer has closed as of 5.30 p.m. on 11 November 2009 (the "**Final Closing Date**"). **Accordingly, the Offer is no longer open for acceptance and any acceptances received thereafter will be rejected.**

3. LEVEL OF ACCEPTANCES

In accordance with Rule 28.1 of the Code, the Offeror wishes to announce that:

- (a) **Acceptances of the Offer.** As at 5.30 p.m. on the Final Closing Date, the Offeror has received valid acceptances amounting to 205,751,166 Offer Shares, representing approximately 99.55% of the issued share capital of the Company¹, and this includes acceptances received from the Security Trustee in respect of the Charged Shares amounting to 205,488,549 Offer Shares, representing approximately 99.42% of the issued share capital of the Company.

¹ Unless otherwise stated, in this Announcement, all references to the issued share capital of the Company shall be to 206,681,104 Shares, being the issued share capital of the Company as at the Latest Practicable Date (as defined in the Offer Document).

- (b) **Shares held before the Announcement Date.** Prior to the Announcement Date, the Offeror did not own or control any issued Shares in the capital of the Company.²
- (c) **Shares acquired or agreed to be acquired after the Announcement Date and up to 5.30 p.m. on the Final Closing Date (other than pursuant to valid acceptances of the Offer).** Between the Announcement Date and 5.30 p.m. on the Final Closing Date, the Offeror and parties acting in concert with it have not acquired or agreed to acquire any Shares (other than pursuant to valid acceptances of the Offer).

Accordingly, as at 5.30 p.m. on the Final Closing Date, the total number of Shares owned, controlled or agreed to be acquired by the Offeror and valid acceptances of the Offer amount to an aggregate of 205,751,166 Shares, representing approximately 99.55% of the issued share capital of the Company.

4. COMPULSORY ACQUISITION

Pursuant to Section 215(1) of 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.

Pursuant to the terms of the Deed of Undertaking, the Security Trustee has undertaken (on the instructions and on behalf of the Lenders) to accept the Offer in respect of all the Charged Shares (representing approximately 99.42% of the Offer Shares). As stated in the Offer Document, 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.

Accordingly, as the Offeror has received valid acceptances of the Offer 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), the Offeror will exercise its rights of compulsory acquisition in connection with the Offer.

² As described in paragraph 9.1 of the Offer Announcement, the parties acting in concert with the Offeror owned or controlled an aggregate of 205,489,185 Shares, representing approximately 99.42% of the issued share capital of the Company as at the Announcement Date. This comprised 636 Offer Shares held by the wife of Mr. Ravindar Singh Thakran who is a director of the Offeror as well as L Capital and the Charged Shares amounting to 205,488,549 Offer Shares. As further described in paragraph 9.1 of the Offer Announcement, the Security Trustee (acting on the instructions and on behalf of the Lenders) had physical custody of the title documents in relation to the Charged Shares in the exercise of rights and powers under the security documents executed in connection with the Facility. The Charged Shares were registered in the name of a custodian. Enforcement of the security interest over the Charged Shares completed 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.

5. **RESPONSIBILITY STATEMENT**

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, the omission of which would make any statement in this Announcement misleading.

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 enquiries that such information is accurately extracted from such sources or, as the case may be, reflected or reproduced in this Announcement.

The directors of the Offeror jointly and severally accept responsibility accordingly.

Issued by
Sincere Holdings Limited

11 November 2009