

THE COMPANIES ACT  
(CHAPTER 50)  
THE COMPANIES REGULATIONS  
SECTION 215 (3) /  
REGULATION 11 (2)  
**NOTICE TO NON-ASSENTING SHAREHOLDER**

FORM

58

Folio No

Name of Company: SINCERE WATCH LIMITED  
Company No: 197700967C  
To: The non-assenting 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**”.

A scheme or contract involving the transfer of ordinary shares in the transferor company to the transferee company was, up to 21 October 2009 (being a date within 4 months after the making of the offer in that behalf by the transferee company), 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).

In pursuance of that scheme or contract, an aggregate of 205,751,166 ordinary shares were between 21 October 2009 and 11 November 2009 agreed to be transferred to the transferee company or its nominee.

The transferee company hereby gives you notice, in pursuance of section 215 of the Companies Act, that those shares together with such other shares in the transferor company as were held by the transferee company, its related corporations or their respective nominees at the last mentioned date comprise or include 90% of the total number of ordinary shares in the transferor company.

In pursuance of the abovementioned provisions you may, within 3 months from the giving of this notice, give notice that you require the transferee company to acquire your holding of ordinary shares in the transferor company, and if you give that notice the transferee company will be entitled and bound to acquire those shares on the terms on which under the scheme or contract the shares of the approving shareholders were transferred to it, or on such other terms as are agreed or as the High Court on application made to it by you or by the transferee company thinks fit to order.

Dated this 12 November 2009

Signature:



Name: William Edward Alastair Morrison  
Director, Sincere Holdings Limited