

THE COMPANIES ACT
(CHAPTER 50)
THE COMPANIES REGULATIONS
SECTION 215 (1)
REGULATION 11 (1)
NOTICE TO DISSENTING SHAREHOLDER

FORM

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Folio No

Name of Company: SINCERE WATCH LIMITED
Company No: 197700967C
To: The dissenting shareholders of Sincere Watch Limited
In this notice:-

Sincere Watch Limited is referred to as “**the transferor company**”, and
Sincere Holdings Limited is referred to as “**the transferee company**”.

On 30 September 2009, the transferee company made an offer to all the holders of ordinary shares in the transferor company. The offer price for each ordinary share in the transferor company was S\$0.54828 in cash.

Up to 21 October 2009 (being a date within 4 months after the making of the offer in that behalf by the transferee company), the offer was approved by the holders of not less than 90% of the total number of ordinary shares in the transferor company (other than shares already held at the date of the offer by the transferee company, its related corporations or their respective nominees).

The transferee company hereby gives you notice, in pursuance of section 215 of the Companies Act, that it desires to acquire the ordinary shares held by you in the transferor company.

You are entitled within 1 month after the receipt of this notice to require the transferee company, by demand in writing served on it, to supply you with a statement of the names and addresses of all other dissenting shareholders, and the transferee company will not be entitled or bound to acquire the shares of those dissenting shareholders until 14 days after the posting to you of the statement of those names and addresses.

Unless upon an application made to the High Court by you –

- (a) on or before 12 December 2009 (being 1 month from the date of this notice); or
- (b) on a date (within 14 days of a statement being supplied to you pursuant to section 215(2) of the Companies Act),

whichever is the later date, the High Court orders otherwise, the transferee company will, in pursuance of those provisions, be entitled and bound to acquire the ordinary shares held by you in the transferor company on the terms, which, under the scheme or contract to which the abovementioned offer relates, the shares of the approving ordinary shareholders in the transferor company are to be transferred to the transferee company.

Dated this 12 November 2009

Signature:



Name: William Edward Alastair Morrison
Director, Sincere Holdings Limited