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THE SINCERE COMPANY, LIMITED

(Incorporated in Hong Kong with limited liability)

Stock Code: 00244

FORM OF PROXY FOR ANNUAL GENERAL MEETING TO BE HELD ON 5 AUGUST 2016

I/We ^(Note 1) _____
of _____
being the registered holder(s) of _____ shares ^(Note 2)
of the above-named Company, **HEREBY APPOINT THE CHAIRMAN OF THE MEETING** ^(Note 3) or _____
of _____
as my/our proxy to attend at the Annual General Meeting (and at any adjournment thereof) of the said Company to be held at Hibiscus Room, 2/F., Hotel Jen Hong Kong, 508 Queen's Road West, Western District, Hong Kong, on Friday, 5 August 2016 at 10:00 a.m. for the purposes of considering and, if thought fit, passing the Resolutions as set out in the Notice convening the said Meeting and at such Meeting (and at any adjournment thereof) to vote for me/us and in my/our name(s) in respect of the Resolutions as indicated below ^(Note 4).

RESOLUTIONS	FOR	AGAINST
1. To receive and adopt the audited financial statements and the Reports of the Directors and Independent Auditors of the Company for the year ended 29 February 2016.		
2. (a) To re-elect the following persons as directors: (i) Mr Fu Yiu Cheong John (ii) Mr Ma King Wing (iii) Mr Lo Kai Kin Eric (iv) Mr Peter Tan (b) To fix the Directors' remuneration.	(a) (i) (ii) (iii) (iv) (b)	(a) (i) (ii) (iii) (iv) (b)
3. To re-appoint Ernst & Young as Independent Auditors and to authorise the Board of Directors to fix their remuneration.		
4. To give a general mandate to the Directors to purchase shares not exceeding 10% of the existing issued share capital.		
5. To give a general mandate to the Directors to issue, allot and deal with additional shares not exceeding 20% of the existing issued share capital.		
6. To extend the general mandate granted to the Directors to issue shares by the number of shares repurchased.		

Dated this _____ day of _____ 2016.

Signature: _____

Notes:

- Full name(s) and address(es) to be inserted in **BLOCK CAPITALS**.
- Please insert the number of shares registered in your name(s). If no number is inserted, this form of proxy will be deemed to relate to all the shares of the Company registered in your name(s).
- If any proxy other than the Chairman is preferred, strike out "The chairman of the meeting" here inserted and insert the name and address of the proxy desired in the space provided. You may appoint one or more proxies to attend the Meeting. **IF NO NAME IS INSERTED, THE CHAIRMAN OF THE MEETING WILL ACT AS PROXY. ANY ALTERNATION MADE TO THIS FORM OF PROXY MUST BE INITIALED BY THE PERSON WHO SIGNS IT.**
- IMPORTANT: IF YOU WISH TO VOTE FOR THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "FOR". IF YOU WISH TO VOTE AGAINST THE RESOLUTIONS, TICK THE APPROPRIATE BOXES MARKED "AGAINST"**. Failure to complete any or all the boxes will entitle your proxy to cast his votes at his discretion. Your proxy will also be entitled to vote at his discretion on any resolution properly put to the Meeting other than those referred to in the Notice convening the Meeting.
- This form of proxy must be signed by you or your attorney duly authorised in writing or, in the case of a corporation must be either executed under its common seal or under the hand of an officer or attorney duly authorised.
- In the case of joint holders the vote of the senior who tenders a vote, whether in person or by proxy, will be accepted to the exclusion of the votes of the other joint holder(s) and for this purpose seniority will be determined by the order in which the names stand in the Register of Members.
- To be valid, this form of proxy together with the power of attorney (if any) or other authority (if any) under which it is signed or a notarially certified copy thereof, must be deposited at the Company's Share Registrar, Tricor Tengis Limited, Level 22, Hopewell Centre, 183 Queen's Road East, Hong Kong not less than 48 hours before the time appointed for holding the Meeting.
- The proxy need not be a member of the Company but must attend the Meeting in person to represent you.
- Completion and delivery of the form of proxy will not preclude you from attending and voting at the Annual General Meeting if you so wish.