

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)

UNCONDITIONAL ANNOUNCEMENT

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. CONDITION TO OFFER BECOMING UNCONDITIONAL IN ALL RESPECTS

In the Offer Announcement and the Offer Document, it is stated that 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**").

As stated in the Offer Announcement and the Offer Document, the Offeror has obtained a Deed of Undertaking from the Security Trustee acting on the instructions and on behalf of the Lenders, 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 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.

3. OFFER DECLARED UNCONDITIONAL IN ALL RESPECTS

The Offeror wishes to announce that the Offeror has on 21 October 2009 received from the Security Trustee valid acceptances of the Offer in respect of the Charged

Shares, representing approximately 99.42% of the Offer Shares, pursuant to the terms of the Deed of Undertaking.

Accordingly, the Minimum Acceptance Condition has been met and the Offer has become unconditional in all respects.

4. 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 5.00 p.m. on 21 October 2009, the Offeror has received valid acceptances amounting to 205,491,549 Offer Shares, representing approximately 99.42% 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.
- (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 5.00 p.m. on 21 October 2009 (other than pursuant to valid acceptances of the Offer).** Between the Announcement Date and 5.00 p.m. on 21 October 2009, 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 5.00 p.m. on 21 October 2009, the total number of Shares owned, controlled or agreed to be acquired by the Offeror amount to an aggregate of 205,491,549 Shares, representing approximately 99.42% of the issued share capital of the Company.

5. CLOSING DATE

The Offer will remain open for acceptance **until 5.30 p.m. on 11 November 2009**. The Offeror does not intend to extend the Offer beyond 11 November 2009. **Notice is hereby given that the Offer will not be open for acceptance beyond 11 November 2009 save that such notice shall not be capable of being enforced in a competitive situation.**

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).

² As described in paragraph 9.1 of the Offer Announcement, the parties acting in concert with the Offeror own or control 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 comprises 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) has 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 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.

6. **FIRST PAYMENT DATE AND SECOND PAYMENT DATE**

The Offeror wishes to announce that for Shareholders who wish to accept the Offer and receive payment for their Offer Shares in person, the First Payment Date (as defined in the Offer Document) shall be 22 October 2009 and the Second Payment Date (as defined in the Offer Document) shall be 5 November 2009.

Accordingly, Shareholders who wish to accept the Offer and receive payment for their Offer Shares in person should complete and sign the Form of Acceptance and Transfer ("**FAT**") in accordance with the provisions and instructions in the Offer Document including the provisions and instructions printed on the FAT (which provisions and instructions shall be deemed to form part of the terms of the Offer) and deliver the duly completed and signed FAT, together with the relevant share certificate(s), other document(s) of title and/or any other relevant document(s) required by the Offeror, personally to:

Sincere Holdings Limited
c/o B.A.C.S. Private Limited
63 Cantonment Road
Singapore 089758

EITHER:

between **3.00 p.m. and 5.00 p.m. on 22 October 2009** (being the First Payment Date); OR

between **3.00 p.m. and 5.00 p.m. on 5 November 2009** (being the Second Payment Date).

Subject to the receipt by the Offeror of valid acceptances, complete in all respects and in accordance with the instructions given in the Offer Document and the FAT, remittances in the form of S\$ cheques or bank drafts or as the Offeror may determine for the appropriate amounts will be handed over to you at the above location and time in exchange for such acceptances.

7. **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

21 October 2009